

PROLIFIC RESOLUTION PRIVATE LIMITED
(Previously known as Prolific Claims Management Private Limited)

Regd. Off- Second Floor, Shop No. 35, Sector-6, Near Hotel Deep,
Malviya Nagar, Jaipur-302017, **CIN:** U74999RJ2019PTC064522,
Email: secretarial@hccindia.com

Notice

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of the Members of Prolific Resolution Private Limited ("the Company") will be held on Thursday, June 08, 2023 at 11.00 a.m. at Hincan House, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083 to transact the following business:

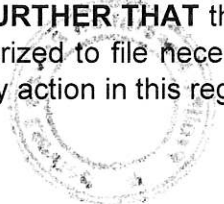
SPECIAL BUSINESS:

- 1. Appointment of Mr. Manish Kumar Khanna (DIN:00703416) as an Independent Director of the Company for a term of 5 years commencing from March 17, 2023 and ending on March 16, 2028**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**: -

"RESOLVED THAT the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Manish Kumar Khanna, who was appointed by the Board in its Meeting held on March 17, 2023 as an Additional Director in the capacity of Non-Executive Independent Director of the Company, in accordance with the provisions of Regulation 17(1C) of the SEBI Listing Regulations as an Independent Director of the Company for a term of 5 years commencing from March 17, 2023 and ending on March 16, 2028, not liable to retire by rotation on the terms and conditions contained in the draft Letter of Appointment.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file necessary forms with the relevant authorities and to take all other necessary action in this regard."



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2. Appointment of Dr. Mita Dixit (DIN:08198165) as an Independent Director of the Company for a term of 5 years commencing from March 17, 2023 and ending on March 16, 2028

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**: -

“RESOLVED THAT the approval of the Members of the Company be and is hereby accorded for appointment of Dr. Mita Dixit, who was appointed by the Board in its Meeting held on March 17, 2023 as an Additional Director in the capacity of Non-Executive Independent Director of the Company, in accordance with the provisions of Regulation 17(1C) of the SEBI Listing Regulations as an Independent Director of the Company for a term of 5 years commencing from March 17, 2023 and ending on March 16, 2028, not liable to retire by rotation on the terms and conditions contained in the draft Letter of Appointment.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file necessary forms with the relevant authorities and to take all other necessary action in this regard.”

By Order of the Board
For Prolific Resolution Private Limited




Shakur Shikalgar
Company Secretary

Registered Office:

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

Place: Mumbai

Date: May 15, 2023

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate Members intending to send their authorised representatives to attend the Extra Ordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of their Board Resolution together with the respective specimen signature of the representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement, pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Extra Ordinary General Meeting is annexed hereto and forms part of the Notice.
4. A Route Map showing the directions to reach the venue of the Extra Ordinary General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

By Order of the Board
For **Prolific Resolution Private Limited**



Shakur Shikalgar
Company Secretary

Registered Office:

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

Place: Mumbai

Date: May 15, 2023

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS

Item No. 1

It is proposed to appoint Mr. Manish Kumar Khanna, who was appointed by the Board in its Meeting held on March 17, 2023 as an Additional Director in the capacity of Non-Executive Independent Director of the Company, in accordance with the provisions of Regulation 17(1C) of the SEBI Listing Regulations as an Independent Director of the Company for a term of 5 years commencing from March 17, 2023 and ending on March 16, 2028, not liable to retire by rotation on the terms and conditions contained in the draft Letter of Appointment.

The Members are further informed that the Company has received his consent to act as a Director of the Company and other statutory declarations confirming that he is not disqualified to act as a Director and is meeting the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations.

In terms of Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Manish Kumar Khanna possesses significant expertise, experience and knowledge which will augur well for the future of the Company.

The Company has also received a notice in writing under Section 160 of the Companies Act 2013, from a Member proposing the candidature of Mr. Manish Kumar Khanna for the office of Director.

A brief profile of Mr. Manish Kumar Khanna is given hereunder for the perusal of the Members:

"Mr. Manish Kumar Khanna is an MBA and a Bachelor of Science in Hotel & Restaurant Management from Widener University Chester, PA, USA.

Mr. Manish Kumar Khanna is the majority owner and Executive Director of Eastern International Hotels Ltd., a hospitality business that has promoted and operates the Novotel Mumbai, Juhu Beach and the Majorda Beach Resort, Goa.

As a serial entrepreneur in the hospitality space, Mr. Khanna promotes and manages numerous real estate properties, including a boutique hotel brand under the name Jasminn."

The Nomination and Remuneration Committee has vide resolution passed on May 15, 2023, recommended the said proposal to Board and the Board vide resolution of even date has considered and recommended the passing of the Special Resolution at Item No. 1 of the Notice for approval by the Members of the Company.

Accordingly, approval of the Members is sought for passing the Special Resolution as set out at Item No. 1 of the accompanying Notice for appointment of Mr. Manish Kumar Khanna as an Independent Director of the Company.

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Except Mr. Manish Kumar Khanna, none of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 1 of this Notice except to the extent of their respective shareholding in the Company, if any.

This Explanatory Statement along with Annexure to the Notice provides the relevant details relating to the appointment of Mr. Manish Kumar Khanna that may be regarded as adequate disclosure under the Companies Act, 2013 and SEBI Listing Regulations read with Secretarial Standards-2 on General Meetings.

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Item No. 2

It is proposed to appoint Dr. Mita Dixit, who was appointed by the Board in its Meeting held on March 17, 2023 as an Additional Director in the capacity of Non-Executive Independent Director of the Company, in accordance with the provisions of Regulation 17(1C) of the SEBI Listing Regulations as an Independent Director of the Company for a term of 5 years commencing from March 17, 2023 and ending on March 16, 2028, not liable to retire by rotation on the terms and conditions contained in the draft Letter of Appointment.

The Members are further informed that the Company has received her consent to act as a Director of the Company and other statutory declarations confirming that she is not disqualified to act as a Director and is meeting the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations are enclosed herewith.

In terms of Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. Mita Dixit possesses significant expertise, experience and knowledge which will augur well for the future of the Company.

The Company has also received a notice in writing under Section 160 of the Companies Act 2013, from a Member proposing the candidature of Dr. Mita Dixit for the office of Director.

A brief profile of Dr. Mita Dixit is given hereunder for the perusal of the Members:

“Dr. Mita Dixit is a Chemical Engineer and has done Master's in Marketing Management, PhD from BITS Pilani University.

She is the Co-Founder and Director of Equations Advisors Private Limited, a specialized consulting Company for family owned-and managed Business with 20+ years of experience.

Dr. Mita Dixit facilitates owner-families to align their family aspirations and expectation with business vision and goals. She helps families to practice good governance by developing family policies, family Constitution, and conflict resolution process. At Equations, she leads a team of consultants and professionals providing services in strategic growth, organizational development, professionalization, business restructuring, and executive coaching. As a Management Professional, Dr Mita Dixit has worked with prominent corporates like Garware Group, Indian Express, and an Ajay Piramal Group Company in Marketing and Branding.

Dr. Mita Dixit is the first Indian to do a Doctoral research in “Conflict in Indian Family Businesses.” She has co-authored “The 5Gs of Family Business,” a practical insightful and engaging book on success framework of family businesses. She was the Head of Research and Consulting at the CFMB at SPJIMR, Mumbai and is a visiting faculty at several family business management programs.

Dr. Mita Dixit is an Independent Director on the Board of ANUH Pharmaceuticals Limited and Hindustan Construction Company Limited (Holding Company), and a

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certified Management Consultant (CMC). She is currently the Chairperson, Mumbai Chapter of Institute of Management Consultants of India.”

The Nomination and Remuneration Committee has vide resolution passed on May 15, 2023, recommended the said proposal to Board and the Board vide resolution of even date has considered and recommended the passing of the Special Resolution at Item No. 2 of the Notice for approval by the Members of the Company.

Accordingly, approval of the Members is sought for passing the Special Resolution as set out at Item No. 2 of the accompanying Notice for appointment of Dr. Mita Dixit as an Independent Director of the Company.

Except Dr. Mita Dixit, none of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 2 of this Notice except to the extent of their respective shareholding in the Company, if any.

This Explanatory Statement along with Annexure to the Notice provides the relevant details relating to the appointment of Dr. Mita Dixit that may be regarded as adequate disclosure under the Companies Act, 2013 and SEBI Listing Regulations read with Secretarial Standards-2 on General Meetings.

By Order of the Board
For Prolific Resolution Private Limited



Shakur

Shakur Shikalgar
Company Secretary

Registered Office:

Second Floor, Shop No. 35,
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Rajasthan-302017

Place: Mumbai

Date: May 15, 2023

PROLIFIC RESOLUTION PRIVATE LIMITED

**DRAFT LETTER OF APPOINTMENT OF INDEPENDENT
DIRECTOR**

Date [●]

Mr. Manish Kumar Khanna
3, Ruia Park, Juhu,
Mumbai - 400049

Dear Sir,

Sub: Appointment as an Independent Director of the Company

We are pleased to confirm your appointment as an Independent Director of Prolific Resolution Private Limited ("the Company") which is pursuant to the provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as approved by the Board of Directors at its Meeting held on March 17, 2023 and the Shareholders of the Company at its Extra Ordinary General Meeting held on [●].

As stipulated under the Companies Act, 2013, the appointment of Independent Directors shall be governed by Schedule IV of the Act i.e. Code for Independent Directors, which primarily covers the following:-

- a) Guidelines of professional conduct
- b) Role and functions
- c) Duties
- d) Manner of appointment
- e) Re-appointment
- f) Resignation or removal
- g) Separate Meetings
- h) Evaluation Mechanism

These terms of Appointment, which in any event shall be subject to Companies Act, 2013, Rules made thereunder, are set out below.

I. Term of Appointment

1. The Appointment is for a term of 5 years, commencing from March 17, 2023 and ending on March 16, 2028.
2. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every financial year under Section 149 (7) of the said Act stating that you meet the criteria of Independence.

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3. So long as you are an Independent Director of the Company, the number of Companies in which you hold office as Director, or a Chairman or Committee Member will not exceed the limit stipulated under the Act and / or the Listing Regulations.
4. You will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
5. You will ensure compliance with other provisions of the Act and the Listing Agreement as applicable to you as an Independent Director.
6. During your tenure as an Independent Director, you may be asked to serve on one or more of the Board Committees.
7. During your tenure as Independent Director, you will not be liable to retire by rotation.
8. You will abide by the Code for Independent Directors as stipulated under Schedule IV to the Act and Company's Code of Conduct for Non-Executive Directors, as applicable to Independent Directors of the Company.

II. Duties & Responsibilities

As an Independent Director you have the same responsibilities to the Company as any other Director and the Board together has the collective responsibility for the success of the Company. The Companies Act, 2013 has however introduced additional duties and responsibilities for Independent Directors which are provided in Schedule IV of the Companies Act, 2013, which will have to be adhered to.

III. Fees, Commission

You will be entitled to sitting fees for attending each Meeting of the Board and its Committees as may be determined by the Board from time to time.

Subject to the approval of the Shareholders of the Company, you shall also be entitled to commission that may be determined by the Board based on the performance of the Company.

IV. Confidentiality

You must apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the Appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as an Independent Director of the Company.

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V. Conflict of Interest

It is accepted and acknowledged that you may have business interests other than those of the Company. You are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form as per the relevant provisions of law.

VI. Performance Evaluation

Your reappointment shall be on the basis of the report of performance evaluation carried out by the Board.

VII. Insurance

The Company has Directors and Officers Liability Insurance and it is intended to maintain such cover for the full term of the Appointment.

VIII. Programs for Independent Directors

You will be entitled to the benefits of programs that may be organized by the Company for its Independent Directors to familiarize yourself with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates its goals and expectations and long term plans and objectives.

It is a pleasure to have you on Board. We are confident that your association, expertise and advice will immensely benefit the Company and the Board.

Yours sincerely,

For Prolific Resolution Private Limited

Shakur Shikalgar
Company Secretary

PROLIFIC RESOLUTION PRIVATE LIMITED
DRAFT LETTER OF APPOINTMENT OF INDEPENDENT
DIRECTOR

Date [●]

Dr. Mita Dixit
1303, Laxmi Chhaya CHS Ltd,
Babhai Naka, Opp. UCO Bank,
JN of L.T. Road, Borivali (West),
Mumbai - 400092

Dear Sir,

Sub: Appointment as an Independent Director of the Company

We are pleased to confirm your appointment as an Independent Director of Prolific Resolution Private Limited ("the Company") which is pursuant to the provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as approved by the Board of Directors at its Meeting held on March 17, 2023 and the Shareholders of the Company at its Extra Ordinary General Meeting held on [●].

As stipulated under the Companies Act, 2013, the appointment of Independent Directors shall be governed by Schedule IV of the Act i.e. Code for Independent Directors, which primarily covers the following:-

- i) Guidelines of professional conduct
- j) Role and functions
- k) Duties
- l) Manner of appointment
- m) Re-appointment
- n) Resignation or removal
- o) Separate Meetings
- p) Evaluation Mechanism

These terms of Appointment, which in any event shall be subject to Companies Act, 2013, Rules made thereunder, are set out below.

IX. Term of Appointment

1. The Appointment is for a term of 5 years, commencing from March 17, 2023 and ending on March 16, 2028.
2. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every financial year under Section 149 (7) of the said Act stating that you meet the criteria of Independence.

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3. So long as you are an Independent Director of the Company, the number of Companies in which you hold office as Director, or a Chairman or Committee Member will not exceed the limit stipulated under the Act and / or the Listing Regulations.
4. You will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
5. You will ensure compliance with other provisions of the Act and the Listing Agreements as applicable to you as an Independent Director.
6. During your tenure as an Independent Director, you may be asked to serve on one or more of the Board Committees.
7. During your tenure as Independent Director, you will not be liable to retire by rotation.
8. You will abide by the Code for Independent Directors as stipulated under Schedule IV to the Act and Company's Code of Conduct for Non-Executive Directors, as applicable to Independent Directors of the Company.

X. Duties & Responsibilities

As an Independent Director you have the same responsibilities to the Company as any other Director and the Board together has the collective responsibility for the success of the Company. The Companies Act, 2013 has however introduced additional duties and responsibilities for Independent Directors which are provided in Schedule IV of the Companies Act, 2013, which will have to be adhered to.

XI. Fees, Commission

You will be entitled to sitting fees for attending each Meeting of the Board and its Committees as may be determined by the Board from time to time.

Subject to the approval of the Shareholders of the Company, you shall also be entitled to commission that may be determined by the Board based on the performance of the Company.

XII. Confidentiality

You must apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the Appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as an Independent Director of the Company.

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XIII. Conflict of Interest

It is accepted and acknowledged that you may have business interests other than those of the Company. You are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form as per the relevant provisions of law.

XIV. Performance Evaluation

Your reappointment shall be on the basis of the report of performance evaluation carried out by the Board.

XV. Insurance

The Company has Directors and Officers Liability Insurance and it is intended to maintain such cover for the full term of the Appointment.

XVI. Programs for Independent Directors

You will be entitled to the benefits of programs that may be organized by the Company for its Independent Directors to familiarize yourself with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates its goals and expectations and long term plans and objectives.

It is pleasure to have you on Board. We are confident that your association, expertise and advice will immensely benefit the Company and the Board.

Yours sincerely,

For Prolific Resolution Private Limited

Shakur Shikalgar
Company Secretary

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74999RJ2019PTC064522
Name of the company: Prolific Resolution Private Limited
Registered office: Second Floor, Shop No. 35, Sector-6, Near Hotel Deep, Malviya Nagar, Jaipur, Rajasthan-302017

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	
No. of shares held:	

I/We, being the member (s) of shares of the above named company, hereby appoint

1 Name:
Address:
E-mail Id:
Signature:

or failing him

2 Name:
Address:
E-mail Id:
Signature:

or failing him

3 Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday, June 08, 2023 at 11.00 a.m. at Hincon House, Lal Bahadur Shastri Marg, Vikhroli (west), Mumbai- 400083 and at any adjournment thereof in respect of such resolutions as are indicated below:

All Resolutions/ Mention Resolution number(s):

Signed this..... day of..... 2023

Signature of shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

Affix
Revenue Stamp

Corres. Add. - Hincon House, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083

Tel: +91 22 2575 1000 Fax: +91 22 2577 5732

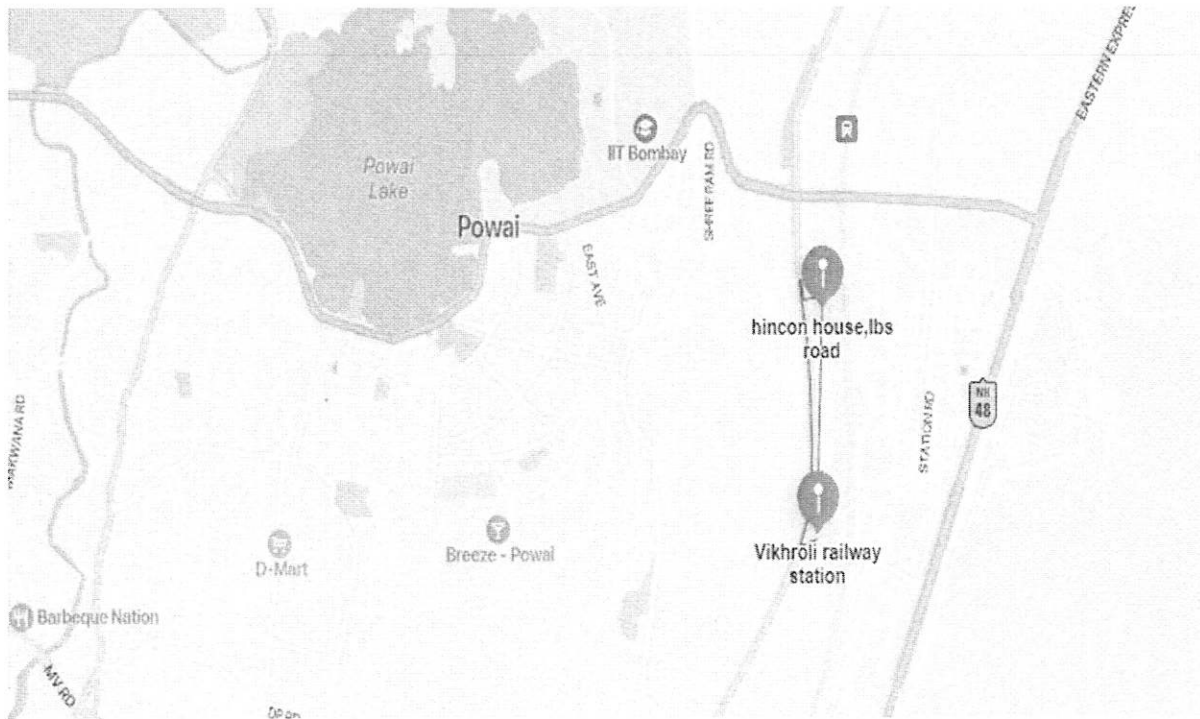
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ROUTE MAP TO REACH THE EGM VENUE



Venue:

Hincon House,
Lal Bahadur Shastri Marg,
Vikhroli (W),
Mumbai – 400083

