

NOTICE is hereby given that the Tenth Extra Ordinary General Meeting of the Members of A. TREDS Limited will be held on **Monday, 3rd November, 2025 at 12.30 P.M. 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:

SPECIAL BUSINESS:

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

APPOINTMENT OF SHRI ANIL KUMAR SHARMA (DIN 08537123) 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 Anil Kumar Sharma (DIN 08537123) who meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Act and who is eligible to be appointed as an Independent Director of the Company, be and is hereby appointed as an Independent Director for a term of five years, with effect from 15th July 2025 up to 14th July, 2030 (both days inclusive AND THAT during his tenure as an Independent Director of the Company, Shri Anil Kumar Sharma 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 an **Ordinary Resolution**:

APPOINTMENT OF SHRI SAMEER SHETTY (DIN 08536421) 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 Sameer Shetty** (DIN 08536421), who was appointed as an Additional Non - Executive Director of the Company, with effect from 10th October 2025 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 3rd November, **AND THAT** Shri Sameer Shetty shall be liable to retire by rotation."

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

APPROVAL OF RE APPOINTMENT OF SHRI PRAKASH SANKARAN AS THE MD&CEO

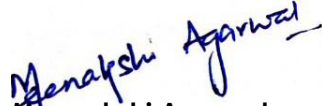
"RESOLVED THAT pursuant to the relevant provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, the Members be and hereby approve the appointment of **Shri Prakash Sankaran (DIN 08581871)**, as the 'Managing Director & Chief Executive Officer' of the Company, whose office is not liable to retire by rotation, for a period of 3 years, with effect from 12th November, 2025 upto 11th November, 2028, as per the specified terms and conditions as recommended by the Nomination and Remuneration Committee and the Board at its meeting held on 15th July, 2025 and as per the remuneration as may be approved by the Board from time to time."

"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, subject to compliance if any as may be applicable."

"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."

By Order of the Board
For A.TREDS Limited,

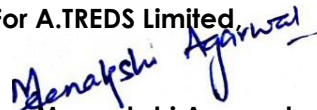

Meenakshi Agarwal
Company Secretary

Place: Mumbai
Date: 10.10.2025

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 extension of circulars ("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

Place: Mumbai

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

Item No. 1

Shri Anil Kumar Sharma was appointed as an Additional Independent Director of the Company w.e.f. 15th July, 2025, 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 an Additional Director of the Company until the conclusion of the ensuing General Meeting. Shri Anil Kumar Sharma does not hold any equity shares of the Company and shall not be liable to retire by rotation.

Mr. Sharma is a seasoned professional with over 37 years of extensive experience, having served in various capacities at the Reserve Bank of India. He specializes in Regulation, Supervision, Enforcement, Financial Inclusion, Rural Credit, Customer Protection & Grievance Redress, and Risk and Assurance Functions. As Executive Director at the Reserve Bank of India, he was responsible for overseeing MSMEs and Agricultural Finance, Financial Inclusion and Financial Education, Customer Education, Protection and Grievance Redress, and the Enforcement of Regulations for Banks and NBFCs. He also managed Board Matters, the Legal Department, and the Premises Department.

Previously, he served as Chief General Manager, handling Supervision and the Enforcement of Regulations. His tenure as General Manager of RBI included responsibilities in Supervision and Regulation, Banking and Payment and Settlement Systems.

The Board recommends passing of the resolution as set out in Item No. 1 of this Notice. Shri Anil Kumar Sharma is not related to any other Director of the Company.

Except for Shri Anil Kumar Sharma 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.

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 in Annexure I.

Item No. 2

Shri Sameer Shetty was appointed as an Additional Non Executive Director of the Company w.e.f. 7th October, 2025, 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 an Additional Director of the Company until the conclusion of the ensuing General Meeting. Shri Sameer Shetty shall be liable to retire by rotation.

Sameer Shetty serves as the Group Executive for Digital Business & Transformation and Strategic Programs at Axis Bank. In this capacity, he oversees the Bank's digital business, strategy, investments, mergers and acquisitions, the customer experience program Sparsh, strategic projects, process excellence, artificial intelligence, and subsidiary governance. Prior to joining Axis Bank in 2019, Sameer was a Partner at McKinsey & Co., specializing in the financial services sector. His experience includes collaboration with banks, non-banking financial companies (NBFCs), and other financial institutions across India, Southeast Asia, and the Middle East.

Mr. Sameer is a director on the Boards of Freecharge Payment Technologies Private Limited, Freecharge Business and Technology Services Limited, and the Indian Banks' Digital Infrastructure Company (IBDIC). Additionally, he is a member of the NPCI Innovation Council and the Governing Committee of Sahamati.

Sameer holds a Bachelor of Technology from IIT-Bombay and a Post Graduate Diploma in Management from IIM Bangalore, where he was recognized on the Directors Merit List.

The Board recommends passing of the resolution as set out in Item No. 2 of this Notice. Shri Sameer Shetty is not related to any other Director of the Company.

Except for Shri Sameer Shetty 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.

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 in Annexure I.

Item No. 3

The Board at its meeting held on 13th October, 2022, had approved re-appointment of Shri Prakash Sankaran as a Director and MD & CEO of A.Treds Limited for a period of 3 years which is expiring on 11th November 2025.

Section no. 5.8 of the Shareholders Agreement executed between the Company, Axis Bank Limited and Mjunction Services Limited dated 31st May, 2016 states that the MD & CEO of the Company to be appointed at the Board Meeting of the Company and shall be appointed by the Board from amongst the Directors appointed by Axis Bank Ltd.

Upon recommendation of Nomination and Remuneration Committee (NRC), the Board at its meeting held on 15th July, 2025, discussed and deliberated on the re-appointment of Shri Prakash Sankaran as MD and CEO of the Company for a further period of 3 years. During his second tenure as MD & CEO A.TREDS Ltd-

- Throughput volumes grew at 2.6x level
- Participant strength grew 3x from **20671 to 47356** participants with the highest buyer onboarding to **2989 buyers**
- The company now serves 44,000+ MSMEs in over **1,000 cities** and towns across more than **7,000 postal codes** in the country
- A.Treds Ltd. became the first TREDS platform to cross a cumulative throughput of **USD 23bn**
- A.TREDS Ltd successfully turned **break even in Q3FY22** and full year profits in FY23
- EBITDA improved and strengthened from **-8.09 crs in FY23 to 43.15 crs in FY25**
- CF loss set off in Q4FY25
- AWS DC migration journey was completed in **2.5 months** in Feb 23
- A.TREDS Ltd has successfully achieved **twin ISO certifications**: Information Security Management System ISO 27001:2022 and Cloud Security ISO 27017:2015.
- Invoicemart has achieved a significant diversity milestone, with **45% women representation** at the workplace
- There has been no regulatory penalty/show cause notice by the regulator and all the regulatory audit observations were closed within the timelines committed.

The remuneration including perquisites and variable pay will be the same as approved by the shareholders in the Annual General Meeting for FY25. All other terms and conditions of appointment remain the same as before.

The Board and the NRC may, at its discretion, fix the annual increment of MD & CEO every year, subject to the percentage limits applicable based on performance.

The Board recommends passing of the resolution as set out in Item No. 3 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. He has also declared his qualification and consent for the said re-appointment.

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 in Annexure I.

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

**Meenakshi Agarwal
Company Secretary
Place: Mumbai**

A.TREDS LIMITED

[CIN: U74999MH2016PLC281452]

Registered Office:

Axis House, C-2,

Wadia International Centre, Pandurang

Budhkar Marg, Worli, Mumbai – 400025

Phone No. : 022 - 24252525

Date: 10.10.2025

ANNEXURE I

Brief Resume of Directors seeking appointment/re-appointment

Name	Anil Kumar Sharma	Sameer Shetty	Prakash Sankaran
Date of Birth & Age	08/03/1963 62 years	29/03/1981 44 years	04/05/1972 53 years
Date of original Appointment	15/07/2025	10/10/2025	11/11/2019
Qualifications	a. MA. Economics b. Certified associate of Indian Institute of Banking c. Diploma in Treasury, Investment & Risk Management	a. Bachelor of Technology from IIT-Bombay b. Post Graduate Diploma in Management from IIM Bangalore	B.Com (H)
Functional Expertise	Mr. Sharma is a seasoned professional with over 37 years of extensive experience, having served in various capacities at the Reserve Bank of India. He specializes in Regulation, Supervision, Enforcement, Financial Inclusion, Rural Credit, Customer Protection & Grievance Redress, and Risk and Assurance Functions. As Executive Director at the Reserve Bank of India, he was responsible for overseeing MSMEs and Agricultural Finance, Financial Inclusion and Financial Education, Customer Education, Protection and Grievance Redress, and the Enforcement of Regulations for Banks and	Sameer Shetty serves as the Group Executive for Digital Business & Transformation and Strategic Programs at Axis Bank. In this capacity, he oversees the Bank's digital business, strategy, investments, mergers and acquisitions, the customer experience program Sparsh, strategic projects, process excellence, artificial intelligence, and subsidiary governance. Prior to joining Axis Bank in 2019, Sameer was a Partner at McKinsey & Co., specializing in the financial services sector. His experience includes collaboration with banks,	Shri Prakash Sankaran joined Axis Bank in February 2001 and handled different assignments in Retail, Corporate and International Banking. Prior to this he worked with ICICI and in the RPG group. He has Banking/Fintech experience over 20 years. He is the MD&CEO of A.Treds Limited from November, 2019.

Name	Anil Kumar Sharma	Sameer Shetty	Prakash Sankaran
	NBFCs. He also managed Board Matters, the Legal Department, and the Premises Department. Previously, he served as Chief General Manager, handling Supervision and the Enforcement of Regulations. His tenure as General Manager of RBI included responsibilities in Supervision and Regulation, Banking and Payment and Settlement Systems.	non-banking financial companies (NBFCs), and other financial institutions across India, Southeast Asia, and the Middle East.	
The number of Meetings of the Board attended during the year	NA	NA	4
Committee memberships	a. Audit Committee b. Risk Management Committee c. Nomination & Remuneration Committee	a. Risk Management Committee b. Audit Committee	-
Directorships held in other companies	1. Equitas Small Finance Bank (Chairman) 2. Pargro Investments Pvt Ltd	a. Freecharge Payment Technologies Pvt Ltd b. Freecharge Business & Technology Services Pvt Ltd c. IBDIC Pvt Ltd	-
No. of shares held in A.Treds	NIL	10 (as nominee of Axis bank)	NIL

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



Meenakshi Agarwal
Company Secretary
Place: Mumbai
Date: 10.10.2025

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
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