

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. 4/2022-23**] will be held on Tuesday, January 24, 2023 at 05.00 P.M 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:

Item No.1:

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

"RESOLVED THAT pursuant to the provisions of Sections 61 sub-section (1) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 155,00,93,000/- (Rupees One hundred Fifty-Five Crores Ninety -Three Thousand Only) divided into 9,40,09,300 (Nine Crore forty lakh Nine thousand and Three hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each 6,10,00,000 (six crores and ten lakh) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees ten only) each to Rs. 156,00,93,000 (Rupees One hundred and Fifty - Six Crores and Ninety-Three thousand Only) divided into 9,50,09,300 (Nine Crores Fifty Lakhs Nine Thousand Three hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each 6,10,00,000 (six crores and ten lakh) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees ten only) each by addition of 10,00,000 (Ten Lacs) equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to increase, issue, allot the Equity and Preference Share Capital of the Company.

RESOLVED FURTHER THAT pursuant to section 13 and all other applicable provisions of the Companies Act, 2013 and rules made there under, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby substituted with the following:

5th The Authorized Share Capital of the company is Rs. 156,00,93,000 (Rupees One hundred and Fifty - Six Crores and Ninety-Three thousand Only) divided into 9,50,09,300 (Nine Crores Fifty Lakhs Nine Thousand Three hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each 6,10,00,000 (six crores and ten lakh) Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees ten only) each.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, Chief Financial Officer and / or Company Secretary be and is hereby severally authorised to: (i) sign and file all the requisite e-forms and other necessary documents as may be required with the statutory authorities including the Registrar of Companies; (ii) do such acts and deeds that may be required to give effect to the aforementioned resolutions; and (iii) authorize such person or persons to give effect to the above resolution and to submit all documents to the concerned authorities with regard to the same."

ITEM NO:2

Approval of the Protium Finance Employee Stock Option Plan I for eligible employees of Protium Finance Limited

RESOLVED THAT, pursuant to Section 62 of the Companies Act, 2013 ("**Companies Act**"), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the applicable provisions of the Companies Act for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable, the memorandum of association and articles

Protium Finance Limited

(Erstwhile Growth Source Financial Technologies Limited)

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of association of Protium Finance Limited (“**Company**”), such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (“**Board**”), the approval of members of the Company be and is hereby accorded for the adoption of the Protium Finance Employee Stock Option Plan I (“**ESOP Plan I**”) and to create, offer, issue and allot share-based options to eligible employees under the ESOP Plan I, the salient features of which are furnished in the Explanatory Statement to the Notice issued to the members of the Company, and to grant such options to eligible employees on such terms and conditions as provided in the ESOP Plan I and as may be fixed or determined by the Board (or any person authorised by the Board in accordance with the ESOP Plan I), in compliance with the provisions of the Companies Act and the rules thereunder and other applicable laws.

RESOLVED FURTHER THAT, the maximum number of options to be granted to eligible employees on such terms and conditions as provided in the ESOP Plan I and as may be fixed or determined by the Board (or any person authorised by the Board in accordance with the ESOP Plan I) shall not exceed 47,00,462 (forty seven lakhs four hundred and sixty two) employee stock options, corresponding to 47,00,462 (forty seven lakhs four hundred and sixty two) equity shares of the Company (subject to adjustments).

RESOLVED FURTHER THAT, the new equity shares to be issued and allotted by the Company pursuant to the ESOP Plan I in the manner aforesaid shall rank *pari passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT, the Board (or any person authorised by the Board in accordance with the ESOP Plan I) is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Plan I, in accordance with the terms of the ESOP Plan I and subject to applicable laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT, for the purpose of bringing into effect and implementing the ESOP Plan I and generally for giving effect to these resolutions, the Board (or any person authorised by the Board in accordance with the ESOP Plan I) be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT, any director of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

ITEM NO:3

Approval of Protium Finance Employee Stock Option Plan I for eligible employees of subsidiary(ies) and holding company of the Company

“**RESOLVED THAT**, pursuant to Section 62 of the Companies Act, 2013 (“**Companies Act**”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the applicable provisions of the Companies Act for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable, the memorandum of association and articles of association of Protium Finance Limited (“**Company**”), such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (“**Board**”), the approval of members of the Company be and is hereby accorded for the adoption of the Protium Finance Employee Stock Option Plan I (“**ESOP Plan I**”) and to create, offer, issue and allot to eligible employees of the Company’s subsidiary(ies) and the holding company of the Company, such number of options not exceeding 47,00,462 (forty seven lakhs four hundred and sixty two) employee stock options, corresponding to 47,00,462 (forty seven lakhs four hundred and sixty two) equity shares of the Company (subject to adjustments), under the ESOP Plan I, the salient features of which are furnished in the

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Explanatory Statement to the Notice issued to the members of the Company, on such terms and conditions as provided in the ESOP Plan I and as may be fixed or determined by the Board (or any person authorised by the Board in accordance with the ESOP Plan I), in compliance with the provisions of the Companies Act and the rules thereunder and other applicable laws.

RESOLVED FURTHER THAT, the Board (or any person authorised by the Board in accordance with the ESOP Plan I) is hereby authorized to grant options to eligible employees of subsidiary(ies) and the holding company of the Company.

RESOLVED FURTHER for the purpose of bringing into effect and implementing the ESOP Plan I and generally for giving effect to these resolutions, the Board (or any person authorised by the Board in accordance with the ESOP Plan I) be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

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



Name: Peeyush Misra
Designation: Whole Time Director
DIN: 08422699



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

Date: January 24, 2023
Place: Mumbai

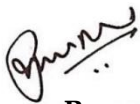
NOTES:

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**
(Erstwhile Growth Source Financial Technologies Limited)
(Erstwhile Growth Source Financial Technologies Private Limited)



Name: Peeyush Misra
Designation: Whole Time Director
DIN: 08422699



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

Item No. 2&3:

Based on the recommendations and approval of the Board of Directors (“**Board**”), subject to approval of the members, the Protium Finance Employee Stock Option Plan I (“**ESOP Plan I**”) has been adopted for eligible employees of Protium Finance Limited (“**Company**”), its subsidiary(ies), and its holding company, as applicable.

The purpose of the ESOP Plan I is to attract, retain and motivate the Company and its subsidiary companies’ or holding company’s employees whose present and potential contributions are important to the success of the Company, the subsidiary(ies) and the holding company of the Company, by offering them an opportunity to participate in the Company’s future and also acquire a proprietary interest in the Company by award of options. The ESOP Plan I shall be administered by the Board.

The Resolutions contained at Item no. 2 and 3 seek to obtain the members’ approval to authorize the Board (or any person authorised by the Board in accordance with the ESOP Plan I) to create, issue, offer and allot shares, from time to time, to the employees of the Company or its subsidiaries or holding company under the ESOP Plan I and undertake such action as may be necessary for the administration of the options.

A brief description of ESOP Plan I is provided below:

No.	Particulars	Details
(a)	Total number of stock options to be granted	The maximum available options under this ESOP Plan I shall be 47,00,462 (forty seven lakhs four hundred and sixty two) options. The aggregate number of options which will be granted under the ESOP Plan I shall correspond to 47,00,462 (forty seven lakhs four hundred and sixty two) shares, in one or more tranches, on such other terms and conditions as the administrator, may decide from time to time, subject to any adjustment as may be required due to any corporate action or change in control of the Company.
(b)	Identification of classes of employees entitled to participate in ESOP Plan I	The following classes of employees are entitled to participate in the ESOP Plan I: (a) a permanent employee of the Company who has been working in India or outside India;

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No.	Particulars	Details
		<p>(b) a director of the Company, whether a whole time director or not but excluding an independent director; or</p> <p>(c) an employee as defined in Clause (a) or (b) above of a subsidiary company of the Company, in India or outside India, or of a holding company of the Company.</p> <p>but does not include:</p> <p>(a) an employee who is a promoter or a person belonging to the promoter group; or</p> <p>(b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company.</p>
(c)	The appraisal process for determining the eligibility of employees for ESOP Plan I	The appraisal process for determining the eligibility of the employees will be specified by the Administrator (i.e. the Board or any person authorised by the Board in accordance with the ESOP Plan I) and will be based on (i) the periodic appraisal of employee(s) and / or any team or group of the employer company of which such employee(s) is/are part of; (ii) subject to such employee(s) qualifying under the selection criteria, (which shall be decided from time to time by the Administrator or assessing the contribution of employee(s) towards the employer company), and (iii) to select new hires, as an incentive to join and to act as a retention tool, if any, to determine whether employee(s) is/are eligible employee(s) and satisfy(ies) the eligibility criteria for the grant of options under the ESOP Plan I.
(d)	Requirements of vesting and period of vesting	<p>The options granted under the ESOP Plan I would vest not less than 1 (one) year and not more than 5 (five) years from the date of grant of an option.</p> <p>The specific vesting schedule and vesting conditions, if any, subject to which vesting would take place shall be specified in the grant letter issued to the option</p>

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No.	Particulars	Details
		<p>holder at the time of grant which may inter alia, include performance and time-based conditions.</p> <p>The options (base or special) will vest upon the satisfaction of the vesting conditions as determined by the Administrator in addition to the Minimum Performance Condition(s) (i.e. the rating of at least satisfactory or any other equivalent rating as determined by the Administrator during the annual performance review) as determined by the Administrator in accordance with this ESOP Plan I.</p> <p>The Administrator, in its absolute discretion, for any option holder or class of option holder(s), permit options to be vested and exercised within an accelerated time and as per modified terms and conditions in accordance with the ESOP Plan I. However, the options cannot vest less than 1 (one) year from the date of grant of an option.</p>
(e)	The maximum period within which the options shall be vested	All the options granted under the ESOP Plan I shall vest on such dates and such proportions as maybe determined by the Administrator. However, such options would not vest later than 5 (five) years from the date of grant of option.
(f)	The exercise price or the formula for arriving at the same	The exercise price will be the fair market value (i.e. the value of an equity share of the Company as may be determined by an independent registered valuer / chartered accountant as per accepted pricing methodology and applicable laws) on the date of grant payable by the option holder for exercising each of the vested options, unless the Administrator specifically decides to provide for a lower price (but not lower than the face value of the shares) and included in the grant letter, provided that the price is in conformity with applicable accounting standards.
(g)	The exercise period and process of exercise	(a) Exercise Period: Exercise Period under the ESOP Plan I means <i>“the time period commencing from the date of vesting within which the employee should exercise the vested option. This shall be provided for in the grant letter.”</i> Accordingly, vested options can be exercised within the

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No.	Particulars	Details
		<p>exercise period as determined by the Administrator and set out in the grant letter.</p> <p>(b) Vested options are to be exercised as follows:</p> <ul style="list-style-type: none"> (i) During employment – within the Exercise Period set out in the grant letter. (ii) In the event of death of an option holder while in employment with the Employer Company - within 6 (six) months from the date of death of the option holder. (iii) In the event of separation of an option holder from the Employer Company due to reasons of Permanent Disability while in employment of the Company - within 6 (six) months from the date of separation from employment of the option holder from the Employer Company due to such Permanent Disability. (iv) In the event of the option holder’s separation from the Employer Company for reasons of normal retirement, superannuation or a retirement specifically approved by the Employer Company, or resignation by the option holder, or termination by Employer Company for any reason other than ‘Cause’- on the last working date. (v) In case of termination of the option holder’s employment with the Employer Company due to Cause or breach of post employment obligations – all options (unvested and vested) will lapse. <p>(c) Exercise Process: The method of payment of the exercise price shall be determined by the administrator and may include (i) option holder making the payment to the Company through normal banking channels, such as NEFT/RTGS or issuance of demand draft; (ii) the option holder’s approval or consent to the Company to</p>

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No.	Particulars	Details
		<p>deduct such amount from her/his salary or other entitlements, due and payable; (iii) consideration received by the Company under a cashless exercise program implemented by the Company in connection with this ESOP Plan I; or (iv) any combination of the foregoing methods of payment, provided that any such mechanism at the relevant point is allowed under applicable laws.</p> <p>(d) The options shall be deemed to have been exercised for shares only when the Company receives:</p> <p>(i) a written notice of exercise from the option holder, in such form as may be prescribed; and</p> <p>(ii) full payment of exercise price and amount payable as tax under the relevant tax laws, in force at the relevant time, including payment of the stamp duty applicable on registration and issues of shares.</p>
(h)	The lock-in period, if any	The shares issued under the ESOP Plan I will be subject to transfer restrictions and lock-in restrictions as provided in the articles of association of the Company, shareholders' agreement executed by the option holders, the grant letter or as maybe prescribed under applicable laws.
(i)	The maximum number of options to be granted per employee and in aggregate	<p>Maximum number of options to be granted per employee shall be as determined by the Board (or any person authorised by the Board in accordance with the ESOP Plan I) subject to overall limits as approved by the shareholders –</p> <p>Maximum number of options to be granted in aggregate - 47,00,462 (forty seven lakhs four hundred and sixty two)</p>
(j)	The method which the company shall use to value its options	The Company shall follow the fair value method for computing the compensation cost for options.

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No.	Particulars	Details
(k)	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	<p>Vested options will lapse in the following conditions:</p> <p>(a) The vested options which are not exercised by the options holders within the exercise period set out in the grant letter.</p> <p>(b) The vested options which are not exercised by the option holders/option holders' nominee within 6 (six) months from the date of (i) death of option holder; and (ii) separation due to permanent disability.</p> <p>(c) The vested options which are not exercised by the option holders on the last working date in case of (i) normal retirement, superannuation or a retirement specifically approved by the Employer Company; (ii) resignation; or (iii) termination of employment by the Employer Company for any reason other than 'Cause'.</p> <p>(d) All options (unvested and vested) as on the date on which (i) the Company terminates the employment of option holder for 'Cause' (as defined in the ESOP Plan I), or (ii) in case option holder violates any post-employment obligations shall lapse.</p>
(l)	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	Please refer to details as provided in items (g) and (k) above.
(m)	A statement to the effect that the Company shall conform to the applicable accounting standards	The Company shall conform to the accounting policies regarding options prescribed and applicable to it, from time to time.

Accordingly, the resolutions set out as Item nos. 2 and 3 are being placed for the approval of members.

Pursuant to Section 102 of the Companies Act, 2013, the Board of the Company does hereby confirm that none of its directors or key managerial personnel (as defined under the Companies Act, 2013) and their

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immediate relatives is concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to them pursuant to the ESOP Plan I, in accordance with applicable law.

The Board thereby recommends the passing of the proposed resolutions stated in Item no. 2 and 3 of the notice of meeting for approval of the members as a special 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)



Name: Peeyush Misra

Designation: Whole Time Director

DIN: 08422699



Address: Nirlon Knowledge Park (NKP), B6, 2nd Floor, Pahadi Village,
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Goregaon (East), Mumbai 400 063, Maharashtra.

Date: January 24, 2023

Place: Mumbai

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Form No. MGT-11

Proxy form

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

CIN:
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:

SPECIAL 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 _____,
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

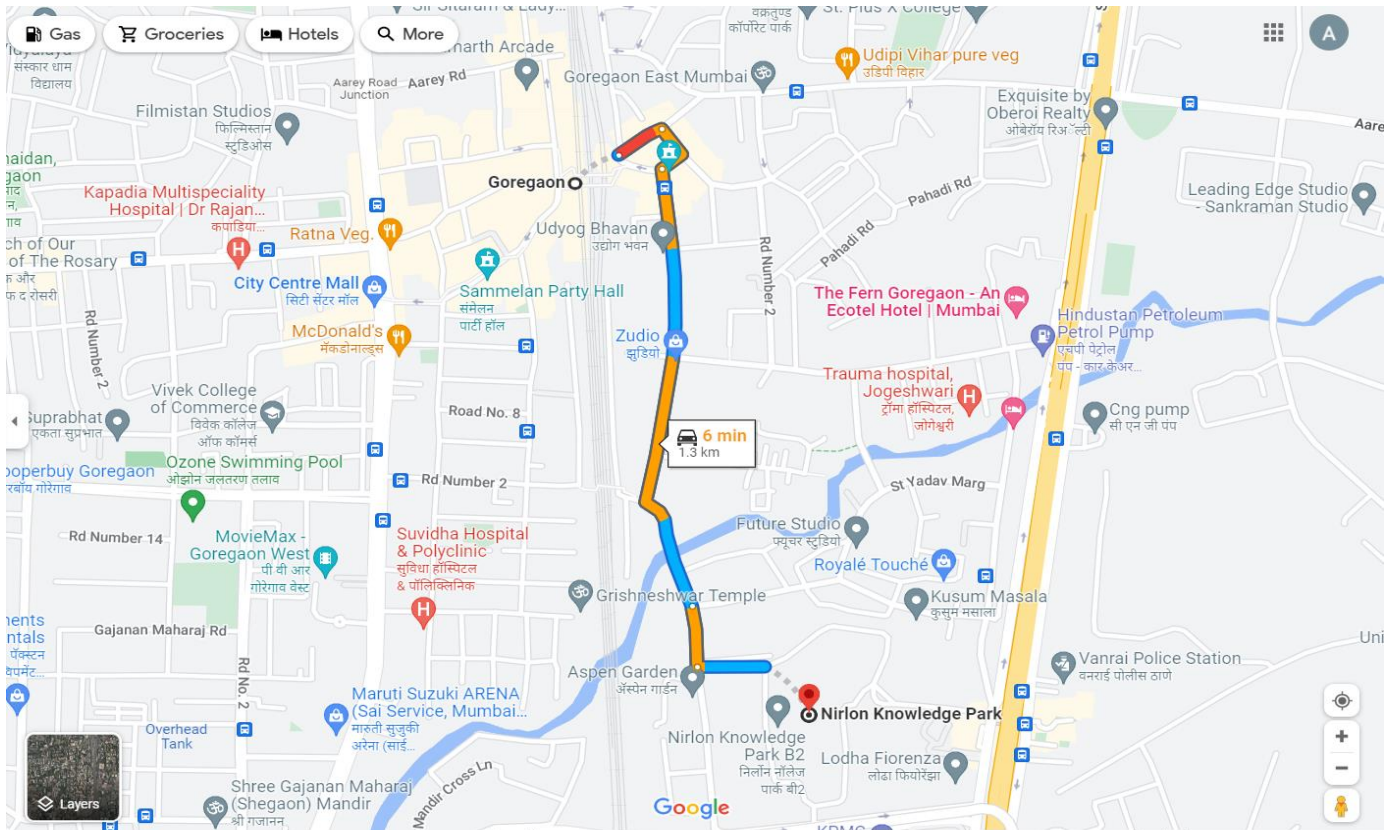
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Route Map of the Venue of the Extra-ordinary General Meeting

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



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