

NOTICE OF 6TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 6th Annual General Meeting ('PFL/AGM/2023-24') of the Members of Protium Finance Limited ('the Company' or 'PFL') will be held on Saturday, August 31, 2024, at the registered office of the Company at Nirlon Knowledge Park, B2, 7th Floor, Pahadi Village, Off. Western Express Highway, Goregaon (East), Mumbai - 400063 at 11:00 A.M. IST to transact the following businesses:

ORDINARY BUSINESSES:

1. **Adoption of Annual Financial Statements (Standalone and Consolidated) for the Financial Year 2023-24**

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, along with the Reports of the Board of Directors' and Auditor's thereon.

2. **To Appoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, [FRN No.: 101049W/E300004] as the Statutory Auditors of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139,141 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), as amended, read with the Companies (Audit and Auditors) Rules, 2014, as amended, and the RBI notification RBI/2021-22/25, Ref.No.DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Guidelines"), and any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in accordance with recommendation and approval of Audit Committee and Board of Directors respectively, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (FRN No.: 101049W/E300004) who being eligible for appointment as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines, be and is hereby appointed as Statutory Auditors of the Company to hold office for a term of 3 (Three) years commencing from the conclusion of this Annual General Meeting (" AGM") being 6th (sixth) AGM until the conclusion of the 9th (ninth) AGM of the Company to be held in the year 2027 at such remuneration as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the Members of the Company.”

3. **To Appoint a Director in place of Mr. Peeyush Misra (DIN: 08422699), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment.**

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

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“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Peeyush Misra (DIN: 08422699), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESSES:

4. To Appoint Ms. Dakshita Das (DIN: 07662681) as an Independent Director of the Company

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

“RESOLVED 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 Master Direction of Reserve Bank of India (RBI) (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 as amended from time to time, Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee, Ms. Dakshita Das (DIN: 07662681) who was appointed by the Board of Directors as an Additional Non-executive Independent Director of the Company w.e.f February 16, 2024 and who meets the criteria of independence under Section 149 of the Act and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation to hold office, for a term of five (5) consecutive years commencing from February 16, 2024 to February 15, 2029.

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.”

5. To Appoint Mr. Sitaram Kunte (DIN: 02670899) as an Independent Director of the Company

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

“RESOLVED 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 (“The Act”) 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 Master Direction of Reserve Bank of India (RBI) (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 as amended from time to time, Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee, Mr. Sitaram Kunte (DIN: 02670899) who was appointed by the Board of Directors as an Additional Non-executive Independent Director of the Company w.e.f February 16, 2024 and who meets the criteria of independence under Section 149 of the Act and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation to hold office, for a term of five (5) consecutive years commencing from February 16, 2024 to February 15, 2029.

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

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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.”

6. To Approve Borrowing under section 180(1)(c) of the Companies Act, 2013

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

“RESOLVED THAT in supersession of the earlier Resolution passed by the Members at their Meeting held on September 11, 2023 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and other applicable provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, in the form of including but not limited to Credit Facilities which includes Term loan, senior secured / unsecured non-convertible debentures, Commercial Paper, Working Capital Demand Loan (WDCL), Cash Credit, Bank Overdraft Facilities , Securitization liabilities, any senior non-convertible non participative subordinated or participating or compulsorily convertible debt instruments and debt securities (together called “ the Credit facilities”) notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, not exceed the aggregate of Rs. 8,000,00,00,000 crores (Rupees Eight Thousand Crores only) on outstanding basis (Limit includes the specific limit of Commercial Paper of Rs. 500 crores).

RESOLVED FURTHER THAT the Board or its Committees, be and are hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

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

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

RESOLVED FURTHER THAT Mr. Peeyush Misra, Managing Director & CEO , Mr. Amit Gupta, CFO, Ms. Anshu Mohta, Company Secretary of the Company be and hereby severally authorized to negotiate, re-negotiate, deal with, modify, alter, amend, finalize, sign, execute and undertake all other acts, deeds, things and matters and notices (including the notice of draw down) in respect of the form of Credit Facilities which includes Term loan, Debentures, Commercial Paper, Working Capital Demand Loan (WDCL),Cash Credit, Bank Overdraft Facilities, Securitization liabilities and any other debt instrument’s agreement / Deed of Hypothecation and such other acts/deeds may be considered necessary for the purpose of giving effect to this resolution.

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RESOLVED FURTHER THAT Mr. Peeyush Misra, Managing Director & CEO, Mr. Amit Gupta, CFO, Ms. Anshu Mohta, Company Secretary of the Company be and are hereby severally authorized to take all necessary and appropriate steps relating to including but not limited to:

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

RESOLVED FURTHER THAT Mr. Peeyush Misra, Managing Director & CEO, Mr. Amit Gupta, CFO, Ms. Anshu Mohta, Company Secretary of the Company be and are hereby severally empowered to delegate any of the powers contained herein above to any of identified officers ("Authorised Signatories") of the Company or such other persons as may be considered expedient/necessary for the purpose of carrying out said acts.

7. Transfer of Loan exposure and / or Creation of charge on the Company's assets, both present and future, to / in favour of lenders

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

"RESOLVED THAT in supersession of the earlier Resolution passed by the Members at their Meeting held on September 11, 2023 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of

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the Company, the consent of Members be and is hereby accorded to Transfer its Loan Exposures (“Transfer”) of / creation of charge / mortgage / pledge / hypothecation / security on such terms as the Board or its Committee may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company in normal course of business as the case may be in favour of the Lender(s), Agent(s) and Trustee(s) or any other entities, in relation to Transfer or for securing the borrowings availed / to be availed by the Company by way of Credit Facilities which includes Term loan, senior secured / unsecured non-convertible debentures, Commercial Paper, Working Capital Demand Loan (WDCL), Cash Credit, Bank Overdraft Facilities , Securitization liabilities , any senior non-convertible non participative subordinated or participating or compulsorily convertible debt instruments and debt securities (together called “ the Credit facilities”) from time to time , subject to the limits approved under Section 180(1)(c) of the Act together on an outstanding basis, with interest at the respective agreed rates and all other monies payable by the Company in terms of the Loan Agreement(s), or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) in respect of the said Transfer / loans / borrowings .

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

RESOLVED FURTHER THAT Mr. Peeyush Misra, Managing Director & CEO , Mr. Amit Gupta, CFO, Ms. Anshu Mohta, Company Secretary of the Company be and are hereby severally authorized to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

RESOLVED FURTHER THAT subject to the applicable provisions of the Companies Act, 2013 and other applicable laws and regulations, the Company be and is hereby authorised to Transfer by the way of Credit Facilities together with all of the Company's rights, titles and interests thereto, whether under equity, law or in contract to the extent as decided by the board from time to time within the overall limits of under section 180(1)(a) upto Rs. 8,000,00,00,000/- (Rupees Eight Thousand Crores Only) on an outstanding basis , to a third party on such terms and conditions as mutually agreed among the parties.

RESOLVED FURTHER THAT Mr. Peeyush Misra, Managing Director & CEO , Mr. Amit Gupta, CFO Ms. Anshu Mohta, Company Secretary, be and are hereby severally authorized to do any act or execute any such documents, deeds, agreements, filings, disclosures, notices and intimations that may be necessary or desirable on behalf of the Company any other documents and the transaction contemplated thereunder.

RESOLVED FURTHER THAT any of the Mr. Peeyush Misra, Managing Director & CEO and/or or Mr. Amit Gupta, CFO and/or Ms. Anshu Mohta, Company Secretary be and is hereby authorized to file necessary forms with Registrar of Companies.

RESOLVED FURTHER THAT Mr. Peeyush Misra Managing Director & CEO and/or Mr. Amit Gupta Chief Financial Officer and be and is hereby further empowered to delegate any of the powers contained herein above to any of officers of the Company or such other persons as may be considered expedient/necessary for the purpose of carrying out said acts.”

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8. To approve limits under Section 180(1)(a) for Direct Assignment and Co-lending

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the approval of the Members be and is hereby accorded to Transfer by the way of Direct Assignment or Co-lending together with all of the Company's rights, titles and interests thereto, whether under equity, law or in contract to the extent as decided by the board from time to time within the overall limits of Rs. 5,000,00,00,000/- (Rupees Five Thousand Crores Only) on an outstanding basis , to a third party on such terms and conditions as mutually agreed among the parties."

RESOLVED FURTHER THAT Mr. Peeyush Misra, Managing Director & CEO , Mr. Amit Gupta, CFO Ms. Anshu Mohta, Company Secretary of the Company be and are hereby severally authorized to finalise the third party as mentioned above and to negotiate, finalise and execute and/or ratify, on behalf of the Company, the terms and conditions of the assignment, the Deed of Assignment, and any other documents that may be required in connection of the above and to present the same for registration before any statutory / regulatory / governmental authority (if required), and to do all such acts, deeds and things as may be necessary or expedient to implement this resolution and the transaction contemplated under the Deed of Assignment or any other documents required to be executed to effect such transaction.

RESOLVED FURTHER THAT Mr. Peeyush Misra, Managing Director & CEO , Mr. Amit Gupta, CFO Ms. Anshu Mohta, Company Secretary, be and are hereby severally authorized to do any act or execute any such documents, deeds, agreements, filings, disclosures, notices and intimations that may be necessary or desirable on behalf of the Company under or in connection with the Deed of Assignment or any other documents and the transaction contemplated thereunder.

RESOLVED FURTHER THAT any of the Mr. Peeyush Misra, Managing Director & CEO and/or Mr. Amit Gupta, CFO and/or Ms. Anshu Mohta, Company Secretary be and is hereby authorized to file necessary forms with Registrar of Companies.

RESOLVED FURTHER THAT Mr. Peeyush Misra Managing Director & CEO and/or Mr. Amit Gupta Chief Financial Officer and be and is hereby further empowered to delegate any of the powers contained herein above to any of officers of the Company or such other persons as may be considered expedient/necessary for the purpose of carrying out said acts.”

9. Commission to Non-Executive Independent Directors of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules made thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company, the consent of the Members be and is hereby accorded to pay remuneration of Rs. 24,00,000 (Rupees Twenty Four Lakhs only) per annum (payable on quarterly basis) as profit related commission to each of the Non-executive Independent Directors of the Company or such other remuneration as

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may be decided by Board of Directors of the Company which shall not exceed the limits prescribed under Section 197 of the Act.

RESOLVED FURTHER THAT in addition to aforesaid remuneration, Non-executive Independent Directors shall also be entitled for sitting fees, as may be decided by the Board from time to time and reimbursement of the expenses for attending meetings of the Board and its committee(s) thereof, as permissible under the Act.

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**

Sd/-

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 7, 2024

Place: Mumbai

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CIN: U65999MH2019PLC323293 Telephone No.: 8828820004 Website: www.protium.co.in E-mail ID: customerservice@protium.co.in

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 NOT LESS THAN FORTY EIGHT HOURS 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 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 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 businesses, including Memorandum and 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 Register of Directors & KMP and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contract or Arrangements in which the Directors are interested maintained under Section 189 and all other Statutory Registers and other documents required to be kept open for inspection under the Act read with rules made there under at AGM of the Company, will be available for inspection by the members at the AGM.
7. The Directors' Report, Auditors' Report and Audited Financial Statement for the year ended March 31, 2024 are enclosed with this Notice. Members / Proxies / Authorised Representatives are requested to bring the Attendance slips duly filled for attending the Annual General Meeting 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.

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12. The Registrar and Share Transfer Agents of the Company are Link Intime India Private Limited having their office at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083; Tel :022 49186000; Email: bonds.helpdesk@linkintime.co.in; Website: <https://linkintime.co.in/>
13. The Notice of AGM along with Annual Report 2024 is available on the website of the Company at <https://protium.co.in/>
14. Additional information of a director seeking appointment / re-appointment at the ensuing AGM as required under the Secretarial Standards on General Meeting issued by ICSI (SS-2) is annexed to the Notice.
15. Manner of voting during the AGM shall be through show of hands, unless a poll is demanded.

16. Updation of Nomination Details

As per the provisions of section 72 of the Act, the facility for registration of nomination is available for the members in respect of the securities held by them. All existing members are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market.. Further, members are requested to submit choice of nomination, PAN and other details to their DPs.

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

Sd/-

Name: Anshu Mohta

Designation: Company Secretary

Membership No.: A18287

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Date: August 7, 2024

Place: Mumbai

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Explanatory Statement

The following explanatory statement in terms of section 102 of the Companies Act, 2013 is annexed to and forms part of the Notice convening the 6th Annual General Meeting.

Item No. 4

In pursuance to the various discussions held among Board members, the need to expand the Board of the Company was deliberated. In view of the said, based upon the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at their Meeting held on February 16, 2024 subject to approval of the Shareholders, appointed Ms. Dakshita Das (DIN: 07662681) 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 February 16, 2024 to February 15, 2029. In accordance with the provisions of Section 161 of Companies Act, 2013 ('the Act'), Ms. Dakshita Das holds office up to the date of ensuing General Meeting. Being eligible, Ms. Das has offered herself and consented 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 Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 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. Das, 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 confirmation that she is not an Independent Director on the board of more than three NBFCs (NBFC -ML or NBFC-UL).
- (iv) A confirmation that she has registered herself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014

The NRC and the Board is of the opinion that, Ms. Dakshita Das is a person of integrity and possesses relevant expertise and experience and is independent of management which duly fulfils the conditions specified in the Act and the rules made there under for appointment as an Independent Director.

The Board, therefore seeks the approval of Members for the appointment of Ms. Dakshita Das as an Independent Director, not liable to retire by rotation, for a period of five (5) consecutive years commencing from February 16, 2024 to February 15, 2029 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder. The Brief profile of Ms. Das is provided under **Annexure I**.

Protium Finance Limited

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(Erstwhile Growth Source Financial Technologies Private Limited)

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A copy of letter for the appointment of Ms. Dakshita Das as an independent director setting out the terms and conditions is available for electronic inspection to the members. The members may follow the process for inspection of document as mentioned in 'Notes' section forming part of the Notice.

Ms. Dakshita Das will also be entitled to remuneration of 24,00,000/- (Rupees Twenty Four Lakh only) per annum as profit related commission or any other remuneration as may be approved by members of the Company from time to time on the recommendation of Board.

Further, Ms. Dakshita Das will also be entitled to sitting fees for attending meeting(s) of the Board or any Committee and reimbursement of the expenses for attending meetings of the Board and Committees thereof, as permissible under the Act. The aforesaid remuneration and sitting fees are in line with the existing remuneration and sitting fees being paid to all other Independent Directors.

Except Ms. Dakshita Das, 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. 4 of the Notice.

The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No. 4 of the accompanying Notice for the approval of the Members.

Item No. 5

In pursuance to the various discussions held among Board members, the need to expand the Board of the Company was deliberated. In view of the said, based upon the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at their Meeting held on February 16, 2024 subject to approval of the Shareholders, appointed Mr. Sitaram Kunte (DIN: 02670899) 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 February 16, 2024 to February 15, 2029. In accordance with the provisions of Section 161 of Companies Act, 2013 ('the Act'), Mr. Sitaram Kunte holds office up to the date of ensuing General Meeting. Being eligible, Mr. Kunte has offered himself and consented 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 Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 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 him as an Independent Director. Further, this notice may be treated as information to the members about his 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 Mr. Kunte, 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 he 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 confirmation that he is not an Independent Director on the board of more than three NBFCs (NBFC -ML or NBFC-UL).

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- (iv) A confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014

The NRC and the Board is of the opinion that, Mr. Sitaram Kunte is a person of integrity and possesses relevant expertise and experience and is independent of management which duly fulfils the conditions specified in the Act and the rules made there under for appointment as an Independent Director.

The Board, therefore, seeks the approval of Members for the appointment of Mr. Sitaram Kunte as an Independent Director, not liable to retire by rotation, for a period of five (5) consecutive years commencing from February 16, 2024 to February 15, 2029 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder. The Brief profile of Mr. Kunte is provided under **Annexure I**.

A copy of letter for the appointment of Mr. Sitaram Kunte as an Independent Director setting out the terms and conditions is available for electronic inspection to the members. The members may follow the process for inspection of document as mentioned in 'Notes' section forming part of the Notice.

Mr. Sitaram Kunte will also be entitled to remuneration of 24,00,000/- (Rupees Twenty Four Lakh only) per annum as profit related commission or any other remuneration as may be approved by members of the Company from time to time on the recommendation of Board.

Further, Mr. Sitaram Kunte will also be entitled to sitting fees for attending meeting(s) of the Board or any Committee and reimbursement of the expenses for attending meetings of the Board and Committees thereof, as permissible under the Act. The aforesaid remuneration and sitting fees are in line with the existing remuneration and sitting fees being paid to all other Independent Directors.

Except Mr. Sitaram Kunte, 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. 5 of the Notice.

The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No. 5 of the accompanying Notice for the approval of the Members.

Item Nos. 6 & 7

The shareholders of the Company at their General Meeting held on September 11, 2023, had accorded consent to the Board of Directors by way of Special Resolution for borrowing any sum or sums of money not exceeding at any time the sum of Rs. 5,000 crores (Rupees Five Thousand Crores only).

In view of the Companies existing and future financial requirements to support its business operations of the Company, it is proposed to increase the borrowings limit to Rs. 8,000 crores (Rupees Eight Thousand Crores only). The approval of the Members is, therefore, being sought by way of a special resolution, pursuant to Section 180(1)(c) of the Companies Act, 2013, to increase the limit for outstanding borrowings from Rs. 5000 crores to an amount of Rs. 8,000 crores.

The said borrowings may be secured by way of charge / mortgage / pledge / hypothecation/ security on the Company's assets in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate, etc. Pursuant to Section 180(1)(a) of the Companies Act, 2013, the Board of Directors cannot create charge on the assets or whole or part of the undertaking of the Company or assign, transfer and sell its portfolio of outstanding loan exposures in whole or in part, together with all of the Company's rights, titles and interests thereto, whether under equity, law or in contract (collectively, the "Loan Exposure") without the consent of the members of the Company in a general meeting. Therefore, it is necessary for the Company to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013,

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consenting to the creation of the said mortgage or charge or hypothecation for outstanding amount not exceeding Rs. 8,000 crore.

The Board of Directors of the Company recommend the Special Resolutions as set out at Item Nos. 6 & 7 of the accompanying Notice for the approval of the Members.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolutions mentioned at Item Nos. 6 & 7 of the Notice.

Item No. 8

The members are requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

In view of the said, the Company may enter into the transactions with different parties for transfer by the way of Direct Assignment or Co-lending together with all of the Company's rights, titles and interests thereto along with third party on such terms and conditions as mutually agreed among the parties which may constitute a substantially the whole of the undertaking of the Company in terms of section 180(1)(a) of the Companies Act, 2013.

Therefore, the approval of the members is sought under section 180(1)(a) of the Companies Act, 2013, by passing special resolution for transfer by the way of Direct Assignment or Co-lending together with all of the Company's rights, titles and interests thereto, whether under equity, law or in contract to the extent as decided by the board from time to time within the overall limits of Rs. 5,000,00,00,000/- (Rupees Five Thousand Crores Only) on an outstanding basis.

The Board of Directors of the Company recommend the Special Resolution as set out at Item Nos. 8 of the accompanying Notice for the approval of the Members.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolutions mentioned at Item Nos. 8 of the Notice.

Item No. 9

Given the responsibilities and obligations imposed on the independent directors have been increased in the recent years on account of number of factors, including growth in the activities of the Company and the rapid evolution arising out of legal and regulatory provisions and requirements. Looking at the competitive business environment, stringent accounting standards, corporate governance norms and consequent increase in the responsibilities of the directors, the Board has recommended the proposal to members of the Company to pay remuneration of Rs. 24,00,000 (Rupees Twenty Four Lakhs only) per annum (payable on quarterly basis) as profit related commission to each of the Non-executive Independent Directors of the Company subject to the limits prescribed under Section 197 of the Act.

In addition to the aforesaid remuneration, all Non-executive Independent Directors of the Company shall also be entitled to sitting fees for attending meeting(s) of the Board or any Committee, and reimbursement of the expenses for attending meetings of the Board and its Committee thereof, as permissible under the Act.

Members are further informed that pursuant to the provisions of Section 197 of the Companies Act, 2013 read with rules made thereunder, the Company shall not pay its Non-Executive Directors remuneration exceeding 1% of the Net Profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Companies, Act, 2013 excluding the sitting fees paid under Section 197 (5) of the Companies Act, 2013. However, pursuant to Section 149(9) of the

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Companies Act, 2013 payment of profit related commission to Independent Directors shall not be made unless approved by the Members.

Accordingly, the Board recommends the resolution as set out at Item No. 9 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

Except Independent Directors of the Company and/or their relatives, to the extent of their shareholding in the Company, if any, none of the directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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

Sd/-

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 7, 2024

Place: Mumbai

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Annexure I

Additional information of a director in pursuance of Secretarial Standard-2

Name of a Director	Mr. Peeyush Misra	Ms. Dakshita Das	Mr. Sitaram Kunte
Director Identification Number (DIN)	08422699	07662681	02670899
Age	50 years	62 years	62 years
Date of first appointment on the Board	April 15, 2019	February 16, 2024	February 16, 2024
Qualification	PhD MIT [Incomplete], MBA, IIM Ahmedabad	1. Graduated from Lady Shri Ram College For Women 2. MPhil on Vietnam Studies from Jawaharlal Nehru University	1. MA (Economics), Delhi School of Economics, Delhi University (Year 1984) 2. Masters in Social Sciences in Public Economic Management from University of Birmingham, UK (Year 1997) on scholarship from UK Government under Colombo Plan 3. LLB from Mumbai University (Year 2009) 4. Certificate Program in Public Policy, Syracuse University, USA (Year 2011)
Experience / Brief Profile / nature of expertise in specific functional areas / justification for appointment	Mr. Peeyush Misra is the MD & CEO of Protium Finance Limited. He was Ex-Partner in Goldman Sachs, US ran some of the largest and most complex businesses for Goldman including Mortgages / ABS / Rates etc. Serves on boards of: 1. Sam Waxman Cancer Research Foundation New York 2. IIM Ahmedabad Endowment 3. Misra Centre for Financial Markets and the Economy at IIMA 20+ years of expertise in risk management and running global businesses	Ms. Dakshita Das has over 35 years of experience in the Government and is the erstwhile MD & CEO of the National Housing Bank, a regulator of the Housing sector. She is an experienced Civil Servant with a demonstrated history of working in the financial sector, public finance & infrastructure sectors. Skilled in Policy Analysis, Government, Strategic Planning, Budgeting, project management and Strategy. She was a member of the Committee on Increasing Insurance Penetration in India constituted by IRDAI and member of the task force constituted by the Reserve	Mr. Sitaram Kunte was formerly an IAS Officer and comes with an experience of 37 + years' experience in the field of public administration in Maharashtra. He specializes in public administration, urban development, and housing issues. His educational qualifications of Economics, Statistics, Law, and Management have complemented his professional experience in public administration. He has headed several departments in the Maharashtra Government. He was head of Maharashtra Housing and Area Development Authority and served as an additional

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		Bank of India to compile the Balance of Payment manual for the GOI. Her experience spans over several verticals of government including Infrastructure financing Public Finance and the Financial Sector.	municipal commissioner in BMC. He was a former chief secretary of the Government of Maharashtra.
Directorships held in other companies (excluding Foreign Companies and Section 8 companies)	Nil	1. NSE Indices Limited 2. SMFG India Credit Company Limited 3. SMFG India Home Finance Company Limited	1. Afcons Infrastructure Limited 2. Deepak Fertilisers and Petrochemicals Corporation Ltd 3. Performance Chemiserve Limited
Chairmanships/ Memberships of Committees in other companies	Nil	NSE Indices Limited 1. Corporate Social Responsibility Committee - Member SMFG India Credit Company Limited 1. IT Strategy Committee - Member 2. Risk Oversight Committee - Member SMFG India Home Finance Company Limited 1. IT Strategy Committee - Chairperson 2. Audit Committee - Member 3. Risk Oversight Committee - Member	Afcons Infrastructure Limited 1. Stakeholder's Relationship Committee - Chairperson 2. Audit Committee - Member 3. Nomination, Remuneration and Compensation Committee - Member 4. IPO Committee - Member 5. Committee of Directors - Member Deepak Fertilisers and Petrochemicals Corporation Ltd 1. Corporate Social Responsibility Committee - Chairperson 2. Nomination and Remuneration Committee - Member Performance Chemiserve Limited 1. Stakeholders Relationship Committee - Chairman 2. Nomination and Remuneration Committee - Member 3. Allotment Committee - Member
Shareholding in the Company	Nil	Nil	Nil
Number of Board Meetings attended	Eight (8)	Nil as on March 31, 2024	Nil as on March 31, 2024

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during the year			
Relationship with other Directors / Manager / Managerial Personnel	None	None	None
Remuneration last drawn	Nil	Nil	Nil
Details of remuneration sought to be paid	Nil	Sitting fees for attending Board and Committee meetings of the Company, reimbursement of expenses for attending Board and Committee meetings as applicable and remuneration including commission as determined within the limits as permitted by law	Sitting fees for attending Board and Committee meetings of the Company, reimbursement of expenses for attending Board and Committee meetings as applicable and remuneration including commission as determined within the limits as permitted by law
Terms and conditions of appointment/re-appointment	As per terms and conditions mentioned in shareholders' resolution dated June 26, 2023	As per appointment letter setting out terms and conditions of his appointment is available for inspection	As per appointment letter setting out terms and conditions of his appointment is available for inspection

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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 6th Annual General Meeting of the Company, to be held on Saturday, August 31, 2024 at 11.00 a.m. IST 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions Matter of Resolution	Options	
		For	Against
1	To Adopt Annual Financial Statements (Standalone and Consolidated) for the Financial Year 2023-24.		
2	To Appoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, [FRN No.: 101049W/E300004] as the Statutory Auditors of the Company		
3	To Appoint a Director in place of Mr. Peeyush Misra (DIN: 08422699), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, has offered himself for re-appointment.		
4	To Appoint Ms. Dakshita Das (DIN: 07662681) as an Independent Director of the Company		

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5	To Appoint Mr. Sitaram Kunte (DIN: 02670899) as an Independent Director of the Company		
6	To Approve Borrowing under section 180(1)(c) of the Companies Act, 2013.		
7	Transfer of Loan exposure and / or Creation of charge on the Company's assets, both present and future, to / in favour of lenders.		
8	To approve limits under Section 180(1)(a) for Direct Assignment and Co-lending		
9	Commission to Non-Executive Independent Directors of the Company		

Signed thisday of2024

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix Re. 1/- Revenue

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.

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ATTENDANCE SLIP

6th Annual General Meeting dated August 31, 2024

(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 6th Annual General Meeting of the Company, to be held on Saturday, August 31, 2024 at 11.00 A.M. IST 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.

Signature of the Shareholder or Proxy or Representative

Signature of 1st Joint Holder

Signature of 2nd Joint Holder

Note:

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

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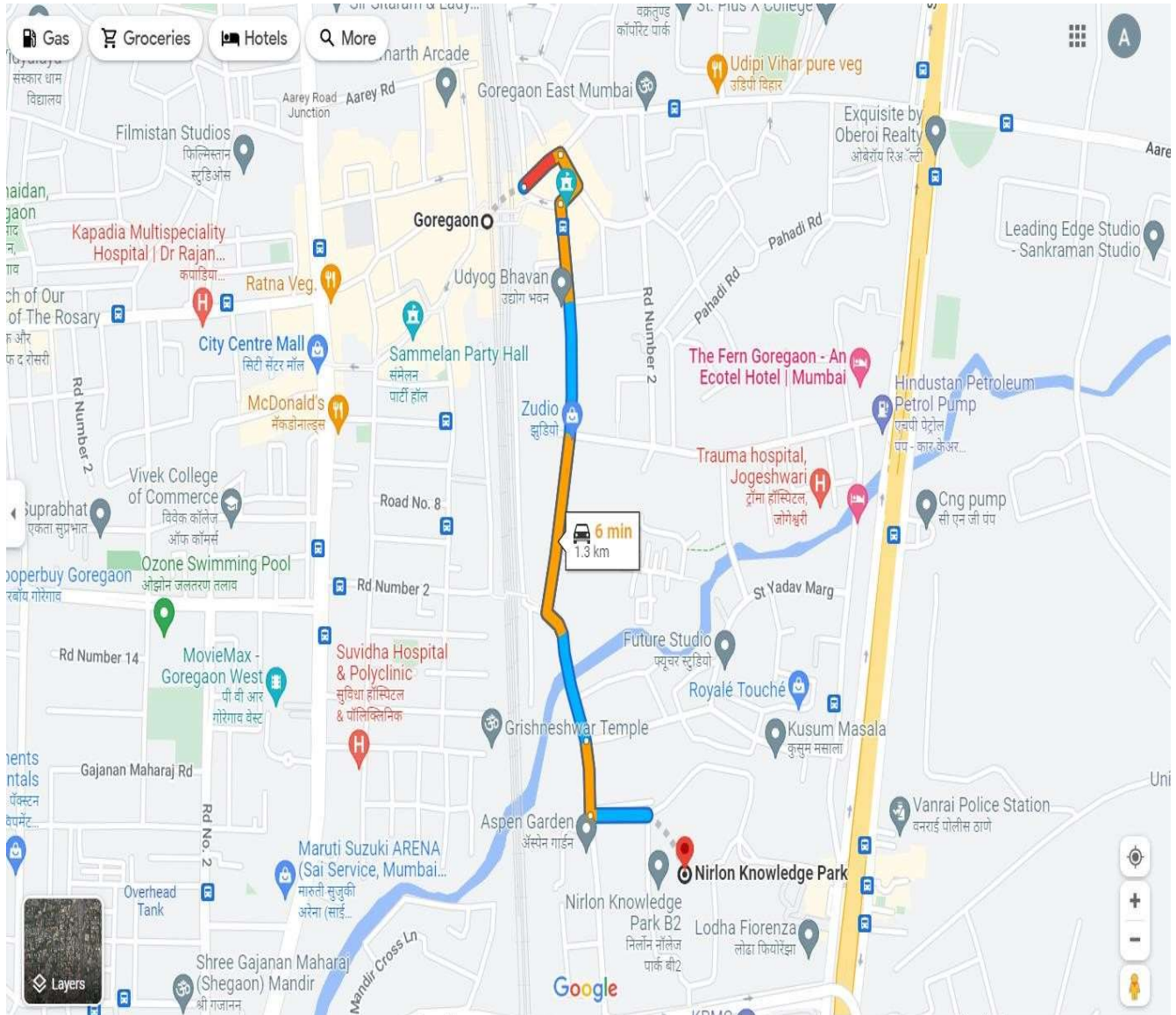
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Route Map of the Venue of the Annual General Meeting

[Location: Nirlon Knowledge Park, B2,7th Floor]



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