

NOTICE

NOTICE be and is hereby given that an Extra Ordinary General Meeting ('EGM') of the Members of **Protium Finance Limited** (Erstwhile Growth Source Financial Technologies Private Limited) [**PFL/EGM NO. 3/2022-23**] will be held on Tuesday, December 13, 2022 at 09:00 AM at Nirlon Knowledge Park (NKP) B6, 2nd Floor, Pahadi Village, off. Western Express Highway, Goregaon (E), Mumbai 400063, India, at shorter notice, to transact the following businesses:

SPECIAL BUSINESS

Item No.1:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

TO CONSIDER AND APPROVE ISSUE AND ALLOTMENT OF NON-CONVERTIBLE DEBENTURES (NCD) ON PRIVATE PLACEMENT BASIS UPTO RS. 1,000 CRORES.

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 71,179 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment, modification or variation thereof for the time being in force, and subject to all other applicable regulations, rules, notifications, circulars and guidelines prescribed by the Ministry of Corporate Affairs ('MCA') Securities and Exchange Board of India ('SEBI'), as amended, including the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Foreign Exchange Management Act, 1999, Foreign Exchange Management (Debt Instruments) Rules, 2019, etc. and other foreign exchange regulation provisions in India as may be applicable, subject to other applicable regulations, rules, notifications, circulars and guidelines prescribed by the Reserve Bank of India ('RBI'), the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, SEBI, RBI, the Stock Exchanges or any regulatory or statutory authority as may be required (the 'Appropriate Authority') and subject to such conditions and/or modifications as may be prescribed or imposed by the Appropriate Authority while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), and subject to the total borrowings of the Company not exceeding the borrowing powers approved by the Shareholders from time to time under Section 180(1)(c) of the Act, consent of the members of the Company be and is hereby accorded to create, offer, invite for subscription, issue and allot, from time to time, whether secured or unsecured, with or without Green Shoe Option, cumulative or non-cumulative, listed or unlisted, rated, taxable, redeemable Non-Convertible Debentures (NCDs) including but not limited to bonds and/or other debt securities, denominated in Indian rupees or any foreign currency, aggregating to an amount not exceeding Rs. 1,000 Crore (Rupees One Thousand Crore only) in one or more tranches and/or series, in one or more currencies, at par or at premium or at a discount, either at issue or at redemption, on a private placement basis, during the period of one year from the date of approval of members or such other period as may be permitted under the Act and other applicable laws, as the Board in its absolute discretion deems fit and on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT Mr. Peeyush Misra Director , Mr. Amit Kumar Gupta Chief Financial Officer of the of the Company be and is hereby authorised on behalf of the Company to determine the terms of issue including the class of Investors to whom the NCDs are to be issued, time, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing (in India or overseas) and to do all such acts, deeds, matters and things and deal with all such matters and take all such steps as may be necessary including appointing consultant, advisors and other agencies, as required, and to sign and execute any deeds/documents/ undertakings/agreements/papers /writings, as may be required in this regard and to resolve and settle all

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questions and difficulties that may arise at any stage from time to time and do all acts and deeds and things necessary and incidental in order to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Peeyush Misra Director, Mr. Amit Kumar Gupta Chief Financial Officer are hereby severally authorized to do such acts, deeds and things as the respective Authorised Signatory in his/her absolute discretion deems necessary or desirable in connection with the Issue, offer and allotment of the Debentures, including, without limitation the following:

- I. to decide, negotiate and finalize the terms of the Issue including number of units and the face value of the Debentures, premium, coupon, redemption terms, price, tenor, issue opening date, issue closing date deciding, and all other terms in relation to the Debentures and related matters as more particularly set out in the Debenture Documents.
- II. alter or modify the terms of the Issue, approve, finalise and issue the PPOAL in terms of the Companies (Prospectus and Allotment of Securities Rules) 2014 as amended or modified from time to time and the Information Memorandum, and providing the same on the appropriate platform of the BSE and arrangement for the submission of the and any amendments supplements thereto, with any applicable statutory and/or regulatory authorities, institutions or bodies, as may be required;
- III. to sign, execute and issue consolidated receipt/s for the Debentures, listing application, various agreements (including but limited to depository agreement, debenture trustee agreement, agreement with the BSE), undertaking, deeds, declarations and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may, in the opinion of such authorized persons, be required in connection with or incidental to the aforesaid offering of Debentures, including post Issue formalities;
- IV. giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time, and all other related matters.
- V. seeking, if required, any approval, consent or waiver from any/all financial creditors, concerned government and regulatory authorities, and/or any other approvals, consent or waivers that may be required in connection with the Issue, offer and allotment of the Debentures.
- VI. obtain in-principal approval and final listing/trading approvals from the BSE and obtain ISIN from the depositories and allot Debentures to all the Identified Investors.
- VII. creating a debenture redemption reserve in accordance with the provisions of the Companies Act, 2013 and the rules thereunder.
- VIII. entering arrangements with any depository in connection with the Issue of Debentures in demat form.
- IX. appointing the debenture trustee and such other intermediaries, as may be necessary in relation to the Debentures in accordance with the terms of the Debenture Documents.
- X. do all such acts, matters, deeds and things in relation to the Issue including without limitation appointment of legal counsel, the registrar and transfer agent, the arranger, the rating agency and other advisors and/or intermediaries as may be required and making payment of their fees;
- XI. finalization of the allotment of the Debentures.
- XII. acceptance and appropriation of the proceeds of the issue of the Debentures.
- XIII. authorization of the maintenance of a register of holders of the Debentures.
- XIV. negotiate, finalise, execute, ratify and deliver the term sheet, the Debenture Documents (to which the Company is a party) and such other documents, as may be necessary including but not limited to all other documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required for the filing, registration, negotiation on dealing in any manner with the regulatory authorities in connection with the Debentures (including but not limited to Registrar of Companies, Ministry of Corporate Affairs, National Securities Depository Limited/Central Depository Services (India) Limited, the SEBI, the BSE or any other stock exchange in India and such other authorities as may be required);
- XV. to execute all documents, file forms and take all necessary and appropriate steps relating to the creation, perfection

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and registration of any security created by the Company under any of the Debenture Documents (to which it is a party) including the registration of charges with the relevant registrar of companies, any depository or any other authorities under applicable laws and complete all listing and registration formalities with the relevant sub-registrar of assurances and other relevant governmental authorities as may be necessary;

- XVI. entering into and dispatching such other documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, affidavits, certificates, indentures, indemnities (including without limitation in respect of stamp duty), undertakings, instruments and forms as may be required, in relation to or in connection with the Issue, the creation of security or pursuant to any other purpose mentioned in these resolutions or to give effect to any transactions contemplated in such Debenture Documents for the benefit of the holders of the Debentures; 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 Debenture Documents, the transactions contemplated therein, and the resolutions mentioned herein.

RESOLVED FURTHER THAT Mr. Peeyush Misra Director, Mr. Amit Gupta Chief Financial Officer (the "Authorised Signatories") are hereby severally authorized delegate all or any of the powers herein conferred by above Resolution to any Director or to any Committee of Directors or any other executive(s)/officer(s) of the Company deem appropriate to do all such acts, deeds, matters and things as may be necessary to give effect to the aforesaid.

For and on behalf of the Board,
For **PROTIUM FINANCE LIMITED**
(Erstwhile Growth Source Financial Technologies Limited)
(Erstwhile Growth Source Financial Technologies Private Limited)

Ranjeeta DeY



RANJEETA DEY
Company Secretary
Membership No.: A50129

Address: Nirlon Knowledge Park (NKP), B6, 2nd Floor, Pahadi Village,
Off Western Express Highway, Cama Industrial Estate,
Goregaon (East), Mumbai 400 063, Maharashtra.

Date: 12.12. 2022
Place: Mumbai

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, DULY SIGNED AND COMPLETED, TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE COMMENCEMENT OF THE MEETING.**

"Pursuant to the provisions of Section 105 of the Act, a person can act as a proxy on behalf of members not exceeding fifty 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 person or shareholder. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution / authorisation, as applicable."

2. The Extra-ordinary General Meeting ('**EGM**' or '**Meeting**') is being called at shorter notice and the requisite consent required under the Companies Act, 2013 ('the **Act**') has been obtained from shareholders of the Company.
3. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed herewith.
4. The relevant records and documents connected with the businesses, including Memorandum and Articles of Association and other documents as referred to in the Notice will be available for inspection by the Members.
5. The Statutory Registers and other documents required to be kept open for inspection under the Act read with rules made there under at EGM of the Company, will be available for inspection by the members at the EGM.
6. Landmark for location of meeting is near Nirlon Knowledge Park. The Route map is enclosed with the notice.
7. Attendance Slip and Proxy Form are annexed hereto the Notice.

For and on behalf of the Board,
For **PROTIUM FINANCE LIMITED**
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(Erstwhile Growth Source Financial Technologies Private Limited)

Ranjeeta Deo
RANJEETA DEY
Company Secretary
Membership No.: **A50129**



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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1:

The members may note that in order to meet its fund / liquidity requirements, the Company proposes to issue non-convertible debentures (NCD) on private placement basis up to Rs. 1,000 crores, in one or more tranches. As per Companies Act, 2013 ('the Act') for any private placement of securities, the shareholders' approval is required.

Further, as per proviso to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ('Rules') in case of offer or invitation for non-convertible debentures ('NCDs'), where the proposed amount to be raised through such offer or invitation exceeds the limit under Section 180(1)(c) of the Act, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year.

The Company already has shareholders' approval for raising debt up to Rs. 2500 Crores. For operational convenience it is proposed to take shareholders' approval for issuance of NCD's upto Rs. 1000 Cr. within the aforesaid shareholders' approval for debt, which will be valid for a period of one year from the date of this EGM.

Accordingly, the Board in its meeting held on December 12, 2022, approved the proposal to raise fund by issue of NCDs upto Rs. 1000 Crore. In terms of Section 42 of the Act read with Rule 14 of the Rules, the issue of debentures is required to be approved by the members of the Company by special resolution. Further, Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 permits the Company to pass a special resolution once in a year for offer or invitation of non-convertible debentures to be made during the year on a private placement basis in one or more tranches.

Statement of disclosure as required under Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as under:

Sr. No.	Particular	Details
1.	Particulars of the offer including the date of passing of the Board Resolution	Secured or Unsecured Redeemable NCDs whether cumulative and/or non-cumulative for an amount not exceeding in aggregate INR 1,000 Crore in one or more tranches, on a private placement basis at such interest rates and on such terms and conditions as may be determined by the Board of Directors of the Company. Date of passing board resolution: December 12, 2022.
2.	Kinds of securities offered and the price at which security is being offered	Secured or Unsecured Redeemable NCDs whether cumulative and/or non-cumulative at premium, discount or at par as may be determined by the Board of Directors of the Company
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not Applicable for NCDs.
4.	Name and address of the valuer who performed the valuation	Not Applicable for NCDs.
5.	Amount which the company intends to raise by way of such securities	INR 1,000 Crore, in one or more tranches
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	(a) Material terms of raising such securities: Since the issuance would be in one or more tranches, the material terms will be determined by Board of Directors of the Company based on the provisions of Companies Act, 2013, the rules made thereunder and other applicable laws. (b) Proposed time schedule: Within a period of one year from the date of this EGM

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Sr. No.	Particular	Details
		<p>(c) Purposes or objects of offer: The proceeds of the issues would be used for (a) deployment in business and growth of the business and for General Corporate purpose for ordinary course of business and for such other purposes related to the business of the Company as the Board may decide.</p> <p>(d) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: NIL</p> <p>(e) Principle terms of assets charged as securities: The principal amount of the Secured NCDs issued along with all interest due will be secured by way of charge on assets of the Company in favour of the Debenture Trustee, in such manner as may be mutually decided by the Company and Debenture Trustee from time to time.</p>

Your directors recommend the resolution proposed for the approval of shareholders by way of ordinary resolution.

None of the Directors/KMP or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship/shareholding.

For and on behalf of the Board,

For **PROTIUM FINANCE LIMITED**

(Erstwhile Growth Source Financial Technologies Limited)

(Erstwhile Growth Source Financial Technologies Private Limited)

Ranjeeta Dey



RANJEETA DEY

Company Secretary

Membership No.: A50129

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Date: 12.12. 2022

Place: Mumbai

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CIN: U65999MH2019PLC323293 Telephone No.: 882 882 0004 Website: www.protium.co.in E-mail ID: customerservice@protium.co.in

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 _____, December ____, 2022 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

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.

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ATTENDANCE SLIP

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 _____,
December ____, 2022 at _____ p.m. at Nirlon Knowledge Park (NKP) B6, 2nd Floor, Pahadi Village, off. Western Express
Highway, Goregaon (E), Mumbai 400063, at shorter notice,

Signature of the Shareholder or Proxy**

Protium Finance Limited

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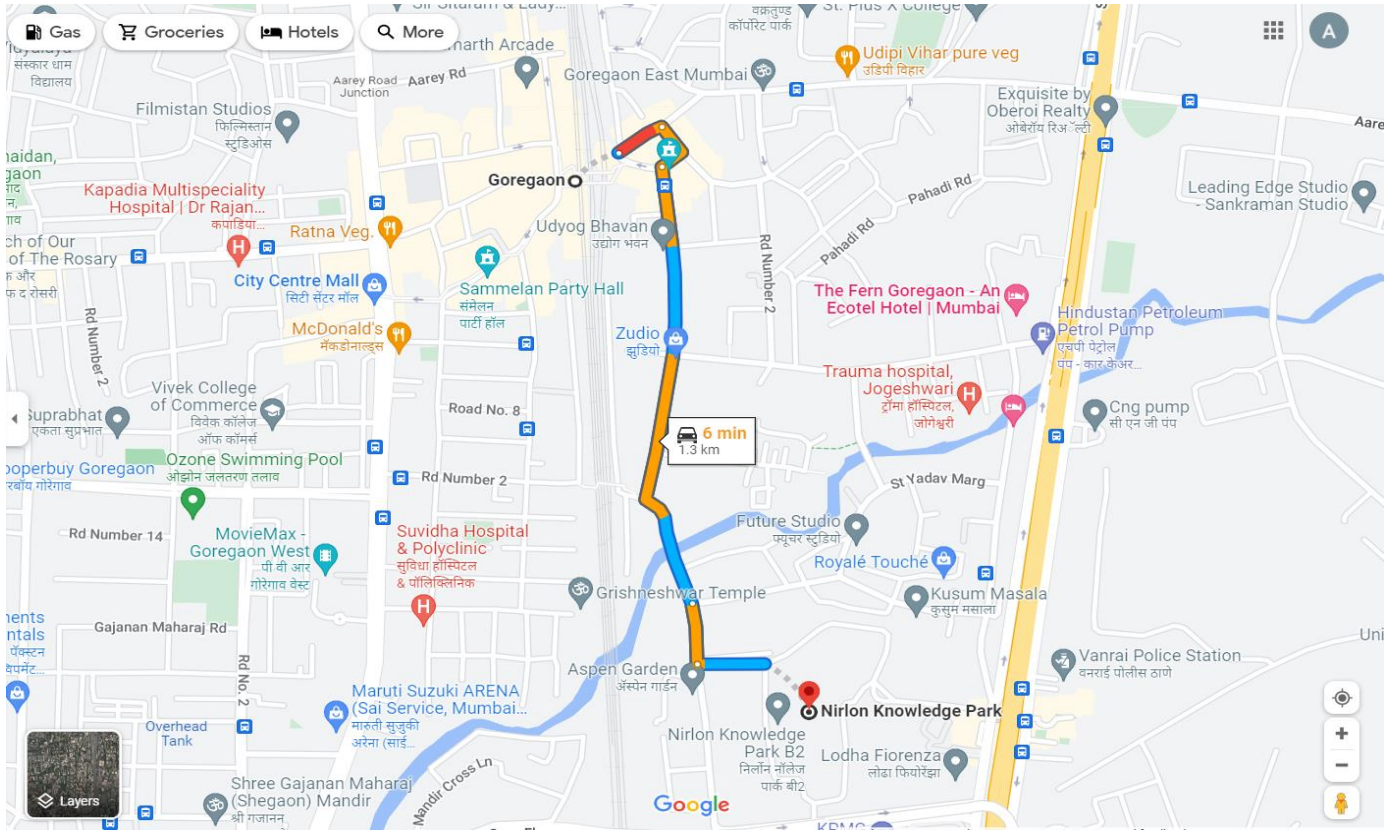
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Route Map of the Venue of the Extra-ordinary General Meeting

[Location: Nirlon Knowledge Park, B6, 2nd Floor]



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