NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given for the 8th Annual General Meeting ('PFL/AGM/2025-26') of the Members of Protium Finance Limited ('the Company' or 'PFL') will be held on Thursday, September 24, 2026, 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 2025-26**

   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, 2026, 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, 2026, 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 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 15, 2025 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/- (Rupees Eight Thousand Crore only) on outstanding basis (Limit includes the specific limit of Commercial Paper of Rs. 500,00,00,000/- (Rupees Five Hundred Crore).

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, Chief Financial Officer, 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, Chief Financial officer, 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 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, Chief Financial Officer, 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”.

4. **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 15, 2025 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 concerned parties.

RESOLVED FURTHER THAT Mr. Peeyush Misra, Managing Director & CEO , Mr. Amit Gupta, Chief Financial Officer, 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 Crore 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, Chief Financial Officer, Ms. Anshu Mohta, Company Secretary of the Company, 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, Chief Financial Officer and/or Ms. Anshu Mohta, Company Secretary of the Company, 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/or Ms. Anshu Mohta, Company Secretary of the Company, 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".

5. 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 September 15, 2025 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. 7,500,00,00,000/- (Rupees Seven Thousand Five Hundred Crore 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, Chief Financial officer, 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, Chief Financial Officer, Ms. Anshu Mohta, Company Secretary of the Company, 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, Chief Financial Officer and/or Ms. Anshu Mohta, Company Secretary of the Company, 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/or Ms. Anshu Mohta, Company Secretary of the Company, 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".

For and on behalf of the Board,
Protium Finance Limited

Anshu Mohta

Protium Finance Limited

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 3, 2026
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. The Members whose name appear in the register of members of the Company/in registers maintained with Registrar and Transfer Agent as on the date of AGM shall be entitled to attend and vote at the AGM. The Notice of the AGM is being sent to all the Members at their registered email addresses.

4. 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.

5. 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.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. 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.

8. 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.

9. The Directors' Report, Auditors' Report and Audited Financial Statement for the year ended March 31, 2026, 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.

10. Landmark for location of meeting is near Nirlon Knowledge Park. The Route map is enclosed with the notice.

11. Members are requested to notify any change in their address to the Company immediately.

12. Attendance Slip and Proxy Form are annexed hereto the Notice.

13. The Explanatory Statement pursuant to Sec on 102(1) of the Companies Act, 2013, which sets out details relating to Special Businesses to be transacted at the Annual General Mee ng ("AGM" / "Meeting") is annexed hereto.

14. 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/

15. The Notice of AGM along with Annual Report 2026 is available on the website of the Company at https://protium.co.in/

16. Additional information of a director seeking 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.

17. Manner of voting during the AGM shall be through show of hands, unless a poll is demanded.

18. 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,

Protium

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 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

Protium Finance Limited

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 3, 2026
Place: Mumbai

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Explanatory Statement

In accordance with the provisions of the Section 102 of the Companies Act, 2013 (**"the Companies Act"**) the following explanatory statement forms part of the Notice convening the 8th Annual General Meeting (**"AGM"**).

Item No. 3 & 4

The shareholders of the Company at their General Meeting held on September 15, 2025, 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. 8,000,00,00,000/- (Rupees Eight Thousand Crore 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. 8,000,00,00,000/- (Limit includes the specific limit of Commercial Paper of Rs. 500,00,00,000/-).

As per Sections 180(1)(a) and 180(1)(c) and other applicable provisions of the Act, the Board at its meeting held on August 3, 2026 approved and recommended the same for Members consideration. Accordingly, approval of the Members is being sought by way of passing a Special Resolutions.

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 Crore (Limit includes the specific limit of Commercial Paper of Rs. 500 Crore).

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. 3 & 4 of the accompanying Notice of AGM.

The Board of Directors of the Company recommend the **Special Resolution(s)** as set out at Item Nos. 3 & 4 of the accompanying Notice for the approval of the Members.

Item No. 5

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 September 15, 2025, 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 Crore Only) on an outstanding basis. In view of to support the Company's growing off-book business and future growth plans, the Management has proposed to increase the overall limits from existing Rs. 5,000,00,00,000/- (Rupees Five Thousand Crore Only) to Rs. 7,500,00,00,000/- (Rupees Seven Thousand Five Hundred Crore Only) on an outstanding basis.

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. 7,500,00,00,000/- (Rupees Seven Thousand Five Hundred Crore 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. 5 of the accompanying Notice of the AGM.

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

For and on behalf of the Board,
Protium Finance Limited

Anshu Mohta

Protium Finance Limited

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 3, 2026
Place: Mumbai

Annexure I

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

Name of a Director	**Mr. Peeyush Misra**
Director Identification Number (DIN)	08422699
Age	53 years
Date of first appointment on the Board	April 15, 2019
Qualification	PhD MIT [Incomplete], MBA, IIM Ahmedabad
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. Mr. Misra 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
Directorships held in other companies *(excluding Foreign Companies and Section 8 companies)*	Nil
Chairmanships/ Memberships of Committees in other companies	Nil
Shareholding in the Company	Nil
Number of Board Meetings attended during the year	Five (5)
Relationship with other Directors / Manager / Key Managerial Personnel	None
Remuneration last drawn	Nil
Details of remuneration sought to be paid	Nil
Terms and conditions of appointment/re-appointment	As per terms and conditions mentioned in shareholders' resolution dated June 26, 2023

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 8th AnnualGeneral Meeting of the Company, to be held on Thursday, September 24, 2026 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	Options	
	Matter of Resolution	**For**	**Against**
1	To receive, consider and Adopt the Annual Financial Statements (Standalone and Consolidated) for the Financial Year 2025-26		
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 Approve Borrowing under section 180(1)(c) of the Companies Act, 2013.		
4	Transfer of Loan exposure and / or Creation of charge on the		

	Company's assets, both present and future, to / in favour of lenders.		
5	To approve limits under Section 180(1)(a) for Direct Assignment and Co-lending		

Signed this ……………day of ……….2026

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 theRegistered 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 at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the me appointed for the taking of the poll in accordance with the provisions of the Articles of Association of the Company and in default the instrument of proxy shall not be treated as valid.

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

8th Annual General Meeting dated September 24, 2026
(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 8th Annual General Meeting of the Company, to be held on Thursday, September 24, 2026, 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

Route Map of the Venue of the Annual General Meeting

[Location: Nirlon Knowledge Park, B2, 7th Floor Block B-2, Phase -1, Nirlon Knowledge Park (NKP), Pahadi Village, Off Western Express Highway, Cama Industrial Estate, Goregaon (East), Mumbai - 400063]