

A.TREDS LIMITED

NOTICE is hereby given that the Eighth Extra-Ordinary General Meeting of the Members of A. TREDS Limited will be held on **Friday, 13th August, 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 6.00 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 a **Special Resolution:**

RE-APPOINTMENT OF SHRI RAKESH MAKHIJA (DIN 00117692) AS AN INDEPENDENT DIRECTOR

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder (the "Act"), and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, Shri Rakesh Makhija (DIN 00117692) whose first term as an Independent Director has expired on 27th July, 2021 and who meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Act and who is eligible to be re-appointed as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director for his second term of three years, with effect from 28th July, 2021 up to 27th July, 2024 (both days inclusive AND THAT during his tenure as an Independent Director of the Company, Shri Rakesh Makhija shall not be liable to retire by rotation, in terms of Section 149(13) of the Act."

"RESOLVED FURTHER THAT the Director(s)/Officer(s) of the Company be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory/regulatory authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in his/her sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any other Director(s)/ Officer(s) of the Company, to give effect to this Resolution."

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

RE-APPOINTMENT OF SHRI DIPAK BANERJEE (DIN 00028123) AS AN INDEPENDENT DIRECTOR

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder (the "Act"), and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and

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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the Board, Shri Dipak Banerjee (DIN 00028123) whose first term as an Independent Director has expired on 27th July, 2021 and who meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Act and who is eligible to be re-appointed as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director for his second term of three years, with effect from 28th July, 2021 up to 27th July, 2024 (both days inclusive AND THAT during his tenure as an Independent Director of the Company, Shri Dipak Banerjee shall not be liable to retire by rotation, in terms of Section 149(13) of the Act."

"**RESOLVED FURTHER THAT** the Director(s)/Officer(s) of the Company be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with statutory/regulatory authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in his/her sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any other Director(s)/ Officer(s) of the Company, to give effect to this Resolution."

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



**Place: Mumbai
Date: 31.07.2021**

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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, 31st December, 2020 and 23rd June, 2021 ("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 the matter 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
Company Secretary

Place: Mumbai
Date: 31st July, 2021

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

Item No. 1

Shri Rakesh Makhija (aged 70 years) was appointed as an Independent Director (nominee of Axis Bank Limited) of the Company w.e.f. 28th July, 2016 for a period of 5 years, in terms of Shareholders Agreement and Share Subscription Agreement entered between the Company, Axis Bank Limited and Mjunction Services Limited. Shri Rakesh Makhija brings to the Board his rich experience and insights. He has contributed immensely during the deliberations at the meetings of the Board and the Committees in which he is a Member/Chairperson, held during the year under reference. The company continues to benefit immensely from his leadership and guidance. Pursuant to the recommendation of the Nomination and Remuneration Committee (the "Committee"), the Board of Directors of the company (the "Board") at its meeting held on 14th July, 2021, considered and approved re-appointment of Shri Rakesh Makhija as the Independent Director of the Company, with effect from 28th July, 2021, subject to the approval of the Members of the company.

Brief profile of Shri Rakesh Makhija is given below:

Shri Rakesh Makhija is an Engineer from the Indian Institute of Technology, New Delhi. During his career spanning over four decades, Shri Rakesh Makhija has been an active contributor to the Industrial and Technology sectors, both internationally and in India. Shri Rakesh Makhija has held a number of top management positions within the SKF Group. He was the President for the Industrial Market (Strategic Industries) and a member of the Group Executive Committee, based in Gothenburg, Sweden. Prior to this, he was President of SKF Asia with overall responsibility for China and India. He was the Managing Director of SKF India from 2002 till 2009. He was recipient of the prestigious 'CNBC Business Leader Award for Talent Management' in 2007. Prior to joining SKF, Shri Rakesh Makhija was the CEO and Managing Director of Tata Honeywell Limited. He was subsequently appointed as the Country Manager and Managing Director of Honeywell International, with responsibilities for company's business in South Asia. Prior to Honeywell, Shri Rakesh Makhija worked with Kinetics Technology International BV (now Technip), a process engineering and contracting company in the Netherlands for over eight years.

Shri Rakesh Makhija has attended all the Board and Committee meetings of the company held during FY 2020-21. He does not hold or has held any equity share of the company. Shri Rakesh Makhija is not related to any other Director or Key Managerial Personnel of the Company and in the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder.

The Board recommends passing of the Special Resolution as set out in Item No. 1 of this Notice, for the approval of the Members.

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Except for Shri Rakesh Makhija and his relatives, none of the other Directors and Key Managerial Personnel of the company and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution as set out in Item No. 1 of this Notice.

Item No. 2

Shri Dipak Banerjee (aged 75 years) was appointed as an Independent Director (nominee of Mjunction Services Limited) of the Company w.e.f. 28th July, 2016 for a period of 5 years, in terms of Shareholders Agreement and Share Subscription Agreement entered between the Company, Axis Bank Limited and Mjunction Services Limited. Shri Dipak Banerjee brings to the Board his rich experience and insights. He has contributed immensely during the deliberations at the meetings of the Board and the Committees in which he is a Member/Chairperson, held during the year under reference. The company continues to benefit immensely from his leadership and guidance. Pursuant to the recommendation of the Nomination and Remuneration Committee (the "Committee"), the Board of Directors of the company (the "Board") considered and approved re-appointment of Shri Dipak Banerjee as the Independent Director of the Company, with effect from 28th July, 2021, subject to the approval of the Members of the company.

Brief profile of Shri Dipak Banerjee is given below:

Mr. Banerjee started his career with Life Insurance Corporation in 1970 and thereafter, in 1975, joined Hindustan Lever. His tenure with Lever included a two year secondment to Lever Brother, Nigeria. Since 1992, he served as the Commercial Director of Unilever Plantations Group. Mr. Dipak Kumar Banerjee served as a Commercial Officer of Africa and Middle East Group of Unilever, London from 1993 to 1997. He served as Chairman of Unilever Uganda Ltd. until July 2000, where he used to look after seven countries which were Uganda, Ethiopia, Eritrea, Djibouti, Somalia, Rwanda and Burundi. Mr. Dipak Banerjee is an Independent Director in number of reputed companies.

Shri Dipak Banerjee has attended all the Board and Committee meetings of the company held during FY 2020-21. He does not hold or has held any equity share of the company. Shri Dipak Banerjee is not related to any other Director or Key Managerial Personnel of the Company and in the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder.

The Board recommends passing of the Special Resolution as set out in Item No. 2 of this Notice, for the approval of the Members.

Except for Shri Dipak Banerjee and his relatives, none of the other Directors and Key Managerial Personnel of the company and their relatives are in any way financially or otherwise concerned or interested in the passing of the resolution as set out in Item No. 2 of this Notice.

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By Order of the Board
For A.TREDS Limited

Menakshi Agarwal

Company Secretary

Place: Mumbai

Date: 31st July, 2021

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