

**NOTICE** is hereby given that the Sixth Annual General Meeting of the Members of A. TREDs Limited will be held **on Thursday, 14th July, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**, deemed to be held at Axis House, 8<sup>th</sup> Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 025 **at 10.30 A.M. at shorter notice** to transact the following businesses:

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2022 and the Reports of the Directors and the Auditors thereon; and
2. To appoint a director in place of Shri Neeraj Gambhir (DIN 0257375), who retires by rotation and being eligible, has offered himself for re-appointment.
3. To appoint a director in place of Shri Rajiv Anand (DIN 02541753), who retires by rotation and being eligible, has offered himself for re-appointment.
4. To re-appoint S.R. Batliboi & Co. LLP (FRN: 301003E / E300005) as Statutory Auditors of the Company for a period of four years.

**SPECIAL BUSINESS:**

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

APPOINTMENT OF SHRI ANINDA CHATTERJEE (DIN 01760865) AS A NON-EXECUTIVE DIRECTOR

**"RESOLVED THAT** pursuant to the provisions of 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 Aninda Chatterjee** (DIN 01760865), who was appointed as an Additional Non - Executive Director of the Company, with effect from 3<sup>rd</sup> December, 2021 and who holds office as such upto the date of this Annual General Meeting, be and is hereby appointed as a Non - Executive Director of the Company, with effect from 3<sup>rd</sup> December, 2021, **AND THAT** Shri Aninda Chatterjee shall be liable to retire by rotation."

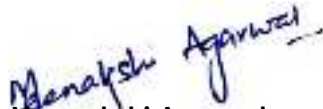
6. To consider and pass with or without modification(s), the following Resolution, as a **Special Resolution**:

APPROVAL OF REMUNERATION OF MANAGING DIRECTOR AND CEO FOR FY 2022-23

**“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 Board and subject to the provisions of the Articles of Association of the Company, the approval of the members be and is hereby accorded for payment of remuneration for FY 2022-23 to Shri Prakash Sankaran (DIN: 08581871), who was appointed as Managing Director of the Company at the 6th Extra Ordinary General Meeting held on November 11, 2019, as set out in the Explanatory Statement.

**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.”

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



**Meenakshi Agarwal  
Company Secretary**

**Place: Mumbai  
Date: 13.07.2022**

**Notes:**

1. In view of the ongoing covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated 5<sup>th</sup> May, 2020 read with circular dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 13<sup>th</sup> January, 2021 and 5<sup>th</sup> May, 2022 ("Circulars") has permitted holding of Annual General Meeting ("AGM") through VC / OAVM. Accordingly, in compliance with the requirements of Companies Act, 2013 and the Circulars, the AGM is being held through VC / OAVM.
2. Pursuant to the provisions of the Circulars, since the AGM 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 AGM 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, Annual Report for FY 2021-22 alongwith the Notice is being sent to the Members only through electronic mode. Annual Report for FY 2021-22 and the Notice will also be available on the Company's website – [www.invoicemart.com](http://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 No. 5&6 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 AGM. Members seeking any information relating to joining the meeting may contact the Company Secretary at [meenakshi.agarwal@invoicemart.com](mailto:meenakshi.agarwal@invoicemart.com)
9. Members who wish to seek any information with regard to the accounts or any other matter with respect to the matters to be placed at the AGM may write to the Company Secretary at [meenakshi.agarwal@invoicemart.com](mailto:meenakshi.agarwal@invoicemart.com)

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



**Meenakshi Agarwal**

**Place: Mumbai**

**ANNEXURE TO NOTICE - STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 5**

**Shri Aninda Chatterjee** was appointed as an Additional Non - Executive Director (nominee of Mjunction Services Limited) of the Company w.e.f. 3<sup>rd</sup> December, 2021, in terms of Shareholders Agreement and Share Subscription Agreement entered amongst 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 a Director of the Company until the conclusion of the ensuing Annual General Meeting. Shri Aninda Chatterjee does not hold any equity shares of the Company.

Shri Aninda Chatterjee is Vice President, Finance & Chief Financial Officer (CFO) at mjunction services, where he is responsible for the Finance & Accounts, Secretarial and Legal portfolios.

He is a Chartered Accountant from Institute of Chartered Accountants of India, a Cost Accountant from Institute of Cost and Works Accountants of India and an alumni of XLRI Jamshedpur. He has over 30 years of experience in the finance, supply chain, manufacturing, operations management, project management and general management, cutting across various industries.

Before joining mjunction, he was Managing Director of the West Bengal Electronics Industry Development Corporation Limited (Webel).

In the past, he has been associated with organisations such as Bengal Aerotropolis Projects Pvt. Ltd., Nokia Siemens Network Pvt. Ltd., Siemens Public Communications Networks Pvt. Ltd., TCG Software Services Pvt. Ltd. and Tata Steel.

The Board recommends passing of the resolution as set out in Item No. 5 of this Notice.

Shri Aninda Chatterjee is not related to any other Director of the Company.

Except for Shri Aninda Chatterjee 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. 6**

Board of Directors of the Company at their meeting held on 11<sup>th</sup> November, 2019 had appointed Shri Prakash Sankaran as the Managing Director & CEO of the Company, for a period of three (3) years, with effect from 12<sup>th</sup> November, 2019 which was subsequently approved by the members of the company in the meeting held on the same day.

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 lakh where the effective capital Rs. 5 crore and above but less than Rs. 100 crore, provided further that the remuneration in double 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 meetings held on 19<sup>th</sup> April, 2022 have approved a revised total remuneration of ₹ 1,45,70,100/- (fixed plus target variable) for the financial year 2022-23.

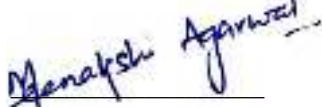
In view of the aforesaid provisions of the Companies Act, 2013, it is proposed to obtain approval from the shareholders by passing a special resolution for payment of remuneration to Shri Prakash Sankaran in excess of the limits specified under Schedule V.

The Board recommends passing of the resolution as set out in Item No. 6 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**



**Meenakshi Agarwal  
Company Secretary  
Place: Mumbai  
Date: 13.07.2022**

**A.TREDS LIMITED**

[CIN: U74999MH2016PLC281452]

Registered Office:

Axis House, C-2,

Wadia International Centre, Pandurang

Budhkar Marg,

Worli, Mumbai – 400025

Phone No. : 022 - 24252525

**A.TREDS Ltd. | A Joint Venture of Axis Bank Limited and mjunction services limited | [www.invoicemart.com](http://www.invoicemart.com)**

**Corporate Office:** 11<sup>th</sup> Floor, Ashar IT Park, Road No. 16Z, Wagle Industrial Estate, Thane (West) – 400 604. Telephone No. 022-62357300 Website: [www.invoicemart.com](http://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