

LETTER OF APPOINTMENT

Date:

Dear _____,

We are pleased to inform you that the Board of Directors (“Board”) of Protium Finance Limited (“Company”) have approved your appointment as an Independent Director on the Board of the Company for a period of five years with effect from _____. This letter of appointment sets out the terms and conditions covering your appointment, which are follows:

1. Appointment

1.1 You will be appointed as a Non-Executive Independent Director on the Board of Directors of the Company with effect from _____. Your appointment is subject to the provisions of the Companies Act, 2013, Reserve Bank of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

1.2 The term “Independent Director” should be construed as defined under the Companies Act, 2013.

1.3 The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013. The Company is at liberty to disengage a Non-Executive Independent Director earlier subject to compliance of the relevant provisions of the Companies Act, 2013.

2. Committees

The Board may invite you for being appointed on one or more of the existing Board Committees or any Committee(s) of the Company. Your appointment on such Committee(s) will be subject to the applicable legal requirements.

3. Time Commitment

3.1 As a Non-Executive Independent Director, you are expected to bring objectivity and independence to the Board’s discussions and help provide the Board with effective leadership in relation to the Company’s strategy, performance, and risk management, as well as ensuring high standard of financial probity and corporate governance.

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Protium Finance Limited

(Erstwhile Growth Source Financial Technologies Limited)

(Erstwhile Growth Source Financial Technologies Private Limited)

Registered & Corporate Office Address: 7th Floor, Block B2, Phase – I Nirlon Knowledge Park, Pahadi Village, Off. Western Express Highway, Cama Industrial Estate, Goregaon(E), Mumbai- 400063, Maharashtra.

CIN: U65999MH2019PLC323293 Telephone No.: 8828820004 Website: www.protium.co.in E-mail ID: customerservice@protium.co.in

3.2 The Board meets at least four times a year. You will have to attend the meeting of the Board or its committees (where appointed) and the General Meetings. You are expected to devote sufficient time, as required, for you to discharge your duties effectively.

3.2 By accepting this appointment, you confirm that you are in a position to allocate sufficient time to meet the expectations of your role to the satisfaction of the Board.

4. Fiduciary Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 which are fiduciary in nature and includes following:

- I. You shall act in accordance with the Company's Articles of Association.
- II. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company.
- III. You shall discharge your duties with due and reasonable care, skill and diligence.
- IV. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company or bring discredit to it. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests, must be avoided at all costs. (Please refer to clause 7 for full explanation on conflict of interest)
- V. You shall not assign your office as Director and any assignments so made shall be void.
- VI. You shall not achieve or attempt to achieve under undue gain or advance either to yourself or to your relatives, partners or associates.
- VII. You shall also comply with the provision regarding maximum number of Directorship as contained in Companies Act, 2013.

There are certain roles, functions duties prescribed for all Independent Directors, which are listed in the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act, 2013. You shall abide by the said 'Code of Conduct for Independent Directors' as amended from time to time to the extent relevant and applicable to your role. The present code is annexed hereto as Annexure A.

You shall abide by the code of conduct to regulate, monitor and report trading in respect of securities of the Company. (Protium Trading Code). The present code is annexed hereto as Annexure B.

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5. Status of Appointment and Remuneration

5.1 You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid such remuneration by way of sitting fees for attending meetings of the Board and its Committees as may be decided by the Board.

5.2 The sitting fees presently paid to a Non-Executive Independent Director is Rs. 1,00,000/-per Board or Committee Meeting attended.

6. Reimbursement of Expenses

In addition to the compensation described in above, the Company will reimburse the official travel expenses, hotel expenses, and all other reasonable out of pocket expenses borne by the Independent Director for participating in Board and other Committee meetings and other Business meetings.

7. Conflict of Interest

7.1 It is accepted and acknowledged that you may have business interests, memberships other than those of the Company. As a condition to your appointment commencing, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.

7.2 In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgement that you are independent, this should be disclosed to both the Chairman and the Company Secretary.

8. Confidentiality

All information acquired during your tenure of directorship is confidential and should not be disclosed, either during your tenure or following termination (by whatever means) to third parties without prior clearance from the Chairman, unless required by law or by the rules of any stock exchange or regulatory body. In the latter case, you would be required to suitably inform the Chairman of such an event or disclosure. You should direct any media queries or approaches to the appropriate spokesperson within the Company. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

9. Evaluation

The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and the Directors on an annual basis. Your appointment and reappointment on the Board shall be subject to the outcome of the yearly evaluation process.

10. Disclosure of Interest

It is expected that any interest you may have in any transaction or arrangement that the Company has entered into should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated. General notice that you are interested in any contracts with a particular person, firm or company is acceptable.

11. Other obligations and compliances- The Independent Director will be required to execute/confirm with respect to the following documentation on a periodic basis:

- I. That you are not disqualified to act as a Director of the Company in terms of the Companies Act, 2013
- II. Declaration of Independent in terms of the Companies Act, 2013
- III. Code of Conduct for Independent Directors as per Schedule IV of the Companies Act, 2013
- IV. Disclosure of change in interest in companies where s/he is appointed/ceased as a Director of Key Managerial Personnel
- V. Confirmation that his/her directorship in companies do not conflict with the interest of the Company.
- VI. Confirmation in the Fit and Proper format prescribed by Reserve Bank of India

11. Termination

11.1 You may resign from your position at any time and should you wish to do so, you are requested to serve reasonable written notice to the Board.

11.2. Continuation of your appointment is contingent on your getting re-elected by the shareholders in accordance with provisions of the Companies Act, 2013, and the Articles of Association of the

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Company, from time to time in force. You will not be entitled to any compensation if the shareholders do not reelect you at any time.

11.3. Your appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company.

12. Directors and Officers Liability Insurance

The Company has “Directors and Officers Liability Insurance” and Independent Directors are covered in that insurance.

**By on behalf of the Board of Directors
Of, Protium Finance Limited**

Director

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Annexure A

Schedule IV of Companies Act, 2013 [See section 149(8)]

CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct: An independent director shall:

- 1) uphold ethical standards of integrity and probity;
- 2) act objectively and constructively while exercising his duties;
- 3) exercise his responsibilities in a bona fide manner in the interest of the company;
- 4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- 5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- 6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- 7) refrain from any action that would lead to loss of his independence;
- 8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- 9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

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- 1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- 2) bring an objective view in the evaluation of the performance of board and management;
- 3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- 4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- 5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- 6) balance the conflicting interest of the stakeholders;
- 7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- 8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent directors shall—

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- 3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 4) participate constructively and actively in the committees of the Board in which they are

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chairpersons or members;

5) strive to attend the general meetings of the company;

6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

7) keep themselves well informed about the company and the external environment in which it operates;

8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

2) The appointment of independent director(s) of the company shall be approved at the meeting of the

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shareholders.

3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfills the conditions specified in 8 the Act and the rules made thereunder and that the proposed director is independent of the management.

4) The appointment of independent directors shall be formalized through a letter of appointment, which shall set out :

a. the term of appointment;

b. the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;

c. the fiduciary duties that come with such an appointment along with accompanying liabilities;

d. provision for Directors and Officers (D and O) insurance, if any;

e. the Code of Business Ethics that the company expects its directors and employees to follow;

f. the list of actions that a director should not do while functioning as such in the company; and

g. the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.

6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

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- 1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- 2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
- 3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

- 1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
- 2) All the independent directors of the company shall strive to be present at such meeting;
- 3) The meeting shall:
 - a. review the performance of non-independent directors and the Board as a whole;
 - b. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - c. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

- 1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- 2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

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Annexure B

PROTIUM FINANCE IMITED INSIDER TRADING CODE

(Code of Internal Procedures and conduct for prevention of insider trading in securities of Protium Finance Limited)

I. INTRODUCTION:

This Insider Trading Code aims to define, establish, and clarify the standards for behavior in Protium Finance Limited (hereinafter referred as the 'Protium') and its position in relation to:

- Prevention of Insider Trading in securities of the Protium which are listed.
- Maintenance of Confidentiality of unpublished price sensitive information of Protium.
- Adherence to and compliance with the SEBI regulation governing Prohibition of Insider Trading with the securities of the Protium which are listed

Every Designated Person (as defined hereinafter) has a duty to safeguard the confidentiality of all Unpublished Price Sensitive Information obtained of Protium. The Designated Person or any Immediate Relative of such Designated Persons shall not derive any benefit or assist others to derive any benefit from the access to and possession of any Unpublished Price Sensitive Information of Protium which is not in public domain and thus constitutes insider information.

II. OBJECTIVES:

Protium is committed to:

- i. Preserving confidentiality and preventing misuse of any unpublished price sensitive information about Protium or any of its securities.
- ii. Adherence to transparency and fairness in dealing with all stakeholders of Protium; and
- iii. Strict compliance with applicable regulations of the Securities and Exchange Board of India

This Code of Conduct has been prepared by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with the regulations.

Definitions: Definitions of some of the key terms used in the Code are given below:

- (i) **“Board”** means Board of Directors of Protium Finance Limited.
- (ii) **“Code”** means Code of Internal Procedures and Conduct for regulating, monitoring, and reporting of trading by insiders of Protium Finance Limited.
- (iii) **“Company”** means Protium Finance Limited and may be referred to as ‘the Company’ or ‘Protium’ in this or in relation to Insider Trading Code.
- (iv) **“Compliance Officer”** means Company Secretary of Protium who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of this Code
- (v) **“Connected Person”** and **“Deemed Connected Person”** shall mean:

Any person who is or has during the six months been associated with Protium, directly or indirectly, or in any capacity including by reason of frequent communication with officers of Protium or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of Protium or holds any position including a professional or business relationship with Protium (whether temporary or permanent), that allows such person, directly or indirectly, access to unpublished price sensitive information of Protium or in relation to securities of Protium;

Any person(s) falling within the following categories shall be deemed to be connected persons, unless the contrary is established:

- a. an immediate relative of Connected Persons; or
- b. a holding Company of Protium or associate Company of Protium or subsidiary Company of Protium; or
- c. an intermediary as specified in Section 12 of the SEBI Act or an employee or director thereof; or
- d. an investment Company of Protium, trustee Company of Protium, asset management Company of Protium or an employee or director thereof; or
- e. an official of a stock exchange or of clearing house or corporation; or
- f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management Company of a mutual fund or is an employee thereof; or

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- g. a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - i. a banker of Protium; or
 - j. a concern, firm, trust, Hindu Undivided Family, Company or association of persons wherein a director of Protium or his immediate relative or banker of Protium, has more than ten per cent, of the holding or interest.
- (vi) **“Designated Persons”** shall mean and include:
- a. Members of the Board of Directors of Protium
 - b. Employees of Finance, Treasury and Secretarial department of Protium
 - c. Employees designated as Partners, Associate Partners, and Managing Directors of Protium
 - d. Such other persons as may be identified by the Compliance Officer
- (vii) **“Insider”** means any person who is,
- i. a Connected Person; or
 - ii. in possession of or having access to unpublished price sensitive information.
- (viii) **“Immediate Relative”** means the spouse of the concerned person, and includes parents, siblings and children of such person or of the spouse, provided any of them is financially dependent on such person, or consults such person while taking any decision relating to Trading.
- (ix) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:
- (x) **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- (xi) **“Trading Plan”** is a plan formulated by an Insider and presented to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on behalf of the Insider

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in accordance with such plan as per Clause 5(1) of the SEBI Regulations.

- (xii) **“Trading in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Protium, either as principal or agent, including by way of pledging.
- (xiii) **“Trading Window”** shall mean the trading period of the stock exchanges which is available for trading in the Protium’s securities.
- (xiv) **Unpublished Price Sensitive Information (UPSI)** means any information, relating to Protium or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of Protium and shall, ordinarily including but not restricted to, information relating to the following:
- i. financial results.
 - ii. dividends.
 - iii. change in capital structure
 - iv. mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions
 - v. changes in key managerial personnel; and
 - vi. material events in accordance with the listing agreement.

Words and expressions used and not defined in these regulations shall have same meaning as contained in SEBI (Prohibition of Insider Trading) Regulations, 2015.

COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

1. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to Protium or its listed securities or its proposed to be listed securities , to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to Protium or its listed securities or its proposed to be listed securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

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Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would

- i. entail an obligation to make an open offer under the takeover regulations where the Board of Directors of Protium is of informed opinion that the sharing of the information of proposed transaction is in the best interests of Protium,
- ii. not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of Protium is of informed opinion that the sharing of information of proposed transaction is in the best interests of Protium and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

For purposes of sub-regulation (3), the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-regulation (3), and shall not otherwise trade in securities of Protium when in possession of unpublished price sensitive information.

STRUCTURED DIGITAL DATABASE (SDD):

The Compliance Officer shall ensure that a structured digital database is maintained containing the names of the nature of unpublished price sensitive information and the names of such persons or entities as the case may be with whom information is shared under SEBI (PIT) Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital databases shall be preserved till the completion of such proceedings.

PRESERVATION OF THE PRICE SENSITIVE INFORMATION:

Insider shall maintain the confidentiality of all unpublished price sensitive information. He/she should not pass such information to any person including the other insider.

NEED TO KNOW:

Unpublished Price Sensitive Information shall be handled on a “Need to Know” basis, i.e., such information shall be shared with any person including the other insider except where such information is required to be passed for legitimate purposes and for performance of duties or discharge of legal obligation.

LIMITED ACCESS TO CONFIDENTIAL INFORMATION:

Files containing unpublished price sensitive information, or any such related confidential information shall be kept secure. Computer files must have adequate security of login and password etc. Files containing confidential information should be deleted / destroyed after its use.

CHINESE WALL:

Protium may adopt a Chinese wall strategy to prevent the misuse of confidential information, which separates those areas of Protium which routinely have access to confidential information.

TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

No Insider shall communicate, provide, or allow access to any UPSI, relating to Protium to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or as otherwise provided under the Regulations.

No person shall procure from or cause the communication by any Insider of UPSI, relating to Protium except in furtherance of “legitimate purposes” (as defined in the Code for Fair Disclosure), performance of duties or discharge of legal obligations or as otherwise provided under the Regulations.

Subject to the provisions of the Regulations, no Insider shall trade in securities (including derivative transactions i.e., futures, options etc.) of Protium when in possession of UPSI in relation to such security. Explanation –When a person who has traded in securities has been in possession of UPSI, his/her trades

would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession. The Insider may prove his/her innocence by demonstrating the circumstances explained in the Regulations.

Individuals/Employees shall be made aware by the respective department head, of their duties and responsibilities attached to the receipt of UPSI and the liability attached to misuse or unwarranted use of such information.

TRADING PLANS:

Applicable provisions of the Regulations relating to Trading Plan intends to give an option to persons who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities of Protium in a compliant manner.

DISCLOSURES OF TRADING BY INSIDERS WITH RESPECT TO THE LISTED SECURITIES OF PROTIUM:

The disclosures to be made by any person with respect to the listed securities of Protium under this Code and applicable Regulation shall include those relating to trading by such person's immediate Relatives, and by any other person for whom such person takes trading decisions.

Disclosure under this regulation shall be maintained by the Protium, for a minimum period of five years.

INITIAL DISCLOSURES AND CONTINUOUS DISCLOSURES:

Every Designated Persons as on the date of joining shall disclose his and his Immediate Relatives holdings of the Securities of Protium as on the date of appointment, in the manner provided in the Regulations.

Every person on appointment as Key Managerial Personnel or a Director of Protium or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of Protium as on the date of appointment or becoming a promoter, to Protium within seven days of such appointment or becoming a promoter.

CONTINUAL DISCLOSURES:

Every Promoter, Member of the promoter group, Designated Person and Director of Protium shall disclose the number of securities (issued by Protium) acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees, in the manner provided in

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(Erstwhile Growth Source Financial Technologies Limited)

(Erstwhile Growth Source Financial Technologies Private Limited)

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Regulations.

On receipt of disclosure as provided hereinabove, Protium shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

DISCLOSURES BY OTHER CONNECTED PERSONS:

In order to monitor compliance with these regulations the compliance officer of Protium may direct connected person or class of connected persons to make disclosures of their holdings and trading in securities of Protium in such form and at such frequency.

CODE OF FAIR DISCLOSURE:

Regulation 8 provides that, the Board of Directors of every Company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information. In view of the same, the Board of Directors of Protium have adopted Code as per the Schedule A of the Regulations.

The code is adopted to provide for framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. In view of the same, the Board of Directors of Protium has adopted the Policy for Fair Disclosure of Unpublished Price Sensitive information.

POLICY ON PROCESS OF INQUIRY IN CASE OF LEAK OF UPSI OR SUSPECTED LEAK OF UPSI:

Regulation 9A(5) of the Regulations provide that, every listed Company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by Board of Directors and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries. In view of said, the Board of Directors of Protium has entrusted the Chief Investor Relations Officer with the responsibility.

TRADING WINDOW AND WINDOW CLOSURE:

The provisions relating to the Trading Window shall be applicable only for the listed Securities of Protium.

- i. The trading window shall be closed during the time when the Compliance Officer and/ Board of

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Directors determines that Insiders can reasonably be expected to have Unpublished Price Sensitive Information. However, trading restriction period shall be made applicable from the end of every quarter till 48 hours after the dissemination of the financial results. The Board of Directors of Protium shall endeavour to conduct meeting of Audit Committee and the Meeting of Board of Directors on the same day for approval of accounts so as to avoid leakage of material information.

- ii. The communication related to closure and opening of the trading window shall be given by the Compliance Officer to all the Insiders and all Designated Persons by means of intimation to the stock exchanges where securities of Protium are listed and wherever required, through e-mail, circular and/or posting on the website of Protium, etc. Irrespective of whether such communication has been read or received or not, persons governed by this Code shall mandatorily verify with the Compliance Officer on the status of the trading window before undertaking any trades in the listed securities of Protium.
- iii. Subject to aforesaid clause, all Insiders and their Immediate Relatives are prohibited to trade in securities, when the trading window is closed except in case of insiders who have submitted their Trading Plans to the Compliance Officer.
- iv. Insiders shall conduct all their dealings in the Securities of Protium only in a valid trading window and shall not deal in any transaction involving the purchase or sale of Protium's Securities during the periods when the trading window is closed, as referred above or during any other period as may be specified by Protium from time to time
- v. The Compliance Officer after considering various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available. The trading window shall be applicable to all Insiders.

PRE-CLEARANCE OR TRADES' CLEARANCE OF TRADES IN THE LISTED SECURITIES OF PROTIUM:

- i. All Designated Persons after taking pre-clearance from the Compliance Officer may trade when the trading window is open if the value of the proposed trades is above such thresholds as the Board of Directors may stipulate.
- ii. All Designated Persons of Protium who intend to deal, on their behalf and / or on behalf of their dependent family members, in the securities of Protium should pre-clear the transactions as per the

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pre-dealing procedure as described hereunder.

- iii. Any pre cleared trade not executed by the designated person within 7 days of its pre clearance would require fresh clearance for the trades to be executed.
- iv. An application may be made to the Compliance Officer indicating the estimated number of securities that the Designated person intend to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be specified in this behalf.
- v. Along with the request for pre-clearance of transaction, an undertaking shall be executed in favor of Protium by such Designated person, that he is not in possession of unpublished price sensitive information
- vi. No contra trade shall be executed by the designated person within the period six months from date of execution of the pre-cleared trade.
- vii. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.
- viii. In case of execution of a contra trade, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI Board under the Act.

UPDATING OF DATABASE BY INSIDERS:

Pursuant to the Clause 14 of the Schedule B and Clause 12 Schedule C of the Regulations, the Designated Persons (Employees) shall be required to disclose names and Permanent Account Number, or any other identifier authorized by law of the following persons to Protium on an annual basis and as and when the information changes in prescribed format:

- a. Immediate Relatives.
- b. persons with whom such designated person(s) shares a Material Financial Relationship.

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- c. Phone, mobile and cell numbers which are used by them in addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

- i. Every Designated Person/ Insider shall be individually responsible for complying with the provisions of this Code and Regulations (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).
- ii. Any Designated Person / Insider who trades in Securities of Protium or communicates any information for trading in Securities of Protium , in contravention of this Code and/Regulations will be penalized and appropriate action may be taken by Protium. Designated Employee(s) who contravenes any of the provisions of this Code and/ Regulation shall indemnify and hold harmless Protium, its Directors, officers for any consequences resulting from such violation, whether monetary or not.
- iii. Designated Person / Insiders who violate this Code and/ Regulation, (whether the violation was intentional or unintentional) shall also be subject to disciplinary action, which may include action such as wage freeze, issue of warning letters, termination from employment/ business or other legal, commercial relation, filing a suit and such other remedy as may be available under the law for the time being in force at the sole discretion of Protium.
- iv. The action taken by Protium shall not preclude SEBI or any other competent authority from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- v. Protium shall intimate SEBI regarding the material violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- vi. The Insider agrees to read, abide and comply with the provisions of this Code and Regulations in its true spirit. Further, Insider confirms and understands that Protium, its subsidiaries, group companies, associate companies or its other employees, officers, representatives, Directors and promoters shall not be responsible/ liable for any acts of omission and/or commission of the Insider or any other person resulting in violation of Code and/Regulations in any manner whatsoever.

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REPORTING OF VIOLATIONS

In terms of clause 13 of Schedule B read with Regulation 9 of the PIT Regulations, Protium , shall promptly inform the Stock Exchange(s) where the concerned securities are traded, regarding violations relating to Code of Conduct under PIT Regulations in such form and manner as may be prescribed by the Board from time to time. (Refer Annexure A of SEBI Circular dated July 23, 2020).

I. AMENDMENT TO THE CODE:

This Code and any subsequent amendment(s) thereto, shall be carried out with the approval of the Board of Directors of Protium. Any or all provisions of this Code would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

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ANNEXURE- 1

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:
To,
The Compliance Officer
Protium Finance Limited

Dear Sir/ Madam,

Application for Pre-trading approval in securities of Protium

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and Protium's **Insider Trading Code**, I seek approval to purchase / sale / subscription _____ of securities of Protium as per details given below:

1.	Name of Applicant	
2.	Designation	
3.	Number of Securities held as on date	
4.	Folio No/ DP ID/ Client ID No.	
5.	The Proposal is for: Purchase of securities Subscription to securities Sale of securities	
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be acquired / subscribed / sold	
8.	Price at which transaction is proposed	
9.	Current Market price (as on date of application)	
10.	Whether the proposed transaction will be made through stock exchange or off- market	

In connection with my request for approval to deal in the securities of Protium, as required by the Insider Trading Code of Protium, I hereby state and undertake that:

1. Neither do I have access to, nor do I have any information that could be construed as 'Unpublished Price Sensitive Information' up to the signing of this undertaking.

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2. In the event if have access or receive any information that could be construed as ‘Price Sensitive Information’, after signing this undertaking, but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of Protium until such information becomes public.
3. I confirm that I have not contravened the provisions of the Securities & Exchange Board of India(Prohibition of Insider Trading) Regulations, 2015 and the Insider Trading Code of Protium.
4. I have made full and true disclosures in the matter.

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ANNEXURE 2
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE UNDERTAKING

To,
The Compliance Officer,
Protium Finance Limited

I, _____ of Protium residing at _____, am desirous of dealing in _____* securities of Protium as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in Protium's Insider Trading Code (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of Protium until such information becomes public.

I declare that I have not contravened the provisions of the Insider Trading Code as notified by Protium from time to time. I undertake to submit the necessary report within 2 (two) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall once again seek pre-clearance.

I declare that I have made full and true disclosure in the matter. Date:

Signature:

* Indicate number of securities

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ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name: _____ Designation: _____ Place:

This is to inform you that your request for trading in ___(no's) securities of Protium as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____(date) that is within 7 (seven) trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of Protium. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For **Protium Finance Limited**

COMPLIANCE OFFICER

Date:

Encl: Format for submission of details of transaction

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ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of Protium)

To,
The Compliance Officer,
Protium Finance Limited

I hereby inform that I

- have not bought / sold/ subscribed any securities of Protium
- have bought/sold/subscribed to _____ securities as mentioned below on _____ (date)

1.	Name of holder	
2.	Number of Securities dealt with	
3.	Bought/sold/ subscribed	
4.	DP ID /Client ID / Folio No.	
5.	Price (Rs)	

I Undertake to preserve documents evidencing proof of above transaction for a period of 3 years and produce the same to the Compliance officer / SEBI when required.

I declare that the above information is correct and that no provisions of Protium's Insider Trading Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date:

Signature: Name: Designation:

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ANNEXURE 5

FORMAT FOR INITIAL DISCLOSURE OF SECURITIES

To,
The Compliance Officer,

Protium Finance Limited

I, _____, in my capacity as _____ of Protium hereby submit the following details of securities held in Protium as on _____ (date of becoming Specified Person).

I. Details of securities held by me:

1.	Type of Securities	
2.	No. of securities held	
3.	Folio No.	
4.	Beneficiary A/c Client ID	

II. Details of dependent(s):

1.	Name of the dependent	
2.	Relation with Director / Key Managerial Personnel / Designated Employee	

III. Details of Securities held by dependent(s):

1.	Name of Relative	
2.	Relationship	
3.	Type of Securities	
4.	No. of Securities held	
5.	Folio No	
6.	Beneficiary A/c Client ID	

Date: Signature:

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ANNEXURE 6

DISCLOSURE OF CHANGES IN HOLDING

To,
The Compliance Officer,
Protium Finance Limited

I, _____, in my capacity as _____ of Protium hereby submit the following details of change in holding of securities of Protium:

Name, PAN No. & address of holder	
No. of securities held before the transaction	
Receipt of allotment advice/Acquisition of /sale of securities	
Nature of transaction & Quantity Purchase Sale Others	
Trading member through whom the trade was executed with SEBI Registration No. of the TM	
Exchange on which the trade was executed	

Details of change in securities held by dependent family members:

Name, PAN No. & address of holder	
No. of securities held before the transaction	
Receipt of allotment advice/Acquisition of /sale of securities	
Nature of transaction & Quantity Purchase Sale Others	
Trading member through whom the trade was executed with SEBI Registration No. of the TM	

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Exchange on which the trade was executed	
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I/We declare that I/We have complied with the requirement of the minimum holding period of sixmonths with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.

Date:

Signature:

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Annexure A PROTIUM FINANCE LIMITED

Policy for Fair Disclosure of Unpublished Price Sensitive information (UPSI)

Protium Finance Limited ('PFL') shall adhere to the practices and procedures detailed in this Fair Disclosure Policy document in order to ensure fair disclosure of events and occurrence that could potentially impact price of listed securities of Protium in the market. Protium shall follow the Principles of Fair Disclosures detailed hereunder:

1. Shall promptly disclose any information that could have material impact on price of securities of Protium (herein after called **Unpublished Price Sensitive Information/ 'UPSI'**).
2. To ensure equality of access to information, Protium shall ensure:
 - a) uniform & universal disclosure of UPSI through the Stock exchange(s).
 - b) public dissemination of the said information on a non-discriminatory basis.
3. Protium will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, in any forum in India or abroad, to make such information generally available.
4. Shall ensure that any information shared with analysts and/or research personnel or at any investor relation conference(s), is not an UPSI.
5. Will make available transcripts or records of proceedings, if any, of meetings or concall with analysts or at other investor relations conference(s) on the website of Protium to ensure official confirmation and documentation of disclosures made.
6. Protium shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
7. Any information that may be potentially construed or classified as UPSI would be dealt with by the Directors and Employees of Protium only on a 'need to know' basis.
8. The Chief Financial Officer of Protium shall serve as the '**Chief Investor Relations Officer**' for the purposes of this Policy to deal with dissemination of information and disclosure of UPSI.

This Fair Disclosure Policy document, adopted in line with the principles set out in Schedule A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, has been approved by the Board of Directors of Protium and shall be applicable and binding on all Directors/Employees of Protium.

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