

## NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting ('EGM') of the Members of Protium Finance Limited ('the Company' or 'PFL') [PFL/EGM NO. 2/2023-24] will be held at shorter notice on Friday, September 1, 2023 at 4.00 P.M. (IST) at the Registered Office of the Company at 7th Floor, Block B-2, Phase -1, Nirlon Knowledge Park (NKP), Pahadi Village, Off. Western Express Highway, Cama Industrial Estate, Goregaon (East), Mumbai - 400063 to transact the following business:

### Special Business:

#### Item No. 1

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

“**RESEOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof for the time being in force) and any amendments made thereto and pursuant to Reserve Bank of India (RBI) Master Direction on Non-Banking Financial Company – Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 as amended from time to time, Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to appoint of Ms. Anuradha Rao (DIN: 07597195) as Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years commencing from August 29, 2023 to August 28, 2028.

**RESOLVED FURTHER THAT** any of the Directors, Chief Financial Officer, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters, things and execute, deliver and/or file all such documents, as may be necessary or desirable in connection with and to give effect to the above resolution, including but not limited to filing of requisite forms and returns with the statutory authorities as may be necessary and to take all necessary actions in this regard.”

**For and on behalf of the Board,  
Protium Finance Limited**

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

Anshu Mohta



**Name:** Anshu Mohta

**Designation:** Company Secretary

**Membership No.:** A18287

**Address:** 7th Floor, Block B-2, Phase -1, Nirlon Knowledge Park (NKP), Pahadi Village, Off Western Express Highway, Cama Industrial Estate, Goregaon (East), Mumbai 400 063.

Date: August 29, 2023

---

### **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.

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. During the period beginning 24 hours before the time fixed for the commencement of Extra-ordinary General Meeting ('EGM' / 'Meeting') and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
3. Members / Proxies / Authorised Representative are requested to fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed herewith. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending meeting.
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 together with their specimen signature to attend and vote on its behalf at the Meeting.
5. The relevant records and documents connected with the business, including Articles of Association and other documents as referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company during working hours except holidays.
6. 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.

---

### **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](http://www.protium.co.in) E-mail ID: [customerservice@protium.co.in](mailto:customerservice@protium.co.in)

7. Members / Proxies / Authorised Representatives are requested to bring the Attendance slips duly filled for attending the EGM and hand it over at the entrance of the venue.
8. Landmark for location of meeting is near Nirlon Knowledge Park. The Route map is enclosed with the notice.
9. Members are requested to notify any change in their address to the Company immediately.
10. Attendance Slip and Proxy Form are annexed hereto the Notice.
11. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business as set out above is annexed hereto.

**For and on behalf of the Board,  
Protium Finance Limited**

*(Erstwhile Growth Source Financial Technologies Limited)*

*(Erstwhile Growth Source Financial Technologies Private Limited)*

Anshu Mohta



**Name:** Anshu Mohta

**Designation:** Company Secretary

**Membership No.:**

**Address:** 7th Floor, Block B-2, Phase -1, Nirlon Knowledge Park (NKP),  
Pahadi Village, Off Western Express Highway, Cama Industrial Estate,  
Goregaon (East), Mumbai 400 063.

Date: August 29, 2023

Place: Mumbai

---

**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](http://www.protium.co.in) E-mail ID: [customerservice@protium.co.in](mailto:customerservice@protium.co.in)

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

### **Item Nos. 1:**

The Members of the Company are informed that pursuant to Section 149(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company is required to appoint at least one woman director on the Board before September 30, 2023.

Accordingly, based upon the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at their Meeting held on August 29, 2023, subject to approval of the Shareholders, appointed Ms. Anuradha Rao (DIN: 07597195) as an Additional Director (Non-executive and Independent) of the Company with immediate effect, not liable to retire by rotation, for a term of 5 consecutive years commencing from August 29, 2023 to August 28, 2028. In accordance with the provisions of Section 161 of Companies Act, 2013 ('the Act'), Ms. Anuradha Rao (DIN: 07597195) holds office up to the date of next General Meeting. Being eligible, Ms. Rao has offered herself and consented to for appointment as an Independent Director on the Board of Directors of the Company.

The Members of the Company are further informed that the NRC has evaluated the 'Fit & Proper Criteria' prescribed by the RBI in accordance with the RBI Master Circular- "Non-Banking Financial Company – Corporate Governance (Reserve Bank) Directions, 2015 and has recommended the said appointment.

The Company has also received a notice in writing pursuant to section 160 of the Companies Act, 2013, from a member signifying his intention to propose the candidature of her as an Independent Director. Further, this notice may be treated as information to the members about her candidature to the office of Directorship of the Company under section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Members are further informed that the Company has received all statutory disclosures/ declarations from Ms. Rao, including,

- (i) Pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), consent in writing to act as Director in Form DIR-2;
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act; and
- (iii) A declaration to the effect that she meets the criteria of independence prescribed under sub-section (6) of Section 149 of the Act and other disclosures as per SEBI (Prevention of Insider Trading) Regulations, 2015 and RBI.

A copy of draft letter of appointment, setting out terms and conditions of appointment of Ms. Rao, as an Independent Director of the Company, shall be available for inspection by the members at the Registered Office of the Company during business hours on any working days up to the date of the Extra Ordinary General Meeting and would also be available at the registered office of the company.

The detailed profile of Ms. Anuradha Rao is provided hereunder for reference.

---

### **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.

## **Brief Profile of Ms. Anuradha Rao**

Ms. Anuradha Rao aged 64 years has 36 + years of experience in banking and finance and has worked at the State Bank of India in leadership positions in India and overseas with experience in multiple roles where she contributed significantly towards the bank's progress and growth. She also served as the managing director and chief executive officer of SBI Funds Management Private Limited. Her core expertise and specialization includes retail distribution and customer service, product design and product life cycle management, process and product digitization, contextual learning for staff and customer, leading large multifunctional teams with members of all ages, policy formulation and Board dynamics.

## **Over the years in various roles at SBI, she drove strategies to establish SBI in leadership position in:**

- \* Mobile Banking, IMPS, UPI and Bharat QR
- \* NETC and Metro/ Transit solutions
- \* NCMC technology adoption
- \* Drove unique 3- pronged Yono project which provides Omni channel banking services, Financial Superstore, Online Marketplace
- \* Established SBI as the largest Home Loan lender
- \* Established SBI as the largest Auto Loan lender
- \* Established SBI as leading player in the Private Employer Corporate Salary space
- \* Led revamped Current Account strategies on the backbone of digital solutions for customers
- \* Led segmentation of Savings Account customers ending in creation of the Wealth Vertical

## **In SBIMF:**

- \* Established Digital Delivery platform for SBIMF in SBI
- \* Creation and evolution of Distributor Portal as the primary mode of distributor engagement
- \* Establishment of SBIMF as a full-fledged advisor for Amundi helmed UCITS funds composed of Indian debt and equity
- \* Drove steady increase in market share on the back of ongoing regulatory compliance and strong risk management practices

## **Educational Qualifications and Certifications:**

MSc ( Physics) University of Hyderabad 1981 Associate of Indian Institute of Bankers 1988 Alumni of CAFRAL 2015

## **Professional affiliations:**

Nominee Director on the Board of NPCI ( Sept 2018- Sept 2019) Director on MasterCard AP Advisory Board ( Sept 2018- Sept 2019) Permanent Invitee to all Board Meetings of SBI ( July 2016- Sept 2019) SBI's delegate to SIBOS at Sydney SBI's delegate to Singapore Fintech Festival

Jury member in AIF 40 under 40 in 2019

Jury member PICUP Fintech 2019

Panellist and occasionally moderator in numerous conferences representing SBI / SBIMF

---

## **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.

## **Board Memberships:**

- Independent Director on the Board of NSE ( Nov 2019- Dec 2022), Chairperson of NRC
- Independent Director on the Board of Northern Arc Capital a systemically important NBFC, Chairperson of NRC

Further, in the opinion of the Board, Ms. Anuradha Rao fulfils the eligibility criteria specified under the Companies Act, 2013 and Fit & Proper Criteria prescribed by the RBI and, given the professional background and financial services industry experience, her association of Ms. Rao would benefit the Company and Shareholders.

The Board, therefore seeks the approval of Members for the appointment of Ms. Anuradha Rao as an Independent Director, not liable to retire by rotation, for a period of 5 consecutive years commencing from August 29, 2023 to August 28, 2028 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder.

Except Ms. Anuradha Rao, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 1 of the Notice.

The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No. 1 of the accompanying Notice for the approval of the Members.

For and on behalf of the Board,  
For **Protium Finance Limited**  
(*Erstwhile Growth Source Financial Technologies Limited*)  
(*Erstwhile Growth Source Financial Technologies Private Limited*)

Anshu Mohta



**Name:** Anshu Mohta

**Designation:** Company Secretary

**Membership No.:**

**Address:** 7th Floor, Block B-2, Phase -1, Nirlon Knowledge Park (NKP),  
Pahadi Village, Off Western Express Highway, Cama Industrial Estate,  
Goregaon (East), Mumbai 400 063.

Date: August 29, 2023

Place: Mumbai

---

## **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.

## 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:	U65999MH2019PLC323293
Name of the Company:	Protium Finance Limited
Registered Office:	Nirlon Knowledge Park, B2, 7th Floor, Pahadi Village, Off. Western Express Highway, Goregaon (East), Mumbai - 400063

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 Extra Ordinary General Meeting of the Company, to be held on Friday, September 1, 2023 at 4.00 p.m. IST at 7<sup>th</sup> Floor, Block B-2, Phase -1, Nirlon Knowledge Park (NKP), Pahadi Village, Off Western Express Highway, Cama Industrial Estate, Goregaon (East), Mumbai – 400063 and at any adjournment thereof in respect of such resolution as is indicated below:

S. No.	Resolution	Options	
		For	Against
1	To appoint Ms. Anuradha Rao (DIN: 07597195) as the Independent Director of the Company.		

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

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

Signature of Proxy holder(s) \_\_\_\_\_

Affix Re. 1/- Revenue
-----------------------------

### 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](http://www.protium.co.in) E-mail ID:[customerservice@protium.co.in](mailto:customerservice@protium.co.in)



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

**Notes:**

1. The Proxy form in order to be effective should be duly stamped, completed and deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. Pursuant to the provisions of Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
8. Please complete all details including details of member (s) in above box before submission.

---

**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.



**ATTENDANCE SLIP**

**Extra Ordinary General Meeting dated September 1, 2023**  
(Please fill attendance slip and hand it over at the entrance of the meeting hall)

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

Name of Joint shareholders, if any: \_\_\_\_\_

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

DP ID & Client ID\*: \_\_\_\_\_ No. of Shares held: \_\_\_\_\_

I/We certify that I/We am/are member(s)/ proxy for the member(s) of the Company.

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company, to be held on Friday, September 1, 2023 at 4.00 P.M. IST at 7<sup>th</sup> Floor, Block B-2, Phase -1, Nirlon Knowledge Park (NKP), Pahadi Village, Off Western Express Highway, Cama Industrial Estate, Goregaon (East), Mumbai - 400063.

**Signature of the Shareholder or Proxy or Representative**

**Signature of 1<sup>st</sup> Joint Holder**

**Signature of 2<sup>nd</sup> Joint Holder**

**Note:**

*Only shareholders of the company and / or their Proxy will be allowed to attend the Meeting*

---

**Protium Finance Limited**

*(Erstwhile Growth Source Financial Technologies Limited)*

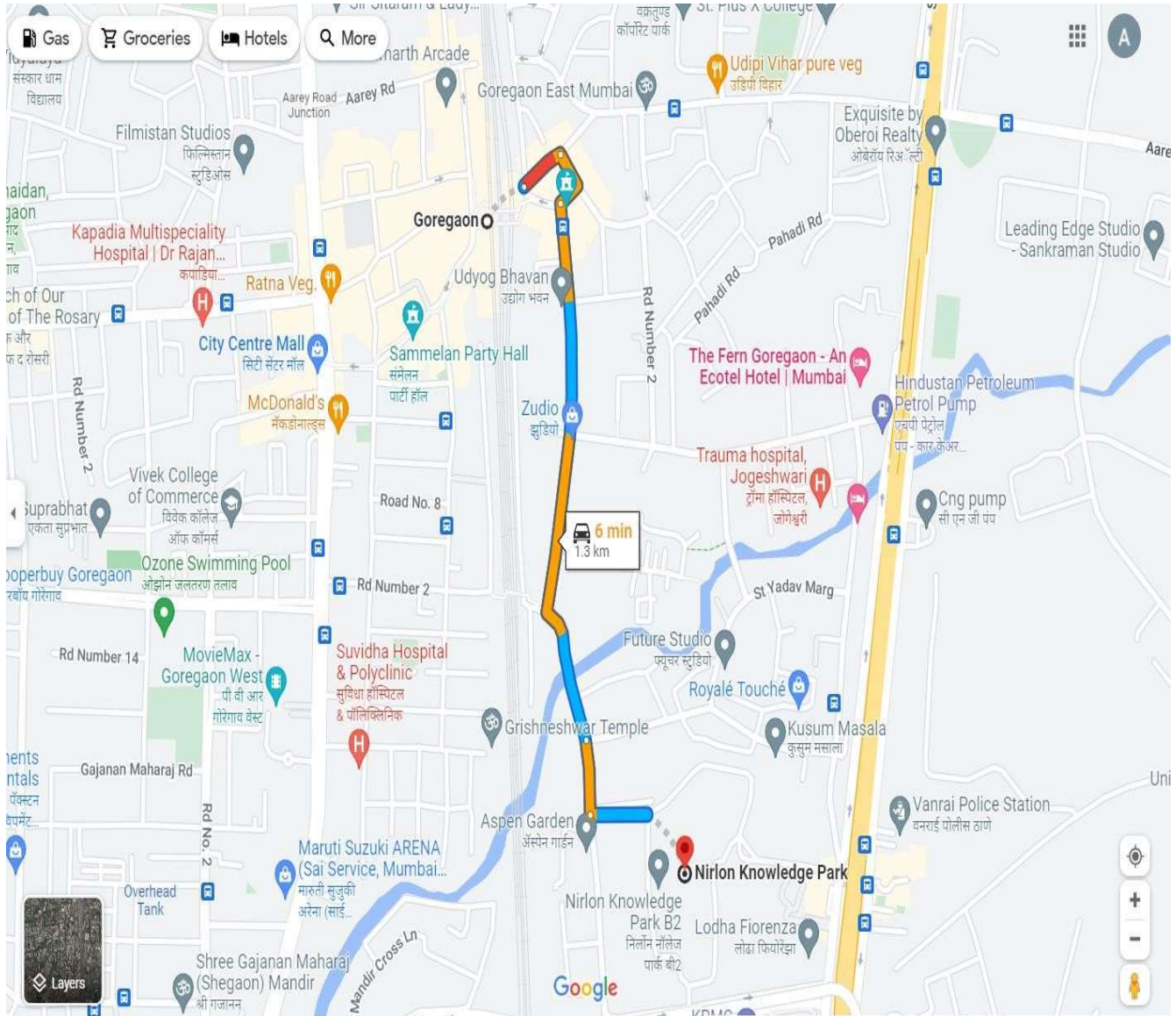
*(Erstwhile Growth Source Financial Technologies Private Limited)*

**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](http://www.protium.co.in) E-mail ID: [customerservice@protium.co.in](mailto:customerservice@protium.co.in)

## **Route Map of the Venue of the Extra Ordinary General Meeting**

**[Location: Nirlon Knowledge Park, B2, 7<sup>th</sup> Floor]**



### **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](http://www.protium.co.in) E-mail ID: [customerservice@protium.co.in](mailto:customerservice@protium.co.in)