



Ref: Protean/Secretarial/2024-25/46

August 31, 2024

To,

BSE Limited (“BSE”)
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001

Scrip Code: 544021
ISIN: INE004A01022

Dear Sir/Madam,

Subject: Notice of the 29th Annual General Meeting (AGM) of the Company

Pursuant to the provisions of Regulation 30, 34 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), please find enclosed the Notice of 29th Annual General Meeting (AGM) of the Company.

The 29th AGM of the Company will be held on **Monday, September 23, 2024 at 02:00 P.M. (IST)** through Video Conferencing / Other Audio Visual Means (“VC / OAVM”) in accordance with the relevant circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”).

In accordance with the relevant circulars issued by MCA and SEBI, the Notice of the AGM is being sent through electronic mode to only those Members of the Company whose e-mail IDs are registered with the Company and/or Depository Participant(s).

In terms of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility to its Members to exercise their right to vote by electronic means as well as e-voting during the AGM, through remote e-voting services of National Securities Depository Limited (“NSDL”). The detailed procedure and instructions for remote e-voting, e-voting during the AGM and joining the AGM are specified in the Notice of AGM.



The remote e-voting period shall commence on **Thursday, September 19, 2024 at 09:00 A.M.** and shall end on **Sunday, September 22, 2024 at 05:00 P.M.** The cut-off date for determining eligibility to vote by remote e-voting or e-voting at the AGM is **Monday, September 16, 2024.**

The Notice of AGM is also available on the Company's website at <https://www.proteantech.in/financial-reports/> and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and records.

Thanking you,

Yours truly,

For Protean eGov Technologies Limited

Maulesh Kantharia
Company Secretary & Compliance Officer
FCS 9637

Encl: As above

PROTEAN EGOV TECHNOLOGIES LIMITED

(CIN: U72900MH1995PLC095642)

Registered Office: 1st Floor, Times Tower, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai – 400 013

Tel: +91 22 4090 4242 **Fax:** +91 22 2491 5217

Email: cs@proteantech.in **Website:** www.proteantech.in

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Ninth (29th) Annual General Meeting (“AGM”)** of Protean eGov Technologies Limited will be held on **Monday, September 23, 2024 at 2:00 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (OAVM) to transact the following business.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at 1st Floor, Times Tower, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

- To receive, consider and adopt:**
 - the audited standalone financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors’ and Auditors’ thereon; and**
 - the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Auditors’ thereon**
- To declare a dividend of ₹ 10/- per equity share on face value of ₹ 10/- each (@ 100%), of the Company for the financial year ended March 31, 2024**
- To appoint a Director in place of Mr. Shailesh Haribhakti (DIN: 00007347) who retires by rotation and being eligible, offers himself for re-appointment**

SPECIAL BUSINESS:

- To re-appoint Mr. Shailesh Kekre (DIN: 07679583) as an Independent Director of the Company for second term**

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

“RESOLVED THAT as per the recommendation of Nomination and Remuneration Committee and the Board of Directors and pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and other applicable provisions of the Companies Act, 2013 (“Act”), if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Shailesh Kekre (DIN: 07679583), who was appointed as an Independent Director (Non-Executive) of the Company at the 27th Annual General Meeting (AGM) of the Company held on September 12, 2022 and who holds office up to May 30, 2025 and is eligible for being re-appointed as an Independent Director and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and his consent to act as a Director and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company to hold office for second term of five (5) consecutive years from May 31, 2025 to May 30, 2030 (both days inclusive) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or the Key Managerial Personnel be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- To re-appoint Mr. Lloyd Mathias (DIN: 02879668) as an Independent Director of the Company for second term**

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

“RESOLVED THAT as per the recommendation of Nomination and Remuneration Committee and the Board of Directors and pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and other applicable provisions of the Companies Act, 2013 (“Act”), if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Lloyd Mathias (DIN: 02879668), who was appointed as an Independent Director (Non-Executive) of the Company at the 27th Annual General Meeting (AGM) of the Company held on September 12, 2022 and who holds office up to June 27, 2025 and is eligible for being re-appointed as an Independent Director and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and his consent to act as a Director and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company to hold office for second term of five (5) consecutive years from June 28, 2025 to June 27, 2030 (both days inclusive) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or the Key Managerial Personnel be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

1st Floor, Times Tower,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

Date: August 5, 2024

Place: Mumbai

6. To appoint Mr. Sriram Krishnan (DIN: 07816879) as a Non-Executive Non-Independent Director of the Company

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

“RESOLVED THAT as per the recommendation of Nomination and Remuneration Committee and the Board of Directors and pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”), if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Sriram Krishnan (DIN: 07816879), who was appointed as an Additional Director in the category of Non-Executive Non-Independent Director with effect from August 05, 2024 by the Board of Directors of the Company pursuant to Section 161(1) of the Act and the Articles of Association of the Company and who holds office till the date of this Annual General Meeting and being eligible to be appointed as a Non-Executive Non-Independent Director and who has submitted his consent to act as a Director and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company from August, 05 2024 and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or the Key Managerial Personnel be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Protean eGov Technologies Limited

Sd/-
Maulesh Kantharia
Company Secretary & Compliance Officer
FCS - 9637

NOTES:

1. The Ministry of Corporate Affairs, ("MCA") has permitted conducting Annual General Meeting ("AGM") through VC/ OAVM. In this regard, MCA vide its General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, General Circular No. 2/2022 dated May 5, 2022, followed by Circular No. 10/2022 dated December 28, 2022, and subsequent Circular No. 09/2023 dated September 25, 2023, (collectively referred as "MCA Circulars"), prescribing the procedure and manner of conducting the AGM through VC/ OAVM without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, and Circular No. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, (collectively referred as "SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"). In compliance with the applicable provisions of the Companies Act, 2013, (the "Act"), MCA Circulars, SEBI Circulars and the SEBI Listing Regulations, the AGM of the Company will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3 to 6 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking re-appointment at this AGM are also annexed.
3. In accordance with the aforesaid MCA and SEBI Circulars, electronic copies of the Notice of the AGM alongwith the Annual Report for the Financial Year 2023-24, are being sent to the Members whose e-mail addresses are registered with the Company or the Depositories/ Depository Participants ("DPs"). In case any Member is desirous of obtaining physical copy

of the Annual Report for the Financial Year 2023-24, kindly send a request to the Company by writing at cs@proteantech.in mentioning their folio number/ DP ID and Client ID. The Notice calling the AGM has been uploaded on the website of the Company at www.proteantech.in.

The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and is also available on the website of National Securities Depository Limited ("NSDL") (agency for providing the remote e-Voting facility), at www.evoting.nsdl.com.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since the AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. The Proxy Form as well as the Attendance Slip and the Route Map of the Registered office are therefore, not annexed to this Notice.
5. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutiniser by e-mail on its registered e-mail address to scrutinizer@snaco.net with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
6. The voting rights of Members shall be proportionate to their share in the paid-up equity share capital of the Company as on the cut-off date.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.

7. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and

Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, on e-Voting facility provided by listed companies, the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-Voting.

For this purpose, the Company has availed the services of NSDL for facilitating voting through electronic means, as the authorised agency, for casting votes using remote e-Voting system on all the resolution(s) set forth in this Notice.

8. The Members can join the AGM through VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 (One Thousand) Members on first come first served basis. This will not include large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Participation of Members attending AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to the Company Secretary & Compliance Officer at cs@proteantech.in from Friday, September 13, 2024 to Monday, September 16, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. Members can submit questions in advance concerning the resolutions to be considered at the AGM, from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN,

mobile number to cs@proteantech.in, to be received on or before Friday, September 20, 2024.

11. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before Monday, September 23, 2024, through e-mail on cs@proteantech.in. The same will be replied by the Company suitably.
12. All documents referred to in the Notice will also be available electronically for inspection, without any payment of by the Members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an e-mail to cs@proteantech.in.

FINAL DIVIDEND FOR FY 2023-24 AND TAX DEDUCTION AT SOURCE (TDS) / WITHHOLDING TAX THEREON

1. The Board of Directors has recommended a final dividend @100% i.e. ₹ 10/- per equity share, for the financial year ended March 31, 2024 for the approval of the shareholders at the upcoming AGM. The Company has fixed Friday, September 6, 2024, as the Record Date for determining entitlement of shareholders to the said dividend.
2. If the final dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source ("TDS") will be made shareholders within a period of 30 days from the date of AGM as under:
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Friday, September 06, 2024;
 - b) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, September 06, 2024.
3. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-

1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

4. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf
5. Pursuant to the provisions of the Income-tax Act, 1961 ("Act") and the Rules framed thereunder, as amended, dividend paid or distributed shall be taxable at the hands of the shareholders and the Company is required to deduct tax at source at the time of making the said payment of dividend.
6. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/Link Intime India Private Limited ("RTA") (if shares are held in physical form).
7. Shareholders are requested to note that if the PAN is not correct/ invalid/ inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.
8. A Resident individual shareholder with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to rnt.helpdesk@linkintime.co.in or upload the documents <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> by Thursday, September 5, 2024.
9. Non-resident shareholders [including Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors ("FPIs")] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required

to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/ JPG Format) by e-mail to rnt.helpdesk@linkintime.co.in or upload the documents <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. The aforesaid declarations and documents need to be submitted by the shareholders by Thursday, September 5, 2024.

10. Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

GENERAL INFORMATION TO THE SHAREHOLDERS

1. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a) For shares held in electronic form - to their Depository Participants ("DPs");
 - b) For shares held in physical form - to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
2. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

3. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
4. 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), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.
5. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

The remote e-voting period begins on Thursday, September 19, 2024 at 09:00 A.M. and ends on Sunday, September 22, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Monday, September 16, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 16, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

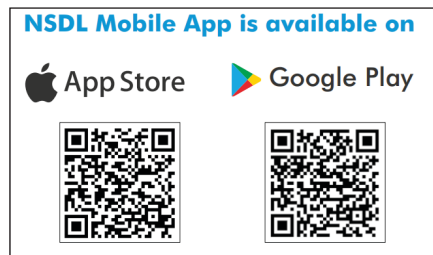
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
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3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 130316 then user ID is 130316001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your

mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutiniser by e-mail to scrutinizer@snaco.net with a copy marked to cs@proteantech.in and evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section

of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to at evoting@nsdl.com.

4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **September 16, 2024**, may obtain the login ID and password by sending a request at evoting@nsdl.com.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000.

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **September 16, 2024**, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to cs@proteantech.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to cs@proteantech.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user

id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions

mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

SCRUTINISER'S REPORT AND DECLARATION OF RESULTS

1. The Board of Directors of the Company have appointed CS S. N. Viswanathan (ACS 61955 ; COP 24335) or failing him CS Malati Kumar (ACS 15508 ; COP 10980) of M/s. S. N. ANANTHASUBRAMANIAN & CO., Company Secretaries (ICSI Unique Code:

P1991MH040400), as the Scrutiniser to scrutinise the e-Voting process including remote e-Voting during the AGM in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

2. The Scrutiniser shall, after the conclusion of the e-Voting at the AGM, count the votes cast during the AGM and the votes cast through remote e-Voting and submit, not later than 2 (two) working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
3. The results declared along with the Scrutiniser's Report shall be placed on the Company's website at www.proteantech.in and on the website of NSDL at www.evoting.nsdl.com immediately after the submission to the Stock Exchange, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. Monday, September 23, 2024.

EXPLANATORY STATEMENT FORMING PART OF THE NOTICE DATED AUGUST 05, 2024

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 4:

To re-appoint Mr. Shailesh Kekre (DIN: 07679583) as an Independent Director of the Company for second term

Mr. Shailesh Kekre (DIN: 07679583) is presently an Independent Director of the Company and member of various Committees of the Company and its subsidiary company(ies).

Mr. Shailesh Kekre was appointed as an Independent Director of the Company by the Members at the 27th Annual General Meeting of the Company held on September 12, 2022 for a period of 3 (three) consecutive years commencing from May 31, 2022 upto May 30, 2025 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of Nomination and Remuneration Committee ("Act"), the Board of Directors at its meeting held on August 5, 2024 had recommended re-appointment of Mr. Shailesh Kekre (DIN: 07679583),

for second term of 5 (five) years in the category of Independent Director (Non-Executive) on the Board of Company, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Kekre is a seasoned management consultant with over 25 years of experience, specialising in technology and digital transformation. As the founder of Budhyati Ventures, he advises technology companies and investment firms on growth strategies, operational efficiency, and business transformation.

Prior to this, he was a Partner at McKinsey & Company, a leading global management consulting firm, where he worked for over 17 years. He has rich experience in counselling Boards, CEOs and CXOs of leading enterprises across North America, Europe and India on topics related to building and scaling of new businesses and enhancing the effectiveness of business operations leveraging technology. While at McKinsey, Mr. Kekre played multiple leadership roles, including in the Firm's Hi-Tech, Digital and Analytics, Service Operations, and Technology Sourcing practices. He was also instrumental in setting up and growing the Firm's office in Bangalore.

Mr. Kekre holds a Bachelor's degree of Technology in Electrical Engineering from the Indian Institute of Technology, Kanpur and a Post Graduate Diploma in Management from the Indian Institute of Management, Calcutta. Currently, he is also the Chairperson and Independent Director on the Board of eClerx Services and Non-Executive Director on the Board of Protean Account Aggregator Limited.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Kekre's qualifications and the rich experience of more than 25 years in the above-mentioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Shailesh Kekre continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

In the opinion of the Board, Mr. Shailesh Kekre fulfils the conditions specified in the Companies Act, 2013 ("Act") and the Rules made thereunder for his appointment as an Independent Director of the Company, he is not debarred from holding the office of Director by virtue of any SEBI Order and he is independent of the management.

The Company has received a declaration from Mr. Shailesh Kekre confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Shailesh Kekre has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Kekre has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Kekre has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. Mr. Kekre has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data

bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The terms and conditions of appointment of Mr. Shailesh Kekre shall be open for inspection, without any fee, by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The same is also available on the Company's website.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice in Annexure A and Annexure B.

The Board recommends the passing of the resolution as set out at Item No. 4 as a Special Resolution for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company, except Mr. Shailesh Kekre, are concerned or interested in the resolution either personally or through their relatives.

Item No. 5:

To re-appoint Mr. Lloyd Mathias (DIN: 02879668) as an Independent Director of the Company for second term

Mr. Lloyd Mathias (DIN: 02879668) is presently an Independent Director of the Company, Chairperson of Nomination & Remuneration Committee and member of various Committees of the Company.

Mr. Lloyd Mathias was appointed as an Independent Director of the Company by the Members at the 27th Annual General Meeting of the Company held on September 12, 2022 for a period of 3 (three) consecutive years commencing from June 28, 2022 upto June 27, 2025 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors at its meeting held on August 5, 2024 had recommended re-appointment of Mr. Lloyd Mathias (DIN: 02879668) for second term of 5 (five) years in the category of Independent Director (Non-Executive) on the Board of Company, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Lloyd Mathias is an Angel Investor and Business Strategist. He invests, partners and collaborates with

founders of early-stage companies in the areas of AI, EdTech, data analytics and digital technology.

Mr. Mathias has held senior leadership roles in in Fortune 500 companies in India and the Asia-Pacific region in Consumer Goods, Telecoms and Technology. He was the marketing head of HP Inc.'s Personal Computer for the Asia Pacific region based in Singapore till 2017. In previous corporate roles he was President & CMO at Tata Teleservices and Country Sales Director for Motorola in India, Bangladesh, Nepal and Sri Lanka.

He had his basic grounding in consumer goods spending 12 years with PepsiCo. His last role was Executive VP Marketing and Category Director for PepsiCo's beverages in India.

He has been Chairman of MRUC (Market Research Users Council) the publishers of the Indian Readership Survey (IRS), he was the Co-Chair of the Device Strategy Council of the International Mobility Development Group, USA and Asia Board Member of the CMO Council.

In 2007 Mr. Mathias was named among the world's top 15 marketers, by International List magazine - a list that celebrates those international marketers behind outstanding cross border campaigns.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Mathias's qualifications and the rich experience of over three decades in the above-mentioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Lloyd Mathias continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

In the opinion of the Board, Mr. Lloyd Mathias fulfils the conditions specified in the Companies Act, 2013 ("Act") and the Rules made thereunder for his appointment as an Independent Director of the Company, he is not debarred from holding the office of Director by virtue of any SEBI Order and he is independent of the management.

The Company has received a declaration from Mr. Lloyd Mathias confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Lloyd Mathias has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Lloyd Mathias has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Mathias has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. Mr. Mathias has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The terms and conditions of appointment of Mr. Lloyd Mathias shall be open for inspection, without any fee, by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The same is also available on the Company's website.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice in Annexure A and Annexure B.

The Board recommends the passing of the resolution as set out at Item No. 5 as a Special Resolution for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company, except Mr. Lloyd Mathias, are concerned or interested in the resolution either personally or through their relatives.

Item No. 6:

To appoint Mr. Sriram Krishnan (DIN: 07816879) as a Non-Executive Non-Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee ("NRC") and as per the terms of the provisions of Section 161(1) of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, the Board of Directors appointed Mr. Sriram

Krishnan (DIN: 07816879) as an Additional Director in the category of Non-Executive Non-Independent Director with effect from August 5, 2024 to hold the office till the date of this Annual General Meeting.

Mr. Sriram Krishnan is a qualified Chartered Accountant and Cost Accountant. He has over 28 years of work experience in the Indian Banking and Capital Markets space. He has spent about 22 years with multinational organizations, across corporate and institutional banking, asset management, and securities services at various levels of seniority. He is presently associated with the National Stock Exchange of India Limited as Chief Business Development Officer. His role entails establishing and managing business strategy and advocacy, product lifecycle and all business alliances and relationships. He also oversees marketing & corporate communication and economic policy & research. In his previous roles, he has worked for over 21 years across HSBC, Citi and Deutsche Bank.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company recommended to the Board that Mr. Sriram's qualifications and the rich experience of around three decades in the above-mentioned areas meets the skills and capabilities required for the role of Director of the Company. The Board is of the opinion that Mr. Sriram Krishnan possesses the identified core skills, expertise and competencies fundamental for effective functioning in his role as a Director of the Company and his association would be of immense benefit to the Company.

In the opinion of the Board, Mr. Sriram Krishnan fulfils the conditions specified in the Companies Act, 2013 ("Act") and the Rules made thereunder for his appointment as

Registered Office:

1st Floor, Times Tower,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

Date: August 5, 2024

Place: Mumbai

a Director of the Company and he is not debarred from holding the office of Director by virtue of any SEBI Order.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Sriram Krishnan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Sriram Krishnan has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Sriram has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act.

The terms and conditions of appointment of Mr. Sriram Krishnan shall be open for inspection, without any fee, by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The same is also available on the Company's website.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice in Annexure A and Annexure B.

The Board recommends the passing of the resolution as set out at Item No. 6 as an Ordinary Resolution for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company, except Mr. Sriram Krishnan, are concerned or interested in the resolution either personally or through their relatives.

By Order of the Board of Directors
For Protean eGov Technologies Limited

Sd/-
Maulesh Kantharia
Company Secretary & Compliance Officer
FCS - 9637

Details pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations read with Secretarial Standard 2 on General Meetings

Name of the Directors	Mr. Shailesh Haribhakti (DIN: 00007347)	Mr. Shailesh Kekre (DIN: 07679583)	Mr. Lloyd Mathias (DIN: 02879668)	Mr. Sriram Krishnan (DIN: 07816879)
Category	Non-Executive Non-Independent Director	Independent Director	Independent Director	Non-Executive Non-Independent Director
Age	68 years	51 years	59 years	52 years
Date of first appointment on the Board	May 23, 2012	May 31, 2022	June 28, 2022	August 05, 2024
Qualifications	<ul style="list-style-type: none"> • Fellow Chartered Accountant • Fellow Cost & Works Accountant • Certified Financial Planner • Certified Fraud Examiner • Certified Internal Auditor • Global Competent Boards Designation 	<ul style="list-style-type: none"> • Post Graduate Diploma in Management from IIM Calcutta • Bachelor of Technology - Electrical Engineering from IIT Kanpur 	<ul style="list-style-type: none"> • Master of Management Studies - Marketing & International Marketing from Somaiya Institute of Management, University of Mumbai • Senior Executive Program (SEP) - Strategy, Leadership & Transformation from London Business School, UK • Bachelor of Science - Geology from St. Xavier's College, University of Mumbai 	<ul style="list-style-type: none"> • Chartered Accountant • Cost Accountant
Experience	Over 30 years of experience	Refer Explanatory Statement of Item No. 4	Refer Explanatory Statement of Item No. 5	Over 28 years of experience
No. of Board Meetings attended during FY 2023-24	10 out of 10	10 out of 10	10 out of 10	Not Applicable
List of Directorship held in other companies	As per Annexure B	As per Annexure B	As per Annexure B	As per Annexure B

Name of the Directors	Mr. Shailesh Haribhakti (DIN: 00007347)	Mr. Shailesh Kekre (DIN: 07679583)	Mr. Lloyd Mathias (DIN: 02879668)	Mr. Sriram Krishnan (DIN: 07816879)
Particulars of Committee Chairmanship/ Membership held in other Public Companies	As per Annexure B	As per Annexure B	As per Annexure B	As per Annexure B
Listed Companies from which resigned in the past three years (including completion of tenure)	<ul style="list-style-type: none"> • L&T Finance Limited • Torrent Pharmaceuticals Limited • Blue Star Limited 	None	None	None
Shares held in the Company	Nil	Nil	Nil	Nil
Relationship with other Directors/ Manager/ KMP of the Company	None	None	None	None
Terms and Conditions of appointment/ reappointment	Not Applicable, since Director is seeking re-appointment pursuant to retirement by rotation	As mentioned in Explanatory Statement of Item No. 4	As mentioned in Explanatory Statement of Item No. 5	As mentioned in Explanatory Statement of Item No. 6
Remuneration sought to be Paid	<p>Sitting Fees and profit related Commission as may be approved by NRC and Board from time to time.</p> <p>Any Commission shall be paid as per the limit approved by the member in the annual general meeting.</p>	<p>Sitting Fees and profit related Commission as may be approved by NRC and Board from time to time.</p> <p>Any Commission shall be paid as per the limit approved by the member in the annual general meeting.</p>	<p>Sitting Fees and profit related Commission as may be approved by NRC and Board from time to time.</p> <p>Any Commission shall be paid as per the limit approved by the member in the annual general meeting.</p>	Sitting Fees
Remuneration last drawn during FY 23-24	<p>Sitting Fees – ₹ 35 lakhs</p> <p>Commission – ₹ 31 lakhs</p>	<p>Sitting Fees – ₹ 32 lakhs</p> <p>Commission – ₹ 16 lakhs</p>	<p>Sitting Fees – ₹ 31 lakhs</p> <p>Commission – ₹ 15 lakhs</p>	Not applicable

List of Directorship and particulars of Committees Chairmanship / Membership of the Directors proposed to be appointed / re-appointed

MR. SHAILESH HARIBHAKTI (DIN: 00007347)

Name of Companies	Name of Committees	Chairperson / Member
Listed Public Company		
1. Protean eGov Technologies Limited	i. Risk Management Committee	Chairperson
	ii. Corporate Social Responsibility and Sustainability Committee	Member
	iii. Strategy & Growth Committee	Member
	iv. Technology & Innovation Committee	Member
2. Bajaj Electricals Limited	i. Audit Committee	Member
	ii. Nomination and Remuneration Committee	Member
	iii. Independent Directors Committee	Member
3. Adani Total Gas Limited	i. Audit Committee	Chairperson
	ii. Merger & Amalgamation Committee	Chairperson
	iii. Corporate Social Responsibility Committee	Member
	iv. Public Consumer Committee	Member
	v. Reputation Risk Committee	Member
	vi. Legal, Regulatory & Tax Committee	Member
4. TVS Motor Limited	i. Audit Committee	Chairperson
Unlisted Public Company		
5. Future Generali India Life Insurance Company Limited	i. Audit Committee	Chairperson
	ii. Nomination and Remuneration Committee	Member
6. Future Generali India Insurance Company Limited	i. Audit Committee	Member
	ii. Nomination and Remuneration Committee	Member
7. Swiggy Limited	i. Audit Committee	Chairperson
	ii. Risk Management Committee	Member
8. Aakash Educational Services Limited	i. Audit Committee	Member
	ii. Nomination & Remuneration Committee	Member
Private Company		
9. Brookprop Management Services Private Limited	i. Audit Committee	Chairperson
	ii. Nomination and Remuneration Committee	Member
	iii. Risk Management Committee	Member
10. Energys Infotech India Private Limited	i. Audit Committee	Chairperson
	ii. Investment Committee	Chairperson
	iii. Environmental, Social and Governance Committee	Chairperson

Name of Companies	Name of Committees	Chairperson / Member
11. Mirae Asset Investment Managers (India) Private Limited	i. Audit Committee	Chairperson
	ii. Risk Management Committee	Chairperson
	iii. Corporate Social Responsibility Committee	Chairperson
	iv. Unit Holder Protection Committee	Chairperson
12. YCWI Green Solutions Private Limited	--	--
13. Stair Digital Private Limited	--	--
14. Gaja Trustee Company Private Limited	--	--
15. IBS Fintech India Private Limited	--	--
16. Rapidue Technologies Private Limited	--	--
17. Goveva Private Limited	--	--
18. Planet People And Profit Consulting Private Limited	--	--
Section 8 Company		
19. Bharat Clean Rivers Foundation	--	--

MR. SHAILESH KEKRE (DIN: 07679583)

Name of Companies	Name of Committees	Chairperson / Member
Listed Public Company		
1. Protean eGov Technologies Limited	i. Nomination and Remuneration Committee	Member
	ii. Technology & Innovation Committee	Member
	iii. Strategy & Growth Committee	Chairperson
2. Eclerx Services Limited	i. Audit Committee	Member
	ii. Nomination and Remuneration Committee	Member
	iii. Corporate Social Responsibility and Environment Social & Governance Committee	Member
Unlisted Public Company		
3. Protean Account Aggregator Limited	i. Nomination and Remuneration Committee	Chairperson
	ii. Risk Management Committee	Member

MR. LLOYD MATHIAS (DIN: 02879668)

Name of Companies	Name of Committees	Chairperson / Member
Listed Public Company		
1. Protean eGov Technologies Limited	i. Nomination & Remuneration Committee	Chairperson
	ii. Audit Committee	Member
	iii. Strategy & Growth Committee	Member
2. NEXT Media Works Limited	i. Audit Committee	Member
3. DIGICONTENT Limited	i. Audit Committee	Member
Unlisted Public Company		
4. NEXT Radio Limited	i. Audit Committee	Member
	ii. Nomination & Remuneration Committee	Member
5. HT Digital Streams Limited	--	--
Private Company		
6. Quantum Asset Management Company Private Limited	i. Nomination & Remuneration Committee	Chairperson

MR. SRIRAM KRISHNAN (DIN: 07816879)

Name of Companies	Name of Committees	Chairperson / Member
Listed Public Company		
1. Protean eGov Technologies Limited	i. Stakeholders' Relationship Committee	Member
	ii. Corporate Social Responsibility and Sustainability Committee	Member
Unlisted Public Company		
2. India International Bullion Holding IFSC Limited	--	--
3. National Securities Depository Limited	i. Audit Committee	Member
	ii. Stakeholders Relationship Committee	Member
	iii. Standing Committee on Technology	Member
	iv. Regulatory Oversight Committee	Member
4. India International Bullion Exchange IFSC Limited	--	--
5. India International Depository IFSC Limited	--	--
6. NSE Investments Limited	--	--
7. Cogenics Information Services Limited	--	--
8. NSE Indices Limited	--	--
9. NSE IFSC Limited	i. Business Development Committee	Member

Note: The above details are based on the disclosures submitted by the respective Directors to the Company.