

A.TREDS LIMITED

NOTICE is hereby given that the Seventh Extra-Ordinary General Meeting of the Members of A. TREDS Limited will be held on **Thursday, 11th March, 2021** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), deemed to be held at Axis House, 8th Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai- 400 025 **at 12.30 P.M.** at a shorter notice to transact the following businesses:

SPECIAL BUSINESS:

1. To consider and pass with or without modification(s), the following Resolution, as an **Ordinary Resolution:**

APPOINTMENT OF SHRI NEERAJ GAMBHIR (DIN 00257375) AS NON-EXECUTIVE DIRECTOR

"**RESOLVED THAT** pursuant to the provisions of Section 62 and Section 152 and other applicable provisions of the Companies Act, 2013, read with the relevant Rules made thereunder (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force), and the rules, guidelines and circulars issued by the Reserve Bank of India, in this regard, from time to time, **Shri Neeraj Gambhir** (DIN 00257375), who was appointed as an Additional Non - Executive Director of the Company, with effect from 12th November, 2020 and who holds office as such upto the date of ensuing Annual General Meeting, be and is hereby appointed as a Non - Executive Director of the Company, with effect from 11th March, 2021, **AND THAT** Shri Neeraj Gambhir be liable to retire by rotation."

2. To consider and pass with or without modification(s), the following Resolution, as a **Special Resolution:**

RATIFICATION OF REMUNERATION OF MANAGING DIRECTOR AND CEO FOR FY 2020-21

"**RESOLVED THAT** pursuant to the provisions of Sections 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and Nomination and Remuneration Policy of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board and such other approvals, permissions and sanctions of such other authorities and/or agencies or Central Government, if any, as may be required in this regard and subject to the provisions of the Articles of Association of the Company, the remuneration payable to **Shri Prakash Sankaran** (DIN: 08581871), Managing Director & CEO of the Company w.e.f. 1st October 2020 along with a Variable Pay for the FY 2019-20, be and is hereby ratified as follows,:

Particulars of	Shri. Prakash Sankaran, Managing Director & CEO
Remuneration	
Performance Rating	MP+
FY 2019 - 20	

Corporate Office: 11th Floor, Ashar IT Park, Road No. 16Z, Wagle Industrial Estate, Thane (West) – 400 604.

Telephone No. 022-62357300 Website: www.invoicemart.com

Registered Office: Axis House, C-2, Wadia International Centre, P B Marg, Worli, Mumbai – 400 025

Telephone No.022-24252525, CIN-U74999MH2016PLC281452



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Fixed Pay FY 2019 -20	₹ 96,54,442
Revised Fixed Pay FY 2020 -21	₹ 1,03,30,300
Variable Pay FY 2019-20	₹ 6,46,000
Provident Fund	12% of basic pay with equal contribution by the company or as may be decided by the Board from time to time.
Gratuity	One month's salary for each completed year of service or part thereof as per the Gratuity Act
Leave	As per the Company's rule.
Insurance	As per the Company's rule.
Other terms	As per the company's HR rule and as may be agreed by the board, from time to time.

*Variable Pay payable to the MD & CEO, is for the period 12th Nov'19 to 31st Mar'20.

RESOLVED FURTHER THAT subject to the approvals of the concerned authorities as necessary and applicable, the terms and conditions of the aforesaid remuneration payable to the said Managing Director & CEO be varied/alterd/revised in such manner as may be deemed fit from time to time.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director & CEO, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Officer (s) of the Company, to give effect to this resolution."

By Order of the Board
For A.TREDS Limited,

Manakshi Agarwal



Place: Mumbai
Date: 02.03.2021

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Notes:

1. In view of the ongoing covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated 8th April, 2020 read with circulars dated 13th April, 2020, 15th June, 2020, 28th September, 2020 and 31st December, 2020 ("Circulars") has permitted holding of Extra Ordinary General Meeting ("EGM") through VC / OAVM. Accordingly, in compliance with the requirements of Companies Act, 2013 and the Circulars, the EGM is being held through VC / OAVM.
2. Pursuant to the provisions of the Circulars, since the EGM is being held through VC / OAVM, physical attendance of members has been dispensed away with. Hence, facility for appointment of proxy is not available for this meeting. Accordingly, attendance slip and proxy form do not form a part of this Notice.
3. Members attending the EGM through VC / OAVM shall be considered for the purpose of quorum as per Section 103 of the Companies Act, 2013.
4. Pursuant to the aforesaid circulars, Notice will be available on the Company's website – www.invoicemart.com
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Registered Office of the Company a certified copy of the latest Board Resolution authorizing their representative to attend and vote at the Meeting on their behalf.
6. Since the meeting is held through VC / OAVM, route map for the venue of the Meeting is not attached herewith.
7. The relevant statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item Nos. 1 & 2 of this Notice is annexed herewith.
8. The Members will receive an invite email with a link for Microsoft Teams at their registered email IDs. On clicking the link, the Members can join the EGM. Members seeking any information relating to joining the meeting may contact the Company Secretary at meenakshi.agarwal@invoicemart.com
9. Members who wish to seek any information with regard to any matter with respect to the matters to be placed at the EGM may write to the Company Secretary at meenakshi.agarwal@invoicemart.com.

By Order of the Board
For A.TREDS Limited,



Meenakshi Agarwal
Meenakshi Agarwal
Company Secretary

Place: Mumbai
Date: 2nd March, 2021

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ANNEXURE TO NOTICE - STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Shri Neeraj Gambhir was appointed as an Additional Non - Executive Director (nominee of Axis Bank Limited) of the Company w.e.f. 12th November, 2021, in terms of Shareholders Agreement and Share Subscription Agreement entered between the Company, Axis Bank Limited and Mjunction Services Limited. Under Section 161 of the Companies Act, 2013, read with relevant provisions of the Articles of Association of the Company, he continues to hold office as an Additional Director of the Company until the conclusion of the ensuing Annual General Meeting. Mr. Neeraj Gambhir is the Group Executive – Treasury, Markets & Wholesale Banking Products of Axis Bank since May, 2020. Shri Neeraj Gambhir does not hold any equity share of the Company.

He has over 25 years of experience in the financial services industry with expertise in Fixed Income, Foreign Exchange, Capital Markets, Structured Finance, Derivatives, Risk Management and Investment Banking areas.

Previously, he was the Managing Director and Head of Fixed Income for Nomura Holding Inc India, where he set up and grew their Fixed Income franchise in the country. Prior to that, he was the Managing Director of Lehman Brothers India and a Senior General Manager and Global Head of Structured Finance & Balance Sheet Management at ICICI Bank.

Mr. Gambhir is a Board Member & former Chairman of Fixed Income and Money Market Dealers Association of India. He helped establish the Clearing Corporation of India and was a Nominee Director of its Board. He was also the Vice Chairman of the task force set up by Ministry of Finance - Government of India, for establishing a Public Debt Management Office in India. Additionally, he was involved in India - Japan discussions for financial co-operation.

Mr. Gambhir holds a Bachelor of Engineering degree in Computer Science and is a Post Graduate in Business Management from Indian Institute of Management, Lucknow where he was awarded PGP Chairman's Medal.

The Board recommends passing of the resolution as set out in Item No. 1 of this Notice.

Shri Neeraj Gambhir is not related to any other Director of the Company. Except for Shri Neeraj Gambhir and his relatives, none of the other Directors or the Key Managerial Personnel of the Company and their relatives are in any way financially or otherwise concerned or interested in the passing of this Ordinary Resolution.

Item No. 2

Pursuant to the provisions of Sections 196 and 197 of the Companies Act, 2013 and Section II of Part II of Schedule V, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial personnel not exceeding Rs. 84

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lakh where the effective capital Rs. 5 crore and above but less than Rs. 100 crore, provided further that the remuneration in excess of the above limits may be paid if a special resolution is passed in the General Meeting.

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 13th October, 2020 and 15th January, 2021 have approved a fixed remuneration of ₹1,03,30,300 for the financial year 2020-21.

In view of the aforesaid provisions of the Companies Act, 2013, it is proposed to obtain ratification from the shareholders by passing a special resolution for payment of remuneration to Shri Prakash Sankaran in excess of the limits specified under Schedule V.

The Board recommends passing of the resolution as set out in Item No. 2 of this Notice.

Shri Prakash Sankaran is not related to any other Director of the Company.

Except for Shri Prakash Sankaran and his relatives, none of the other Directors or the Key Managerial Personnel of the Company and their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution.

**By Order of the Board
For A.TREDS Limited**

Menakshi Agarwal
Company Secretary



**Place: Mumbai
Date: 2nd March, 2021**

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