

## NOTICE

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NOTICE IS HEREBY GIVEN THAT THE **4<sup>TH</sup>(FOURTH) ANNUAL GENERAL MEETING (AGM)** OF THE MEMBERS OF **PROTIUM FINANCE LIMITED** BE HELD ON **TUESDAY, SEPTEMBER 27, 2022 AT NIRLON KNOWLEDGE PARK (NKP) B6, 2ND FLOOR, PAHADI VILLAGE, OFF. WESTERN EXPRESS HIGHWAY, GOREGAON (E) MUMBAI 400063 TO BE COMMENCED AT 10:00 A.M.**

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### **TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited standalone and consolidated Financial Statements of the Company including the audited standalone and consolidated Profit and Loss Account, Balance Sheet along with cash flow statement, notes, schedules as on March 31, 2022 and the reports of the Board of Directors' and auditor's thereon.
2. To appoint M/s. Khandelwal Jain & Co, Chartered Accountants, as the Statutory Auditors of the Company.
3. To consider and approve retirement of Director by Rotation.

#### **SPECIAL BUSINESS:**

4. To take up the matter of the regularization of Mr. Parveen Kumar Gupta as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 152, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under, Mr. Parveen Kumar Gupta (DIN: 02895343), who was appointed as an Additional Independent Director of the Company by the Board of Directors in the Board Meeting held on 23rd December, 2021 to hold office up to the date of this Annual General meeting be and is hereby regularized as Director of the Company.

**RESOLVED FURTHER THAT** any Directors or the Company secretary of the Company be and is hereby authorized to do all such acts and deeds as may be deemed necessary to give effect to the above resolution.

5. To take up the matter of creation of security on the properties of the company, both present and future, in favour of lenders: -

To consider and, if thought fit, to pass the following resolution as an Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company for creation of charge / mortgage / pledge/hypothecation/security on such terms as the Board may determine, on all or any of the moveable and/or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, and all other monies payable by the Company in terms of the Loan Agreement(s), or any other document, entered into /to be entered into between the Company and the Lender(s)/ Agent(s)/Trustee(s) in respect of the said loans/borrowings.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**"RESOLVED FURTHER THAT** Mr. Peeyush Misra, Director, Mr. Amit Gupta, Chief Financial Officer of the company be and are hereby severally authorized of the company be and is hereby authorised to finalise, settle, and execute such documents/deeds/writings/papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

6. To Approve borrowing under section 180(1)(c) of the companies act, 2013:-

To consider and, if thought fit, to pass the following resolution as an Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 179 (3)(d) & 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of Members be and is hereby accorded to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, in the form of Credit Facilities which includes Term loan, Debentures, Commercial Paper, Working Capital Demand Loan (WDCL), Cash Credit, Bank Overdraft Facilities and any other debt instruments notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific

purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 2,500 crores (Rupees Two thousand Five hundred Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (including Section 179 (3),180(1)(c) and the rules made there under and in accordance with the Memorandum of Association and Articles of Association of the Borrower, the approval of the Board be and is hereby accorded to the Borrower for:

- entering into necessary documents, deeds, notices, letters, agreements, power of attorneys, declarations, subordination deeds, memorandums, indentures, undertakings, instruments and forms as may be required in relation to or in connection with the obligations of the Borrower under the agreement / Deed of Hypothecation or pursuant to any other purpose mentioned in these resolutions or to give effect to any transactions contemplated in such documents in relation to the Facility.
- amending, novating, supplementing, extending, restating or making any other modification to Document/ Deed of Hypothecation as may be required, from time to time, in relation to or in connection with or pursuant to the agreement / Deed of Hypothecation to give effect to any transactions and
- doing all acts, deeds and things that may be required to be done by the Borrower to undertake and perfect (including filings relevant forms with any government authority under the Act) (as applicable) the obligations of the Borrower under the agreement / Deed of Hypothecation (as applicable), to the satisfaction of the Lender.

**“RESOLVED FURTHER THAT** Mr. Amit Gupta, Chief Financial Officer of the company be and hereby authorized to negotiate, re-negotiate, deal with, modify, alter, amend, finalize, sign, execute and undertake all other acts, deeds, things and matters and notices (including the notice of draw down) in respect of the , in the form of Credit Facilities which includes Term loan, Debentures, Commercial Paper, Working Capital Demand Loan (WDCL),Cash Credit, Bank Overdraft Facilities and any other debt instruments agreement / Deed of Hypothecation and such other acts/deeds may be considered necessary for the purpose of giving effect to this resolution.”

**“RESOLVED FURTHER THAT** Mr. Amit Gupta, Chief Financial Officer of the company be and are hereby authorized to take all necessary and appropriate steps relating to agreement / Deed of Hypothecation including:

- payment of stamp duty in relation to the agreement / Deed of Hypothecation.
- deposit the title deeds if any, in relation to the mortgage proposed to be created (if any).

- registering documents or charges with the relevant sub-registrar of assurances, where required, and also to sign and submit the necessary forms with the Registrar of Companies and other relevant governmental authorities.
- creation of, opening, establishing, operating, and closing the accounts which will be opened in accordance with agreement / Deed of Hypothecation and do all such acts, matters, deeds and things and to execute all documents, and file all forms in connection therewith do all such acts, matters, deeds and things and to execute all documents, file forms with, make applications to, and receive approvals from, any persons, authorized dealers, governmental / regulatory authorities, including but not limited to the Income Tax Department, the Reserve Bank of India, the Registrar of Companies, the sub registrar of assurances, and the relevant stock exchange.
- execute, furnish, authenticate, certify, collect, acknowledge or submit all deeds, documents, undertakings, declarations, letters, power of attorneys, applications, statements, outstanding dues, or acknowledgement of debt, in respect of the Facility and as may be required by Lender from time to time.
- amend, novate, supplement, extend, restate or make any other modification (before or after execution thereof) to the agreement / Deed of Hypothecation, to the satisfaction of the Lender, as may be required, from time to time, in relation to or in connection with or pursuant to the agreement / Deed of Hypothecation or to give effect to any transactions contemplated in the Term Loan agreement / Deed of Hypothecation.
- sign and/or dispatch all documents and notices to be signed and/or dispatched by the Borrower under or in connection agreement / Deed of Hypothecation; and
- to take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable for giving effect to the agreement / Deed of Hypothecation, the transactions contemplated therein, and the resolutions mentioned herein.”

**“RESOLVED FURTHER THAT** Mr. Amit Gupta, Chief Financial Officer of the company be and are hereby, further empowered to delegate any of the powers contained herein above to any of officers of the Company or such other persons as may be considered expedient/necessary for the purpose of carrying out said acts.”

**“RESOLVED FURTHER THAT** the members hereby takes note of, approves and ratifies all actions taken by any one of the Authorized Officers in connection with the Credit Facilities agreement / Deed of Hypothecation.”

**“RESOLVED FURTHER THAT** a certified true copy of this resolution be furnished to the Lender / its agents / its trustee, as may be required, under the signatures of any one of the Directors or Borrower Secretary of the Borrower.”

7. Take omnibus approval for related party transactions, if any

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the consent of Members be and hereby accorded to the Company to enter into the transactions with the related party(ies), if any, during the Financial Year 2022-23 and any amendments / addendum to existing Intercompany agreements.

**RESOLVED FURTHER THAT** any of the Director and/or Company Secretary and/or CFO and/or Compliance head of the Company, be and is hereby singly authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution.”

**On behalf of Board of Directors  
For PROTIUM FINANCE LIMITED**

Ri-790-y



Ms. Ranjeeta Dey  
Company Secretary

**Registered Office Address:**

Nirlon Knowledge Park (Nkp) B6,  
2nd Floor, Pahadi Village,  
Off. Western Express Highway,  
Goregaon (E) Mumbai 400063

**Date:** 05 September 2022

**Place:** Mumbai

## NOTES:

1. Members are requested to notify immediately any change in their addresses to the Company at the Company's registered office address and/or by email to [secretarial@protium.com](mailto:secretarial@protium.com)
2. The Registers under the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours except on holidays, if any, upto and including the date of the Annual General Meeting of the Company.
3. All documents referred to in the accompanying notice and notes shall be open for inspection at the Registered Office of the Company during business hours except on holidays, if any, upto and including the date of the Annual General Meeting of the Company.
4. Corporate member intending to send its authorized representative to attend the meeting is requested to send to the Company a certified true copy of the Board Resolution and/or Authority Letter as per the provisions of Section 113 of Companies Act, 2013 and rules made thereunder authorizing its representative to attend and vote on its behalf at the meeting, if not already sent.
5. The Meeting is being convened at a shorter notice, subject to obtaining the consent, in writing, of atleast 95% of the members of the Company entitled to vote at the meeting, pursuant to the provisions of Section 101 of the Companies Act, 2013 and rules made thereunder read with applicable Secretarial Standards and re-stated Articles of Association of the Company.
6. In terms of the requirements of the Secretarial Standards-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved and notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

**On behalf of Board of Directors  
For PROTIUM FINANCE LIMITED**

*Ranjeeta Dey*

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Ms. Ranjeeta Dey  
Company Secretary

**Registered Office Address:**

Nirlon Knowledge Park (Nkp) B6,  
2nd Floor, Pahadi Village,  
Off. Western Express Highway,  
Goregaon (E) Mumbai 400063



**Date:** 05 September 2022

**Place:** Mumbai

## **Explanatory Statement pursuant to section 102 of the Companies Act, 2013**

### **Item No.4:**

Mr. Parveen Kumar Gupta (DIN: 02895343), was appointed as an Additional Independent Director of the Company with effect from 23rd December 2021. He was appointed as an Additional Independent Director of the Company upto the date of upcoming AGM.

The approval of members is sought to regularize Mr. Parveen Kumar Gupta as a Director of the Company and the Board Recommend passing this resolution as “Ordinary Resolution”.

None of the Directors, Key Managerial Personal or their relatives are any way concerned or interested in the proposed resolution, except Mr. Parveen Kumar Gupta (DIN: 02895343) who is interested in this resolution.

### **Item No.5:**

Keeping in view the Companies existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

The consent of the members would be mandatorily required in this regard to approve Borrowing under Section 180(c) of the Companies Act, 2013.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members.

The additional information as per section 102(1) (a) and (b) is as follows:

a. The concern or interest, financial or otherwise in respect of item no. 1 under Special Business of:

- i. Every director and the manager, if any: None
  - ii. Every other key managerial personnel: None; and
  - iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: None
- b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon.  
Nil

**Item No.6:**

Pursuant to Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

The consent of the members would be mandatorily required in this regard to approve Creation of security on the properties of the Company, both present and future, in favor of lenders.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members.

The additional information as per section 102(1) (a) and (b) is as follows:

- a. The concern or interest, financial or otherwise in respect of item no. 2 under Special Business of:
- i. Every director and the manager, if any: None
  - ii. Every other key managerial personnel: None; and
  - iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: None
- b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon.  
Nil

**Item No.7:**

Pursuant to the Fourth proviso of Section 188 sub-section (i) of the Companies Act, 2013, which states “provided also that nothing in this sub-section shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm’s length basis.”

The transactions entered by the Company and the transactions proposed to be entered by the Company with the related parties are/shall be at arm's length basis and in the ordinary course of business, and hence the provisions related to the sub-section (i) of Section 188 of the Companies Act, 2013 will not be applicable to the Company, however to maintain good corporate practice the Board proposes omnibus approval for related party transactions in the members meeting.

The Board recommends passing this resolution as an "Ordinary Resolution".

The Directors is/might be interested in this resolution.

**On behalf of Board of Directors**  
**For PROTIUM FINANCE LIMITED**

Ri-2904

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Ms. Ranjeeta Dey  
Company Secretary  
**Registered Office Address:**  
Nirlon Knowledge Park (Nkp) B6,  
2nd Floor, Pahadi Village,  
Off. Western Express Highway,  
Goregaon (E) Mumbai 400063



**Date:** 05 September 2022

**Place:** Mumbai

**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:	.....
Name of the Company:	Protium Finance Limited
Registered Office:	.....

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

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

1. Name	
Address	
E-mail Id	
Signature :..... , or failing him	
2. Name	
Address	
E-mail Id	
Signature :..... , or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on held on \_\_\_\_\_, at \_\_\_\_\_ p.m. at Nirlon Knowledge Park (NKP) B6, 2nd Floor, Pahadi Village, off. Western Express Highway, Goregaon (E), Mumbai 400063, at shorter notice, and at any adjournment thereof in respect of such resolutions as are indicated below:

**SSPECIAL RESOLUTION**

1. As mentioned in resolution accompanying the Notice.

Signed this

Signature of Shareholder \_\_\_\_\_

Affix Re. 1/- Revenue
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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 before the commencement of the Meeting.*

<b>ATTENDANCE SLIP</b>
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Please fill attendance slip and hand it over at the entrance of the meeting hall  
Joint shareholders may obtain additional Slip at the venue of the meeting.

Name and address of the shareholder/Proxy: \_\_\_\_\_

Folio No.: \_\_\_\_\_

DP ID & Client ID\*: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company to be held on held on \_\_\_\_\_, at \_\_\_\_\_ p.m. at Nirlon Knowledge Park (NKP) B6, 2<sup>nd</sup> Floor, Pahadi Village, off. Western Express Highway, Goregaon (E), Mumbai 400063, at shorter notice,

Signature of the Shareholder or Proxy\*\*

## Route Map of the Venue of the Extra-ordinary General Meeting

**[Location: Nirlon Knowledge Park, B6,2<sup>nd</sup> Floor ]**

