

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74999RJ2019PTC064522

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAKCP4790P

(ii) (a) Name of the company

PROLIFIC RESOLUTION PRIVATE LIMITED

(b) Registered office address

Second Floor, Shop No. 35, Sector-6, Near Hotel Deep, Malviya Nagar, NA
Jaipur
Jaipur
Rajasthan
302017

(c) *e-mail ID of the company

secretarial@hccindia.com

(d) *Telephone number with STD code

02225751000

(e) Website

www.prolificresolution.com

(iii) Date of Incorporation

04/04/2019

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	JADEJA INVESTMENTS MANAG +	U65929GJ2021PTC127646	Holding	51

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,000,000	102,040	102,040	102,040
Total amount of equity shares (in Rupees)	10,000,000	1,020,400	1,020,400	1,020,400

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,000,000	102,040	102,040	102,040

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000	1,020,400	1,020,400	1,020,400

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	50,000	50000	500,000	500,000	
Increase during the year	0	52,040	52040	520,400	520,400	249,479,760
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	52,040	52040	520,400	520,400	249,479,760
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0

viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
0						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
0						
At the end of the year	0	102,040	102040	1,020,400	1,020,400	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
0						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
0						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	28,544	1000000	28,544,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			28,544,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	28,544,000,000	0	0	28,544,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

5,472,506,000

(ii) Net worth of the Company

871,438,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	102,034	99.99	0	
10.	Others 0	0	0	0	
	Total	102,034	99.99	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6	0.01	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others 0	0	0	0	

	Total	6	0.01	0	0
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Total number of shareholders (other than promoters) 6

**Total number of shareholders (Promoters+Public/
Other than promoters)** 8

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	2
Members (other than promoters)	6	6
Debenture holders	27	27

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	3	0	5	0	0
B. Non-Promoter	0	2	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	5	0	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MANISH KUMAR KHA ⁺	00703416	Director	0	
MITA DIXIT	08198165	Director	0	
JASPREET SINGH BH ⁺	03644691	Director	0	
NITESH KUMAR JHA	06793264	Director	0	
ARUN VISHNU KARAN ⁺	02151606	Director	0	
JAYDEEPSINH VIREN ⁺	06799095	Director	0	
HIREN SHIRISHCHAN ⁺	00156429	Director	0	
RAVINDRA KUMAR SI ⁺	02992019	Director	0	
Prita Jhaveri	ALHPJ7596G	Company Secretar	0	14/05/2024

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
JASPREET SINGH I +	03644691	Additional director	25/09/2023	Appointment
NITESH KUMAR JH +	06793264	Additional director	25/09/2023	Appointment
RAHUL RAO	08681198	Director	25/09/2023	Cessation
SANTOSH KUMAR +	08766113	Director	25/09/2023	Cessation
JAYDEEPSINH VIRI +	06799095	Additional director	07/11/2023	Appointment
HIREN SHIRISHCH +	00156429	Additional director	07/11/2023	Appointment
RAVINDRA KUMAR +	02992019	Additional director	07/11/2023	Appointment
RAHUL SHUKLA	07835056	Director	07/11/2023	Cessation
SHAKUR BALEKHA +	GGBPS1844F	Company Secretary	10/10/2023	Cessation
Prita Jhaveri	ALHPJ7596G	Company Secretary	07/11/2023	Appointment
JASPREET SINGH I +	03644691	Director	25/09/2023	Change in designation
NITESH KUMAR JH +	06793264	Director	25/09/2023	Change in designation
JAYDEEPSINH VIRI +	06799095	Director	23/01/2024	Change in designation
HIREN SHIRISHCH +	00156429	Director	23/01/2024	Change in designation
RAVINDRA KUMAR +	02992019	Director	23/01/2024	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra- Ordinary General Meeting	08/06/2023	7	7	100
Annual General Meeting	28/08/2023	7	7	100
Extra- Ordinary General Meeting	25/09/2023	7	7	100
Extra- Ordinary General Meeting	23/01/2024	8	8	100

B. BOARD MEETINGS

*Number of meetings held

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S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/05/2023	5	5	100
2	01/08/2023	5	5	100
3	25/09/2023	5	5	100
4	30/09/2023	5	5	100
5	07/11/2023	5	5	100
6	07/11/2023	5	5	100
7	01/02/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/05/2023	3	2	66.67
2	Audit Committee	01/08/2023	3	3	100
3	Audit Committee	07/11/2023	3	3	100
4	Audit Committee	01/02/2024	3	3	100
5	Nomination and Remuneration Committee	15/05/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance		
				Number of members attended	% of attendance	
6	Nomination and Audit Committee	25/09/2023	3	3	100	
7	Nomination and Audit Committee	07/11/2023	3	3	100	
8	Nomination and Audit Committee	07/11/2023	3	3	100	
9	Stakeholders	01/02/2024	3	3	100	
10	Risk Manager	01/08/2023	5	5	100	

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MANISH KUMAR	7	7	100	11	11	100	
2	MITA DIXIT	7	7	100	11	11	100	
3	JASPREET SINGH	4	4	100	3	3	100	
4	NITESH KUMAR	4	4	100	2	2	100	
5	ARUN VISHNU	1	1	100	0	0	0	
6	JAYDEEPSINGH	1	1	100	0	0	0	
7	HIREN SHIRISH	1	1	100	0	0	0	
8	RAVINDRA KUMAR	1	1	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable Yes No provisions of the Companies Act, 2013 during the year

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Mansi Gandhi & Associates

Whether associate or fellow

Associate Fellow

Certificate of practice number

26412

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. . .

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dated

25/09/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

06793264

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

32084

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of share and debenture holders.pdf
PRPL MGT-8-2024_signed.pdf
Directors and Committee Meets.pdf

Remove attachment**Modify****Check Form****Prescrutiny****Submit**

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

PROLIFIC RESOLUTION PRIVATE LIMITED

LIST OF SHAREHOLDERS AS ON MARCH 31, 2024

NAME OF SHAREHOLDER	HOLDING	PRTG%
JADEJA INVESTMENTS MANAGEMENT PRIVATE LIMITED	52040	51.00
HINDUSTAN CONSTRUCTION COMPANY LIMITED	49994	48.99
VITHAL P KULKARNI	1	0.00
ATUL KUMAR	1	0.00
ANIRUDDHA SINGH	1	0.00
RAHUL SHUKLA	1	0.00
AMOD JAGANNATH TUPKARI	1	0.00
RAHUL PRAFULLA RAO	1	0.00
Total	102040	100.00

FOR PROLIFIC RESOLUTION PRIVATE LIMITED



Company Secretary

Rhea Kharche

Registered Office: Second Floor, Shop No. 35, Sector-6, Near Hotel Deep, Malviya Nagar, Jaipur-302017.

Correspondence Address: Hincon House, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083 | Tel: +91 22 2575 1000
CIN: U74999RJ2019PTC064522

www.prolificresolution.com

PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

LIST OF DEBENTUREHOLDERS AS ON MARCH 31, 2024

BEARING ISIN NO. INE08YT07027

Sr. No.	NAME OF DEBENTUREHOLDERS	HOLDING	PRTG%
18	CANARA BANK-MUMBAI	2269	41.15
19	PUNJAB NATIONAL BANK	1148	20.82
20	IFCI LIMITED	571	10.36
21	STATE BANK OF INDIA	464	8.41
22	INDIAN OVERSEAS BANK	385	6.98
23	IDBI BANK LIMITED	235	4.26
24	CENTRAL BANK OF INDIA	220	3.99
25	NATIONAL BANK FOR AGRICULTURE AND RURAL DEVELOPMENT	141	2.56
26	THE FEDERAL BANK LIMITED	64	1.16
27	EXPORT- IMPORT BANK OF INDIA	17	0.31
	Total	5514	100.00

FOR PROLIFIC RESOLUTION PRIVATE LIMITED



Company Secretary

Rhea Kharche

PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

LIST OF DEBENTUREHOLDERS AS ON MARCH 31, 2024

BEARING ISIN NO. INE08YT07019

Sr. No.	NAME OF DEBENTUREHOLDERS	HOLDING	PRTG%
1	PUNJAB NATIONAL BANK	6304	27.37
2	STATE BANK OF INDIA	4122	17.90
3	ICICI BANK LTD	2965	12.87
4	IDBI BANK LIMITED	1662	7.22
5	THE J AND K BANK LTD.	1436	6.24
6	BANK OF BARODA	1411	6.13
7	UNION BANK OF INDIA	1347	5.85
8	CANARA BANK-MUMBAI	1160	5.04
9	INDIAN BANK	732	3.18
10	SREI EQUIPMENT FINANCE LIMITED	697	3.03
11	THE FEDERAL BANK LIMITED	342	1.49
12	DBS BANK INDIA LIMITED	319	1.39
13	BANK OF MAHARASHTRA	292	1.27
14	IFCI LIMITED	118	0.51
15	EXPORT- IMPORT BANK OF INDIA	62	0.27
16	NATIONAL BANK FOR AGRICULTURE AND RURAL DEVELOPMENT	34	0.15
17	CENTRAL BANK OF INDIA	27	0.12
	Total	23030	100.00

FOR PROLIFIC RESOLUTION PRIVATE LIMITED



Company Secretary

Rhea Kharche

Registered Office: Second Floor, Shop No. 35, Sector-6, Near Hotel Deep, Malviya Nagar, Jaipur-302017.

Correspondence. Address: Hincon House, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083 | Tel: +91 22 2575 1000
CIN: U74999RJ2019PTC064522

www.prolificresolution.com



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **PROLIFIC RESOLUTION PRIVATE LIMITED** (the Company) (CIN: **U74999RJ2019PTC064522**) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March, 2024**.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of the following to the extent applicable during the financial year:
 1. The Company continues to be a Private Limited Company during the year under review.
 2. The Company has kept and maintained the Registers / Records, as per the provisions of the Act and the Rules made thereunder and all entries therein have been recorded.
 3. The Company has filed all Forms / Returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time.
 4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;
 5. The Company was not required to close its Register of Members or Register of Security holders during the financial year/ specify if the Company has closed its Registers at any time during the year under review.
 6. There were no advances/loans to its directors and/or persons or firms or companies referred to in section 185 of the Act.
 7. All related party transactions of the company entered during the financial year under review were on an arm's length basis and were in ordinary course of business. The Company has made the disclosure regarding contracts/arrangements with related parties as specified in section 188 of the Act in the Annual Return.



8. During the financial year under review, the Company has allotted 52,040 fully paid-up Equity Shares having face value of Rs.10/- each at a price of Rs. 4,804/- per Equity Share (including Share Premium of Rs.4,794/- per Equity Share) at par aggregating to Rs. 25,00,00,160/- on a "Private Placement Basis" to Jadeja Investments Management Private Limited, the Holding Company. There was no transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. During the financial year under review, there was no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. No declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Signing of audited financial statement is as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. During the financial year under review, on September 25, 2023, the Board appointed Mr. Jaspreet Bhullar and Mr. Nitesh Kumar Jha as Additional Non-Executive Non-Independent Directors. On the same date, Mr. Rahul Rao and Mr. Santosh Rai resigned from their positions as Non-Executive Non-Independent Directors, effective immediately. On November 07, 2023, Mr. Rahul Shukla resigned from his position as Non-Executive Non-Independent Directors, effective immediately. Mr. Jaspreet Bhullar and Mr. Nitesh Kumar Jha were subsequently regularized as Non-Executive Non-Independent Directors at an Extraordinary General Meeting held on September 25, 2023, conducted with shorter notice.

At its Meeting on November 7, 2023, and pursuant to the terms of the Investment Agreement with Jadeja Investments Management Private Limited ("Investor"), the Board has appointed Mr. Jaydeepsinh Jadeja, Mr. Ravindra Kumar Singh and Mr. Hiren Mahadevia as Additional Non-Executive Non-Independent Directors, liable to retire by rotation and Mr. Arun Karambelkar as an Additional Director in the capacity of Non-Executive Independent Director, not liable to retire by rotation for a term of 5 consecutive years. The Members, at their Extraordinary General Meeting held on January 23, 2024, have approved the appointment of Mr. Ravindra Kumar Singh, Mr. Hiren Mahadevia, and Mr. Jaydeepsinh Jadeja as Non-Executive Non-Independent Directors and of Mr. Arun Karambelkar as an Independent Director pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Priti Jhaveri was appointed as the Company Secretary and Key Managerial Personnel of the Company pursuant to the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with Rules made thereunder with effect from November 07, 2023 who resigned with effect from May 14, 2024 due to professional commitment and Ms. Rhea Kharche was appointed as the Company Secretary with effect from May 14, 2024.

13. Appointment/ reappointment of auditors were made as per the provisions of section 139 of the Act. During the financial year M/s. Natvarlal Vepari & Co., Chartered Accountants, the Statutory Auditors of the Company, were appointed for a period of five consecutive years,



from the conclusion of the 4th AGM till the conclusion of the 9th AGM of the Company to be held in the year 2028.

14. During the financial year under review, the company was not required to take any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. During the financial year under review, the company has not accepted/ renewed/ repaid deposits;
16. The Company has complied with provisions of the Act relating to borrowings from its Directors, Members, Public Financial Institutions, Banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.
17. During the financial year under review, the company has complied the provisions for giving or providing any Loans, investments, guarantees and securities to any bodies corporate or persons under section 186 of the Act.
18. During the financial year under review, the company has not made any alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

For Mansi Gandhi & Associates
(Practicing Company Secretaries)

Place: Mumbai

Date: August 16, 2024

UDIN: A026520F000986820

Mansi Gandhi

Proprietor

M. No: 26520

C.P. No: 26412

PRC No.: 5334/2023

PROLIFIC RESOLUTION PRIVATE LIMITED	
LIST OF DIRECTORS as on MARCH 31, 2024	
BOARD OF DIRECTORS	
Mr. Manish Khanna	Independent Director
Dr. Mita Dixit	Independent Director
Mr. Jaspreet Bhullar	Non-Executive Director
Mr. Nitesh Kumar Jha	Non-Executive Director
Mr. Arun Karambelkar	Independent Director
Mr. Jaydeepsinh Jadeja	Non-Executive Director
Mr. Hiren Mahadevia	Non-Executive Director
Mr. Ravindra Kumar Singh	Non-Executive Director

List of Committee Meetings held in 2023-24

S. No.	Type of Meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15-05-2023	3	2	66.67
2	Audit Committee	01-08-2023	3	3	100
3	Audit Committee	07-11-2023	3	3	100
4	Audit Committee	01-02-2024	3	3	100
5	Nomination and Remuneration Committee	15-05-2023	3	3	100
6	Nomination and Remuneration Committee	25-09-2023	3	3	100
7	Nomination and Remuneration Committee	07-11-2023	3	3	100
8	Nomination and Remuneration Committee	07-11-2023	3	3	100
9	Stakeholders Relationship Committee	01-02-2024	3	3	100
10	Risk Management Committee	01-08-2023	5	5	100
11	Risk Management Committee	23-01-2024	4	3	75