

## **NOTICE OF 7<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given for the 7<sup>th</sup> Annual General Meeting ('PFL/AGM/2024-25') of the Members of Protium Finance Limited ('the Company' or 'PFL') will be held on Monday, September 15, 2025, 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. To receive, consider and Adopt the Annual Financial Statements (Standalone and Consolidated) for the Financial Year 2024-25**

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

**(a) Adoption of Audited Standalone Financial Statements**

**"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the reports of board of directors and auditor's thereon, be and are hereby received, considered and adopted."

**(b) Adoption of Audited Consolidated Financial Statements**

**"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the report of the auditor's thereon, be and are hereby received, considered and adopted."

**2. To appoint a Director in place of Mr. Peeyush Misra (DIN: 08422699), who retires by rotation and being eligible, offers himself for re-appointment**

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 152 and other applicable, if any, 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:**

**3. To appoint Mr. Pravin Raghavendra (DIN: 09686944) as the 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

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#### **Protium Finance Limited**

*(Erstwhile Growth Source Financial Technologies Limited)*

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and Qualification of Directors) Rules, 2014 (including statutory modification(s) or reenactment (s) thereof for the time being in force) and any amendments thereto and pursuant to Reserve Bank of India (RBI) Master Direction on 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. Pravin Raghavendra (DIN: 09686944) who was appointed by the Board of Directors as an Additional Independent Director of the Company w.e.f. June 26, 2025 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 June 26, 2025 to June 25, 2030.

**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.”

#### **4. 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 August 31, 2024 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:

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- 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.

**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.

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- 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 with the 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".

**5. 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 August 31, 2024 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 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

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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”.

## **6. 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** in supersession of the earlier Resolution passed by the Members at their Meeting held on August 31, 2024 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 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

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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 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”.

## **7. 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** in supersession of the earlier Resolution passed by the Members at their Meeting held on August 31, 2024 and 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 reenactment (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 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”.

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## 8. Issue and allotment of Non-convertible Debentures (NCDs) on a private placement basis

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

"**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any modification, amendment, substitution or re-enactment thereof, for the time being in force and the provisions of the memorandum of association and the articles of association of the Company, the Securities and Exchange Board of India ("SEBI") (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, other applicable SEBI regulations, circulars and guidelines, the directions issued by the Reserve Bank of India ("RBI"), and subject to other applicable laws, rules, regulations, directions and guidelines, the approval of the members of the Company be and is hereby accorded to the board of directors of the Company (the "**Board**") to make offer and/or make invitation and/or Issue and/or allot to eligible persons to subscribe to, non-convertible debentures ((a) listed or unlisted (to the extent permitted under applicable law), (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) market linked, (g) perpetual, (h) rated or unrated (to the extent permitted under applicable law), and/or (i) any others, as may be agreed) ("**NCDs**"), on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and depending on the prevailing market conditions, during the period of one year from the date of passing of this resolution, provided that the outstanding principal amounts of all such NCDs at any time during the period shall not exceed INR 1000 crores (Indian Rupees Thousand Crores).

**RESOLVED FURTHER THAT** Mr. Peeyush Misra, Managing Director & CEO, Mr. Amit Gupta, CFO, Ms. Anshu Mohta, Company Secretary of the Company and is hereby authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such NCDs, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions certified to be true copies by any director or the Company Secretary of the Company be furnished to such persons as may be deemed necessary."

**For and on behalf of the Board,  
Protium Finance 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 22, 2025

**Place:** Mumbai

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## **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, DULY SIGNED AND COMPLETED, TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY 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, 2025, 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.

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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.
12. The Registrar and Share Transfer Agents of the Company are MUFG Intime India Private Limited (formerly known as 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://in.mpms.mufg.com/>
13. The Notice of AGM along with Annual Report 2025 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. Members are requested to update with their respective DPs, their bank account details, e-mail address and mobile number.

#### 17. 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.

#### 18. Online Dispute Resolution (ODR) Mechanism:

- a. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023 and December 20, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.
- b. Pursuant to above circulars, a securityholder shall first take up his/her/their grievance with the Company by lodging a complaint directly with the Company/ RTA and if the grievance is not redressed satisfactorily, the securityholder may escalate the same through existing SCORES Portal. Post exhausting all available/ aforesaid options for resolution of the grievance, if the securityholder

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is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal at <https://smartodr.in/login>.

- c. In compliance with the SEBI circulars, securityholders may access the ODR portal along with relevant SEBI circulars at the website of the Company at <https://protium.co.in/regulatory-disclosure/>.

**For and on behalf of the Board,  
Protium Finance 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 22, 2025

**Place:** Mumbai

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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**

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 7<sup>th</sup> Annual General Meeting.

### **Item No. 3**

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 June 26, 2025, subject to approval of the Shareholders, appointed Mr. Pravin Raghavendra (DIN: 09686944) 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 June 26, 2025. In accordance with the provisions of Section 161 of Companies Act, 2013 ('the Act'), Mr. Pravin Raghavendra holds office up to the date of ensuing General Meeting. Being eligible, Mr. Raghavendra 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. Raghavendra 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 he is not disqualified under subsection (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 NBFCUL).
- (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 are of the opinion that Mr. Raghavendra 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.

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### **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.

The Board, therefore, seeks the approval of Members for the appointment of Mr. Pravin Raghavendra as an Independent Director, not liable to retire by rotation, for a period of five (5) consecutive years commencing from June 26, 2025, to June 25, 2030 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder. The Brief profile of Mr. Raghavendra is provided under **Annexure I**.

A copy of letter for the appointment of Mr. Pravin Raghavendra 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. Pravin Raghavendra 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. Raghavendra 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. Pravin Raghavendra, 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. 3 of the accompanying Notice of the AGM.

The Board of Directors of the Company recommends the **Ordinary Resolution** as set out at Item No. 3 of the accompanying Notice for the approval of the Members.

#### **Item Nos. 4 & 5**

The shareholders of the Company at their General Meeting held on August 31, 2024, 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. 8,000 crores (Rupees Eight Thousand Crores only). The Bankers mandate the annual renewal of the limits. No changes in the limit are proposed for this year .

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, for borrowing any sum or sums of money not exceeding at any time the sum of Rs. 8,000 crores (Limit includes the specific limit of Commercial Paper of Rs. 500 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, consenting to the creation of the said mortgage or charge or hypothecation for outstanding amount not exceeding Rs. 8,000 crores (Limit includes the specific limit of Commercial Paper of Rs. 500 crores).

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#### **Protium Finance Limited**

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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. 4 & 5 of the accompanying Notice of AGM.

The Board of Directors of the Company recommend the **Special Resolution(s)** as set out at Item Nos. 4 & 5 of the accompanying Notice for the approval of the Members.

## **Item No. 6**

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.

The shareholders of the Company at their General Meeting held on August 31, 2024, had accorded consent to the Board of Directors by way of Special Resolution for the 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 Bankers mandate the annual renewal of the limits. No changes in the limit are proposed for this year.

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.

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. 6 of the accompanying Notice of the AGM.

The Board of Directors of the Company recommends the **Special Resolution** as set out at Item No. 6 of the accompanying Notice for the approval of the Members.

## **Item No. 7**

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

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

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 resolution mentioned at Item No. 7 of the accompanying Notice of the AGM.

Accordingly, the Board recommends the resolution as set out at Item No. 7 of the accompanying Notice for the approval of the Members as an **Ordinary Resolution**.

## **Item No. 8**

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution.

Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes, and/or such other purposes as may be determined by the Company, the Company may invite subscription for non-convertible debentures ((a) listed or unlisted (to the extent permitted under applicable law), (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) market linked, (g) perpetual, (h) rated or unrated (to the extent permitted under applicable law), and/or (i) any others, as may be agreed) to be issued by the Company, in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the board of directors of the Company ("**Board**") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

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### **Protium Finance Limited**

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<b>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</b>	<p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs ((a) listed or unlisted (to the extent permitted under applicable law), (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) market linked, (g) perpetual, (h) rated or unrated (to the extent permitted under applicable law), and/or (i) any others, as may be agreed) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
<b>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</b>	<p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p>
<b>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE</b>	Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).
<b>NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION</b>	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
<b>AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES</b>	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.
<b>MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS</b>	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue of NCDs.

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<b>OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES</b>	
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Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs during the year on a private placement basis subject to the outstanding principal amounts of all such NCDs at any time during the period shall not exceeding INR 1000 crores (Indian Rupees One Thousand Crores) as stipulated above, in one or more tranches.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

The Board recommends the passing of the resolution as set out at Item No. 8 of the accompanying Notice for the approval of the Members as a **Special Resolution**.

**For and on behalf of the Board,  
Protium Finance 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 22, 2025

**Place:** Mumbai

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**Protium Finance Limited**

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## Annexure I

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

<b>Name of a Director</b>	<b>Mr. Peeyush Misra</b>	<b>Mr. Pravin Raghavendra</b>
<b>Director Identification Number (DIN)</b>	08422699	09686944
<b>Age</b>	52 years	60 + years
<b>Date of first appointment on the Board</b>	April 15, 2019	June 26, 2025
<b>Qualification</b>	PhD MIT [Incomplete], MBA, IIM Ahmedabad	JAIIB – Indian Institute of Banking and Finance Bachelor of Laws - LLB - Patna Law College B.Sc. (Hons), Mathematics - Patna Science College Certification on listed in Independent Director's Databank Certification on IT and Cyber Security for Board Members Certification on Strategy
<b>Experience / Brief Profile / nature of expertise in specific functional areas / justification for appointment</b>	<p>Mr. Peeyush Misra is the MD &amp; 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.</p> <p>Serves on boards of:</p> <ol style="list-style-type: none"> <li>1. Sam Waxman Cancer Research Foundation New York</li> <li>2. IIM Ahmedabad Endowment</li> <li>3. Misra Centre for Financial Markets and the Economy at IIMA</li> </ol> <p>20+ years of expertise in risk management and running global businesses</p>	<p>Mr. Raghavendra is an accomplished and experienced banking professional with a 35 years experience at State Bank of India under various strategic and leadership position. In his last role at SBI he was designated as Deputy Managing Director &amp; COO. He holds extensive knowledge about market, compliance, and risk management. He had played a pivotal role in developing and implementing strategies to drive the SBI's growth while ensuring compliance with regulations and minimizing risks. He has been recognized for his team leadership and driving innovations in banking operations. He ensured the extensive use of analytics &amp; technology for Business Acquisition, Fraud Management and Enhanced Customer Experience. He also spearheaded the successful automation of</p>

#### Protium Finance Limited

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		critical processes, enhancing operational efficiency and ensuring resilience
<b>Directorships held in other companies (excluding Foreign Companies and Section 8 companies)</b>	Nil	Nil
<b>Chairmanships/ Memberships of Committees in other companies</b>	Nil	Nil
<b>Shareholding in the Company</b>	Nil	Nil
<b>Number of Board Meetings attended during the year</b>	Five (5)	Nil
<b>Relationship with other Directors / Manager / Managerial Personnel</b>	None	None
<b>Remuneration last drawn</b>	Nil	Nil
<b>Details of remuneration sought to be paid</b>	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
<b>Terms and conditions of appointment/re-appointment</b>	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

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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 7<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, September 15, 2025 at 11.00 A.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 resolutions as are indicated below:

S. No.	Resolutions	Options	
		For	Against
	<b>Matter of Resolution</b>		
1	To receive, consider and Adopt the Annual Financial Statements (Standalone and Consolidated) for the Financial Year 2024-25		
2	To appoint a Director in place of Mr. Peeyush Misra (DIN: 08422699), who retires by rotation and being eligible, offers himself for re-appointment		
3	To appoint Mr. Pravin Raghavendra (DIN: 09686944) as the Independent Director of the Company		
4	To Approve Borrowing under section 180(1)(c) of the Companies Act, 2013.		

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5	Transfer of Loan exposure and / or Creation of charge on the Company's assets, both present and future, to / in favour of lenders.		
6	To approve limits under Section 180(1)(a) for Direct Assignment and Co-lending		
7	Commission to Non-Executive Independent Directors of the Company		
8	Issue and allotment of Non-convertible Debentures (NCDs) on a Private Placement basis		

Signed this .....day of .....2025

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.

## Protium Finance Limited

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<b>ATTENDANCE SLIP</b>
------------------------

**7<sup>th</sup> Annual General Meeting dated September 15, 2025**  
(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 7<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, September 15, 2025, at 11.00 A.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*

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**Protium Finance Limited**

*(Erstwhile Growth Source Financial Technologies Limited)*

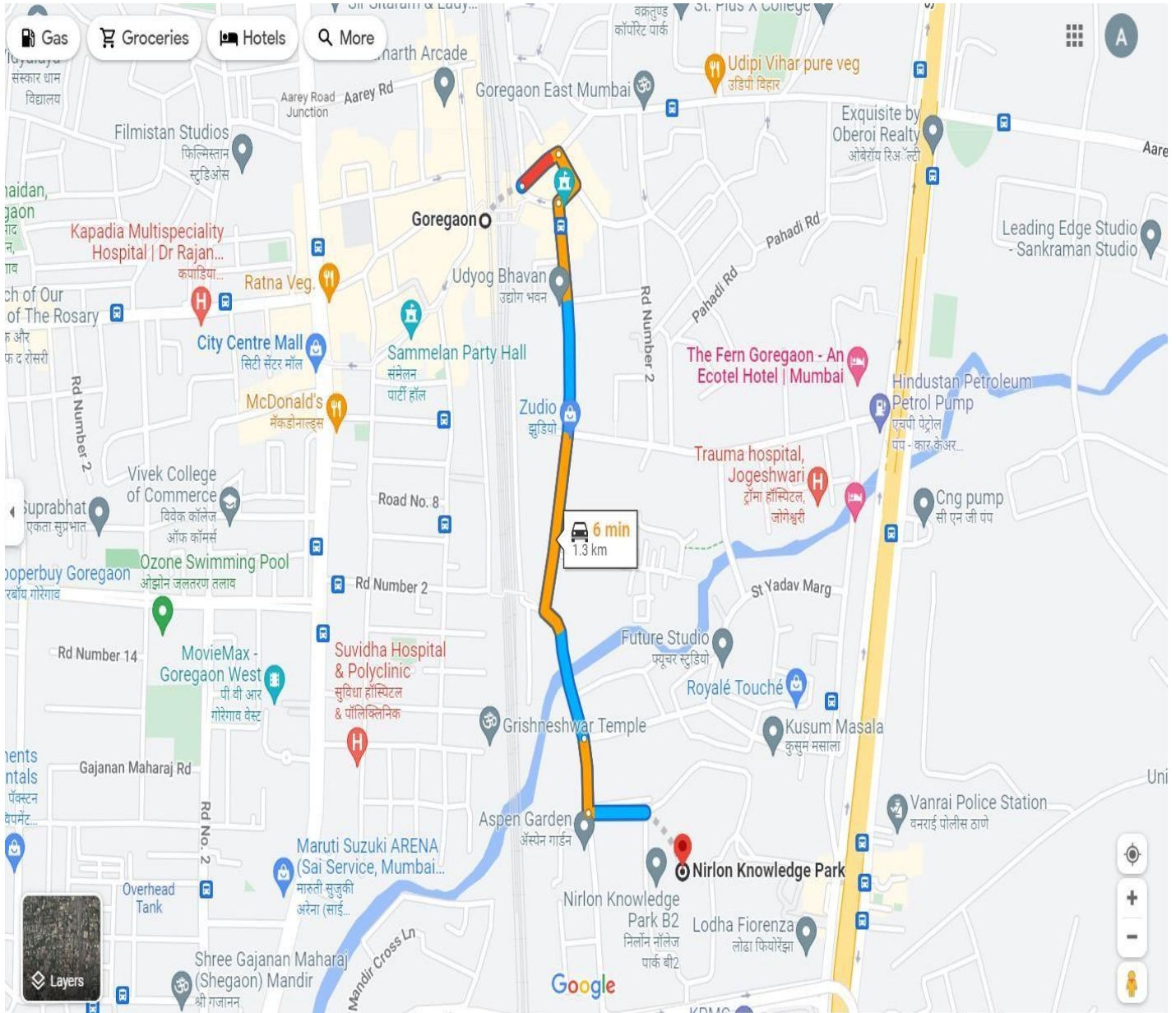
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## Route Map of the Venue of the Annual General Meeting

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



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