

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U65999MH2019PLC323293

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAHCG7537N

(ii) (a) Name of the company

PROTIUM FINANCE LIMITED

(b) Registered office address

7th Floor, Block B2, Phase I Nirlon Knowledge Park,Pahadi Village, Off. Western Express Highway,
Cama Industrial Estate Goregaon East, Mumbai, Goregaon East, Maharashtra, India, 400063

(c) *e-mail ID of the company

secretarial@protium.co.in

(d) *Telephone number with STD code

8828820004

(e) Website

www.protium.co.in

(iii) Date of Incorporation

29/03/2019

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Subsidiary of Foreign Company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 11/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Consilience Capital Managemen		Holding	99.29
2	PROTIUM BUSINESS SERVICES	U72900MH2021PTC356128	Subsidiary	100
3	SHIBUI TECHNOLOGIES PRIVAT	U62099KA2023PTC171573	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	95,009,300	94,677,800	94,677,800	94,677,800
Total amount of equity shares (in Rupees)	950,093,000	946,778,000	946,778,000	946,778,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	95,009,300	94,677,800	94,677,800	94,677,800
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	950,093,000	946,778,000	946,778,000	946,778,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	61,000,000	0	0	0
Total amount of preference shares (in rupees)	610,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
CCPS				
Number of preference shares	61,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	610,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	22,297,872	0	22297872	222,978,720	222,978,720	

Increase during the year	71,711,360	668,568	72379928	723,799,280	723,799,280	104,296,608
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	668,568	668568	6,685,680	6,685,680	104,296,608
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	71,711,360	0	71711360	717,113,600	717,113,600	0
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	94,009,232	668,568	94677800	946,778,000	946,778,000	
Preference shares						
At the beginning of the year	50,271,833	0	50271833	502,718,330	502,718,330	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
Decrease during the year	50,271,833	0	50271833	502,718,330	502,718,330	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
Conversion into Equity Shares	50,271,833	0	50271833	502,718,330	502,718,330	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE003501027

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐

Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☒

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		27/09/2022	
Date of registration of transfer (Date Month Year)		26/04/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		3	
Transferor's Name			Consilience Capital Manageme
	Surname	middle name	first name
Ledger Folio of Transferee		6	
Transferee's Name	Consilience Capital Manager	as a Nominee of	Souvik Sengupta
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		26/04/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		3	
Transferor's Name			Consilience Capital Manageme
	Surname	middle name	first name
Ledger Folio of Transferee		7	
Transferee's Name	Consilience Capital Manager	as a Nominee of	Yogendra Singh
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		26/04/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		3	
Transferor's Name			Consilience Capital Manageme
	Surname	middle name	first name
Ledger Folio of Transferee		8	
Transferee's Name	Consilience Capital Manager	as a Nominee of	Amit Garg
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		26/04/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		3	
Transferor's Name			Consilience Capital Manageme
	Surname	middle name	first name
Ledger Folio of Transferee		9	
Transferee's Name	Consilience Capital Manager	as a Nominee of	Shreyansh Parakh
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		26/04/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		3	
Transferor's Name			Consilience Capital Manageme
	Surname	middle name	first name
Ledger Folio of Transferee		10	
Transferee's Name	Consilience Capital Manager	as a Nominee of	Padmanabhan Balasubramania
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		15/06/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor		5	
Transferor's Name	Consilience Capital Manager	as a Nominee of	Gurvinder Singh Juneja
	Surname	middle name	first name
Ledger Folio of Transferee		11	
Transferee's Name	Consilience Capital Manager	as a Nominee of	Sanket Shah
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	500	1000000	500,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			500,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	500,000,000	0	500,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

3,932,935,901.79

(ii) Net worth of the Company

13,295,168,926.79

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	94,009,226	99.29	0	
10.	Others Held by Consilience Capital Man	6	0	0	
	Total	94,009,232	99.29	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	668,568	0.71	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	668,568	0.71	0	0

Total number of shareholders (other than promoters)

10

**Total number of shareholders (Promoters+Public/
Other than promoters)**

17

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	10
Debenture holders	0	85

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	2	1	2	0	0.08
(i) Non-Independent	2	0	1	0	0	0
(ii) Independent	0	2	0	2	0	0.08
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	2	1	2	0	0.08

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PEEYUSH MISRA	08422699	Whole-time director	0	
PARVEEN KUMAR GU	02895343	Director	12,048	
Peruvemba Ramachand	07820690	Director	60,240	13/09/2023
ANSHU MOHTA	ANCPM2321F	Company Secretary	0	
AMIT KUMAR GUPTA	AFIPG2588N	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PEEYUSH MISRA	08422699	Whole-time director	15/10/2022	Change in designation
PARVEEN KUMAR GU	02895343	Director	27/09/2022	Change in designation
Gurvinder Singh Juneja	06561045	CFO	01/09/2022	Cessation
Ranjeeta Dey	BFRPD9280E	Company Secretary	21/03/2023	Cessation
Gurvinder Singh Juneja	06561045	Whole-time director	06/05/2022	Cessation
AMIT KUMAR GUPTA	AFIPG2588N	CFO	03/09/2022	Appointment
ANSHU MOHTA	ANCPM2321F	Company Secretary	21/03/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EGM	26/04/2022	7	6	100
EGM	25/08/2022	7	6	100
AGM	27/09/2022	7	6	100
EGM	13/12/2022	7	6	100
EGM	24/01/2023	7	6	100

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2022	4	4	100
2	02/05/2022	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	15/06/2022	3	3	100
4	27/06/2022	3	3	100
5	24/08/2022	3	3	100
6	26/09/2022	3	3	100
7	15/10/2022	3	3	100
8	28/11/2022	3	3	100
9	12/12/2022	3	3	100
10	24/01/2023	3	3	100
11	04/02/2023	3	3	100
12	21/03/2023	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	02/05/2022	3	3	100
2	Audit Committee	15/06/2022	3	3	100
3	Audit Committee	26/09/2022	3	3	100
4	IT Strategy Committee	21/04/2022	5	5	100
5	IT Strategy Committee	28/09/2022	5	5	100
6	IT Strategy Committee	06/01/2023	5	5	100
7	NRC Committee	26/09/2022	3	3	100
8	Audit Committee	28/11/2022	3	3	100
9	Audit Committee	04/02/2023	3	3	100
10	NRC Committee	24/01/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	11/09/2023
								(Y/N/NA)
1	PEEYUSH MIS	12	12	100	18	18	100	Yes
2	PARVEEN KU	12	12	100	11	11	100	Yes
3	Peruvemba Ra	12	12	100	14	14	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AMIT KUMAR GUP	Chief Financial C	18,144,933		0	563,400	18,708,333
2	ANSHU MOHTA	Company Secre	136,140		0	11,710	147,850
3	Gurvinder Singh Ju	Chief Financial C	4,316,592		0	19,360	4,335,952
4	Ranjeeta Dey	Company Secre	1,021,212			54,503	1,075,715
	Total		23,618,877		0	648,973	24,267,850

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Praveen Kumar Gup	Independent Dir	0	0	0	2,300,000	2,300,000
2	Peruvemba Ramach	Independent Dir	0	2,400,000	0	2,600,000	5,000,000
	Total		0	2,400,000	0	4,900,000	7,300,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Jignesh Makwana

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

13928

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

PEEYUS
H MISRA
Digitally signed by
PEEYUSH MISRA
Date: 2023.11.08
17:36:46 +05'30'

DIN of the director

08422699

To be digitally signed by

ANSHU
MOHTA
Digitally signed by
ANSHU MOHTA
Date: 2023.11.08
17:37:54 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

18287

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Form MGT-8.pdf
Attendance of Committee meetings.pdf
List of Shareholders and List of Debenture

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company