

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of A. TREDIS Limited will be held **on Thursday, 26th September, 2024 at 2.15 PM 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, to transact the following businesses at a shorter notice:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2024 and the Reports of the Directors and the Auditors thereon; and
2. To appoint a director in place of Shri Munish Sharda (DIN 06796060), who retires by rotation and being eligible, has offered himself for re-appointment.
3. To appoint a director in place of Shri Vinaya Varma (DIN 07527550), who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

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

APPOINTMENT OF SHRI ARJUN CHOWDHRY (DIN 02947622) AS 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 Arjun Chowdhry** (DIN 02947622), who was appointed as an Additional Non - Executive Director of the Company, with effect from 13th January 2024 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 26th Sep, 2024, **AND THAT** Shri Arjun Chowdhry shall be liable to retire by rotation."

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

APPOINTMENT OF SHRI VIJAY KRISHNA MULBAGAL (DIN 10740060) AS 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 Vijay Krishna Mulbagal** (DIN 10740060), who was appointed as an Additional Non - Executive Director of the Company, with effect from 21st August 2024 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 immediate effect, **AND THAT** Shri Vijay Krishna Mulbagal 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 2024-25

“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 2024-25 to Shri Prakash Sankaran (DIN: 08581871).

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.”

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

APPOINTMENT OF SHRI SOMA SANKARA PRASAD (DIN 02966311) AS INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval of the Board, Shri Soma Sankara Prasad (DIN: 02966311), who was appointed as an Additional Director in the capacity of an Independent Director with effect from September 10, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till September 9, 2029, and that he shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT any of the Directors and/or Company Secretary for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

By Order of the Board
For A.TREDS Limited,


Meenakshi Agarwal
Company Secretary

Place: Mumbai
Date: 18.09.2024

Notes:

1. In view of the ongoing covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated 5th May, 2020 read with circular dated 8th April, 2020, 13th April, 2020 and 13th January, 2021, 5th May, 2022 and 28th December, 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 2023-24 alongwith the Notice is being sent to the Members only through electronic mode. Annual Report for FY 2023-24 and the Notice will also 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 No. 4,5, 6 & 7 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
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

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



**Meenakshi Agarwal
Company Secretary**

Place: Mumbai

ANNEXURE TO NOTICE - STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item no.4**

Shri Arjun Chowdhry was appointed as an Additional Non - Executive Director (nominee of Axis Bank Limited) of the Company w.e.f. 12th January, 2024, 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 Arjun Chowdhry does not hold any equity shares of the Company.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship and other particulars are enclosed with this notice.

The Board recommends passing of the resolution as set out in Item No. 4 of this Notice.

Shri Arjun Chowdhry is not related to any other Director of the Company.

Except for Shri Arjun Chowdhry 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.5

Shri Vijay Krishna Mulbagal was appointed as an Additional Non - Executive Director (nominee of Axis Bank Limited) of the Company w.e.f. 21st August, 2024, 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 Vijay Mulbagal does not hold any equity shares of the Company.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship and other particulars are enclosed with this notice.

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

Shri Vijay Krishna Mulbagal is not related to any other Director of the Company.

Except for Shri Vijay Krishna Mulbagal 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

The Board at its meeting held on 11th November, 2019, had approved appointment of Shri Prakash Sankaran as a Director and MD & CEO of A.Treds Limited for a period of 3 years from joining the office which is expiring on 11th November 2022. Further in the 9th EGM held on 13th October, 2022, he was re-appointed for another term of 3 years from 12th November, 2022 to 11th November, 2025. All other terms and conditions of appointment remain the same as before.

Pursuant to the provisions of Sections 196 and 197 of the Companies Act, 2013, a Company may, without Central Government approval, pay remuneration to the managerial personnel exceeding limit specified under Section I of Part II of Schedule V of the Companies Act, provided that the remuneration is approved by a special resolution passed in the General Meeting.

The Nomination and Remuneration Committee and the Board of Directors at their meetings held on 12th April, 2024 have approved a revised total remuneration of _____ for the financial year 2023-24.

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.

Item no.7

Shri Soma Sankara Prasad was appointed as an Additional Independent Director of the Company w.e.f. 10th September, 2024, 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 Soma Sankara Prasad does not hold any equity shares of the Company. He shall not liable to retire by rotation.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship and other particulars are enclosed with this notice.

The Board recommends passing of the resolution as set out in Item No. 7 of this Notice.

Shri Soma Sankara Prasad is not related to any other Director of the Company. Except for him 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.

Brief Resume of Directors seeking appointment/re-appointment

Name	Vinaya Varma	Munish Sharda	Arjun Chowdhry	Vijay Mulbagal
Date of Birth & Age	14 th October 1968 55 years	10.02.1971 53 years	10/12/1971 52 years	13.11.1970 53 years
Date of original Appointment	01/06/2016	20/07/2022	12/01/2024	21/08/2024
Qualifications	He is a B. Tech from IIT Kanpur and has completed his Advanced Management Program from IIM Calcutta. He is a Certified Professional in Supply Management (CPSM) from Institute for Supply Management (ISM), USA. He is a practitioner of Theory of Constraints and has attended several sessions of ToC at Goldratt House, Tel Aviv.	He holds a degree in Mechanical Engineering from Punjab Engineering College and has completed his post graduate diploma in Management from IIM Lucknow. He also holds a Certification in ESG Investing by CFA Institute, USA.	Arjun is an alumnus of St Stephens College, Delhi, and the Indian Institute of Management (IIM), Bangalore	Vijay holds a post graduate degree in Management from ISB Hyderabad.
Functional Expertise	Mr. Vinaya Varma is Managing Director of Mjunction services limited, and has been a core member of the founding team. At Mjunction, he has been instrumental in conceptualisation,	Munish has a rich leadership experience with a successful track record of deep financial and operational turnarounds leveraging digital and tech stack and enhancing	Arjun Chowdhry is the Group Executive for Affluent Banking, NRI, Cards & Payments at Axis Bank since March 2023. He joined Axis post the acquisition of Citibank	Vijay is the Group Executive for Strategic programs and sustainability at Axis Bank. He leads key strategic initiatives for the bank, which require long term strategic foresight and near term thrust on

Name	Vinaya Varma	Munish Sharda	Arjun Chowdhry	Vijay Mulbagal
	<p>launch and ramp-up of some of its largest businesses. Prior to joining Mjunction, Vinaya was at Tata Steel, where he had worked in several functional areas encompassing Production, Planning, Sales and Marketing. He was also part of several big transformational projects at Tata Steel such as Business Process Reengineering, SAP R/3 and launch of Tata Steel's e-commerce portal.</p>	<p>people capabilities to transform the business across the banking and insurance industry. He started his financial services career with Citibank NA where he worked across geographies and businesses across diverse customer spectrum (mortgages, unsecured lending, community banking, and developer finance) with Citi. He joined Axis Bank from Future Generali Life Insurance, where, for close to 8 years as MD & CEO, he led the transformation to take the business to scale with improved profitability and quality of business and built strong partnerships with banks and retail ecosystems. He has also worked in the consumer</p>	<p>India's consumer business on March 1, 2023. He shepherded this merger as the Country Consumer Business Head for Citibank India, leading it through the transition for over 2 years. Arjun has 29 years of very diverse experience across of consumer banking, with Citibank India. His experience spans operations, sales, strategic functions, and running large & diversified businesses and over his tenure was instrumental in building the cards, wealth and salary franchises at Citibank India. During his long operations stint, also he set up Citi's first US facing offshore consumer operations, growing it rapidly from its inception and</p>	<p>execution. These encompass Strategy, Investments, M&A, Program management, Sparsh, Subsidiary Governance, ESG & Sustainability.</p> <p>He has more than 25 years of experience in the banking industry. He had a long and distinguished career at HDFC Bank, with its most recent assignment being Group Head- Large Corporates & Supply Chain Finance, where he lead coverage for Conglomerates & Large Corporates. He had re-imagined Supply Chain Finance at HDFC bank via building end to end digital stack, products processes and Fintech Partnerships. He led several digital transformation-related interventions on the wholesale banking front, redefining customer engagements and employee experience. He has chaired Steering</p>


Name	Vinaya Varma	Munish Sharda	Arjun Chowdhry	Vijay Mulbagal
		goods industry and was part of the team at L&T which set up their agricultural tractor manufacturing business.	leading it for over 5 years	Committees on transformation projects and driven broad adoption of digital interventions across geographies to realize benefits, boost income and reduce costs.
The number of Meetings of the Board attended during the year	4	4	NA	NA
Directorships held in other companies	Mjunction Limited	1. Axis Bank Limited 2. Max Life Insurance Company Ltd	Max Life Insurance Company Ltd	NIL
No of shares held in A.Treds	NIL	NIL	NIL	NIL

Brief Resume of Shri Soma Sankara Prasad

Name	Soma Sankara Prasad
Date of Birth & Age	06.05.1963 61 years
Date of original Appointment	September 10, 2024
Qualifications	M.Com
Functional Expertise	Mr. Soma Sankara Prasad has led UCO Bank as MD & CEO, successfully transforming the bank's fortunes during his tenure. With 38 years of experience in the banking sector, he has held key roles at State Bank of India, including Deputy Managing Director and Group Compliance Officer. Mr. Soma Sankara Prasad has also gained international exposure, spending 4 years as Manager (Credit and Operations) in Paris and nearly 5 years as Country Head of SBI Singapore Operations. Throughout his career, he has adeptly managed relationships with various stakeholders including regulators, shareholders, customers, employees, and the broader society.
The number of Meetings of the Board attended during the year	NA

Name	Soma Sankara Prasad
Directorships held in other companies	NA
No of shares held in A.Treds	NIL

By Order of the Board
For A.TREDS Limited



Meenakshi Agarwal
Company Secretary
Place: Mumbai
Date: 18.09.2024

A.TREDS LIMITED

[CIN: U74999MH2016PLC281452]

Registered Office:

Axis House, C-2,

Wadia International Centre, Pandurang

Budhkar Marg,

Worli, Mumbai – 400025

Phone No. : 022 - 24252525