

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of A. TREDS Limited will be held on Monday, 29th June, 2020 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 11.30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2020 and the Reports of the Directors and the Auditors thereon; and
- 2. To appoint a director in place of Shri Pankaj Mittal (DIN 07975601), 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.

SPECIAL BUSINESS:

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

APPOINTMENT OF SHRI NAVEEN TAHILYANI (DIN 06594510) 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 Naveen Tahilyani (DIN 06594510), who was appointed as an Additional Non - Executive Director of the Company, with effect from 24th April, 2020 and who holds office as such up to the date of this Annual General Meeting, be and is hereby appointed as a Non – Executive Director of the Company, with effect from 24th April, 2020, AND THAT Shri Naveen Tahilyani shall be liable to retire by rotation."

5. 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 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 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 April, 2020 for FY 2020-21 is as follows:

Particulars	Amount (p.m.)
Basic	25,26,780/-
Other Allowances	58,25,233/-
Retirals	4,24,752/-
Fixed Pay	87,76,765/-
Subsidiaries Allowance	8,77,677/-
Total Fixed Pay	96,54,442/-
Variable Pay	Upto 55% of Total Fixed Pay based on Axis Bank's appraisal process
Stock Options	As per Axis Bank's policy

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/altered/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 any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with the power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and 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."



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

TO KEEP REGISTERS AND ANNUAL RETURN AT A PLACE OTHER THAN THE REGISTERED OFFICE I.E. AT THE CORPORATE OFFICE OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 94 read with Sections 88 and 92 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder as applicable, consent of the Members be and is hereby accorded for to keep, maintain and preserve the Register and Index of Members and the Annual Returns of the Company at the corporate office of the Company located at A3, 11th Floor, Ashar IT Park, Wagle Industrial Estate, Thane West, Maharashtra – 400604 and in case of change in the location of the corporate office, at such place at which the corporate office may be situated unless a resolution contrary to the same is passed by the Members in General Meeting, instead of keeping and maintaining the same at the registered office.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary be and are hereby authorized to do all necessary acts, deeds and things necessary to give effect to the resolution."

By Order of the Board For A.TREDS Limited

Ruchi Sathe Company Secretary

Place: Mumbai Date: 28th May, 2020



Notes:

- In view of the ongoing covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 ("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.
- 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 2019-20 alongwith the Notice is being sent to the Members only through electronic mode. Annual Report for FY 2019-20 and the Notice will also be available on the Company's website – <u>www.invoicemart.com</u>
- 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. 4, 5 and 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 <u>ruchi.sathe@invoicemart.com</u>
- 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 <u>ruchi.sathe@invoicemart.com</u>.

By Order of the Board For A.TREDS Limited

Place: Mumbai Date: 28th May, 2020 Ruchi Sathe Company Secretary



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

Item No. 4

Shri Naveen Tahilyani aged 46 years was appointed as an Additional Non - Executive Director (nominee of Axis Bank Limited) of the Company w.e.f. 24th April, 2020, 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 a Director of the Company until the conclusion of the ensuing Annual General Meeting. Shri Naveen Tahilyani does not hold any equity share of the Company.

Shri. Naveen Tahilyani is the Group Executive – Head Banking Operations and Transformation at Axis Bank since January, 2020. He brings with him 22 years of experience in financial services in both operating and consulting roles.

At Axis Bank, he leads all functions under Retail & Wholesale Banking Operations, Information Technology, Strategy and Business Intelligence Unit of the bank.

Before joining Axis Bank, he was the CEO of Group Partnership Distribution at AIA. Prior to that, he served as the MD & CEO of Tata AIA Life Insurance in India. Under his leadership, he was responsible for creating a distinctive customer experience using data and digital, and streamlining and improving distribution and back end operations. As a result, in his tenure as CEO, Tata AIA grew to a top quartile position in retail volumes and achieved industry benchmark profitability and quality metrics. Prior to Tata AIA, Shri. Tahilyani was a Senior Partner with McKinsey & Company, where he led the India and South-East Asian Financial Institutions Group (FIG) practice.

Shri. Tahilyani holds an MBA from Indian Institute of Management, Ahmedabad and a Bachelor of Technology from Indian Institute of Technology, Chennai. Other than his work, he is passionate about long distance running, reading and watching science fiction.

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

Shri Naveen Tahilyani is not related to any other Director of the Company.

Except for Shri Naveen Tahilyani 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

The Board of Directors of the Company at their meeting held on 11th 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 12th November, 2019.

Taking into account the rich and varied experience of Shri Prakash Sankaran in various facets of Banking industry and the key role played by him; the Nomination and Remuneration Committee at its meeting held on 24^h April, 2020 reviewed and recommended to the Board to approve the remuneration by way of salary, allowances and perquisites payable to Shri Prakash Sankaran as the Managing Director & CEO of the Company, with effect from 1st April 2020 upto 31st March, 2021 at the Board Meeting held on 24th April 2020 and subject to the approval of the Shareholders of the Company.

Shri Prakash Sankaran joined Axis Bank in February 2001 at Deputy Manager grade at Guwahati Branch in a branch banking role. He became the Branch Head of Aizawal Branch in September 2006 and was the Branch Head till June 2008. Thereafter, He moved to the Business Banking vertical as Business Banking Regional Head in the Eastern Zonal Office and was in the role till April 2010. Thereafter he became the Circle Business Banking Head and was in the role from April 2010 to May 2011. He was then moved to Central Office Mumbai in the Business Accounts Group Vertical as the Business Development Head and was there in the said role from May 2011 to April 2014. Thereafter he is in Singapore Branch and was the CEO for the branch till November, 2019. He has an overall experience of 22 years and banking experience of around 20 Years.

He has completed his graduation in Commerce.

Shri Prakash Sankaran is not holding directorship in any other company.

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

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

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. 6

Section 94(1) of the Companies Act, 2013 states that The registers required to be kept and maintained by a company under section 88 and copies of the annual return filed under section 92 shall be kept at the registered office of the company: Provided that such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance: Provided further that the period for which the registers, returns and records are required to be kept shall be such as may be prescribed.



Since the corporate office of the Company is located at Thane, for operational convenience, it is proposed to keep the Register of Members and Annual Returns of the Company at the corporate office instead of the registered office.

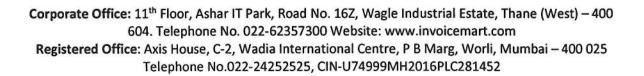
The Board recommends the passing of the resolution as set out in Item No.6 of this Notice.

By Order of the Board For A.TREDS Limited

Ruchi Sathe Company Secretary

Place: Mumbai Date: 28th May, 2020

A. TREDS LIMITED [CIN: U74999MH2016PLC281452] Registered Office: Axis House, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai – 400025 Maharashtra Phone No: 022 - 24252525



REDS LIMITED