

NOTICE OF 3RD ANNUAL

GENERAL MEETING

&

ANNUAL REPORT

OF

A.TREDS LIMITED

FOR THE FINANCIAL YEAR

2018-19

A.TREDS LIMITED

NOTICE is hereby given that the Third Annual General Meeting of the Members of A. TREDS Limited will be held on **Wednesday, 10th July, 2019** at **AXIS HOUSE, 8TH FLOOR, WADIA INTERNATIONAL CENTRE, PANDURANG BUDHKAR MARG, WORLI, MUMBAI 400 025** at **1.30 P.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 2019 and the Reports of the Directors and the Auditors thereon; and
2. 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.
3. To appoint a director in place of Shri Jairam Sridharan (DIN 05165390), 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 RAJIV ANAND 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 Rajiv Anand** (DIN 02541753), who was appointed as an Additional Non - Executive Director of the Company, with effect from 17th January, 2019 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 17th January, 2019, **AND THAT** Shri Rajiv Anand 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 THE PERIOD 1ST APRIL, 2019 UPTO 30TH NOVEMBER, 2019

"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

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

A.TREDS LIMITED

subject to the provisions of the Articles of Association of the Company, the remuneration payable to **Shri Kalyan Basu** (DIN: 07531472), Managing Director & CEO of the Company be revised w.e.f. 1st April, 2019 upto 30th November, 2019 to Rs. 6,012,860/- (Total CTC).

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."

By Order of the Board
For A.TREDS Limited,

R. Sathe

Ruchi Sathe
Company Secretary



Place: Mumbai
Date: 15th April, 2019

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENTS APPOINTING PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. 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.
3. Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.
4. Proxy in prescribed Form No. MGT-11 is enclosed herewith.
5. The Attendance at the Meeting will be regulated through the Attendance Slip and will be verified with the records maintained with the Company. Members who hold shares in dematerialised form are requested to quote their DP ID and Client ID number(s) and those who hold shares in physical form are requested to quote their folio number(s) in the Attendance Slip to facilitate their identification at the Meeting.
6. The relevant statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item Nos. 4 to 5 of this Notice is annexed herewith.
7. Route Map for the venue of the Meeting is attached herewith, for your ready reference.
8. All documents referred to in this Notice and the Statements setting out material facts in respect of the items of the Notice and other Statutory Registers are open for inspection by the Members at the Registered Office of the Company from 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays, Public Holidays and National Holidays, from the date hereof upto the date of this Meeting.

By Order of the Board
For A.TREDS Limited,



Ruchi Sathe
Company Secretary



Place: Mumbai
Date: 15th April, 2019

Corporate Office: 11th Floor, Ashar IT Park, Road No. 16Z, Wagle Industrial Estate, Thane (West) – 400 604.

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A.TREDS LIMITED

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

Item No. 4

Shri Rajiv Anand was appointed as an Additional Non - Executive Director (nominee of Axis Bank Limited) of the Company w.e.f. 17th January, 2019, 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 Rajiv Anand holds 10 equity shares of the Company as a nominee of Axis Bank Limited.

Shri Rajiv Anand is the Executive Director – Wholesale Banking at Axis Bank. He will also drive the agenda for some of the key subsidiaries like Axis Capital, Axis UK and A.TREDS Ltd.

He has held key management positions at leading global financial institutions and has diverse experience in the financial services sector. He has been with the Axis Group for over 10 years with number of other successes to his credit. He joined the Bank to lead the Retail business from its asset management arm, Axis Asset Management Co. Ltd, where he held the position of Managing Director & CEO. In his role as Executive Director – Retail Banking at Axis Bank he has been responsible for developing and growing retail franchise, which is today regarded as amongst the best in industry. He is also credited with leading digitization for the retail business.

In his previous roles, he has led from the front in building investments, balance sheet management & money market and bond trading. He has also been very successful as a Debt Fund Manager and has won several accolades for the same. He brings strengths in capital markets and building new businesses to his responsibilities at the Bank.

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

Shri Rajiv Anand is not related to any other Director of the Company.

Except for Shri Rajiv Anand 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 27th October 2016 had appointed Shri Kalyan Basu as the Managing Director & CEO of the Company, for a period of three (3) years, with effect from 1st December 2016. The said appointment expires on 30th November, 2019 and re-appointment shall be subject to the approval of the Members of the Company in General Meeting.

Taking into account the rich and varied experience of Shri Kalyan Basu in various facets of Banking industry and the key role played by him; the Nomination and Remuneration Committee

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at its meeting held on 15th April, 2019 reviewed and recommended to the Board to approve the revision in the remuneration by way of salary, allowances and perquisites payable to Shri Kalyan Basu as the Managing Director & CEO of the Company, with effect from 1st April 2019 upto 30th November, 2019 at the Board Meeting held on 15th April 2019 and subject to the approval of the Shareholders of the Company.

Shri Kalyan Basu, started his career with Central Bank of India in the Asansol / Durgapur region having worked for over eight years in various departments relating to branch banking. He joined ICICI Bank in March 1995 at Kolkata Main Br (R N Mukherjee Road) and has been head of Foreign Exchange Dept and Corporate Banking Ops. For a brief period of one year he was in the product development team at ICICI CO Mumbai and has been a key person in conceptualizing and developing ICICI Bank's key Current Account product "M2O (Made 2 Order)".

Shri Basu Joined Axis Bank Limited in August 2003 as Head Trade Finance and Forex, New Delhi Main Br. He has since then moved across various departments like heading and implementing the Corporate Banking Operations (CBO) in Delhi, Relationship Manager for Large Corporates handling sectors like Steel, Cement, Rubber, Glass, NBFCs, etc. He has been Head of the SME franchisee of the Bank from 2010 to 2014 for North Geography. Before moving on to A.TREDS LTD he was heading the Supply Chain Finance Department of the Bank.

Shri Basu is a Commerce Graduate from Kolkata University and is a Certified Associate of Indian Institute of Bankers (CAIIB), he was also a Certified Documentary Credit Specialist (CDCS) by International Chamber of Commerce (ICC).

Shri Kalyan Basu is not holding directorship in any other company.

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

Shri Kalyan Basu is not related to any other Director of the Company.

Except for Shri Kalyan Basu 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


Ruchi Sathe
Company Secretary
Place: Mumbai



Date: 15th April, 2019

A. TREDS LIMITED [CIN: U74999MH2016PLC281452]

Registered Office:

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Wadia International Centre,
Pandurang Budhkar Marg,
Worli, Mumbai – 400025
Maharashtra
Phone No. : 022-24252525

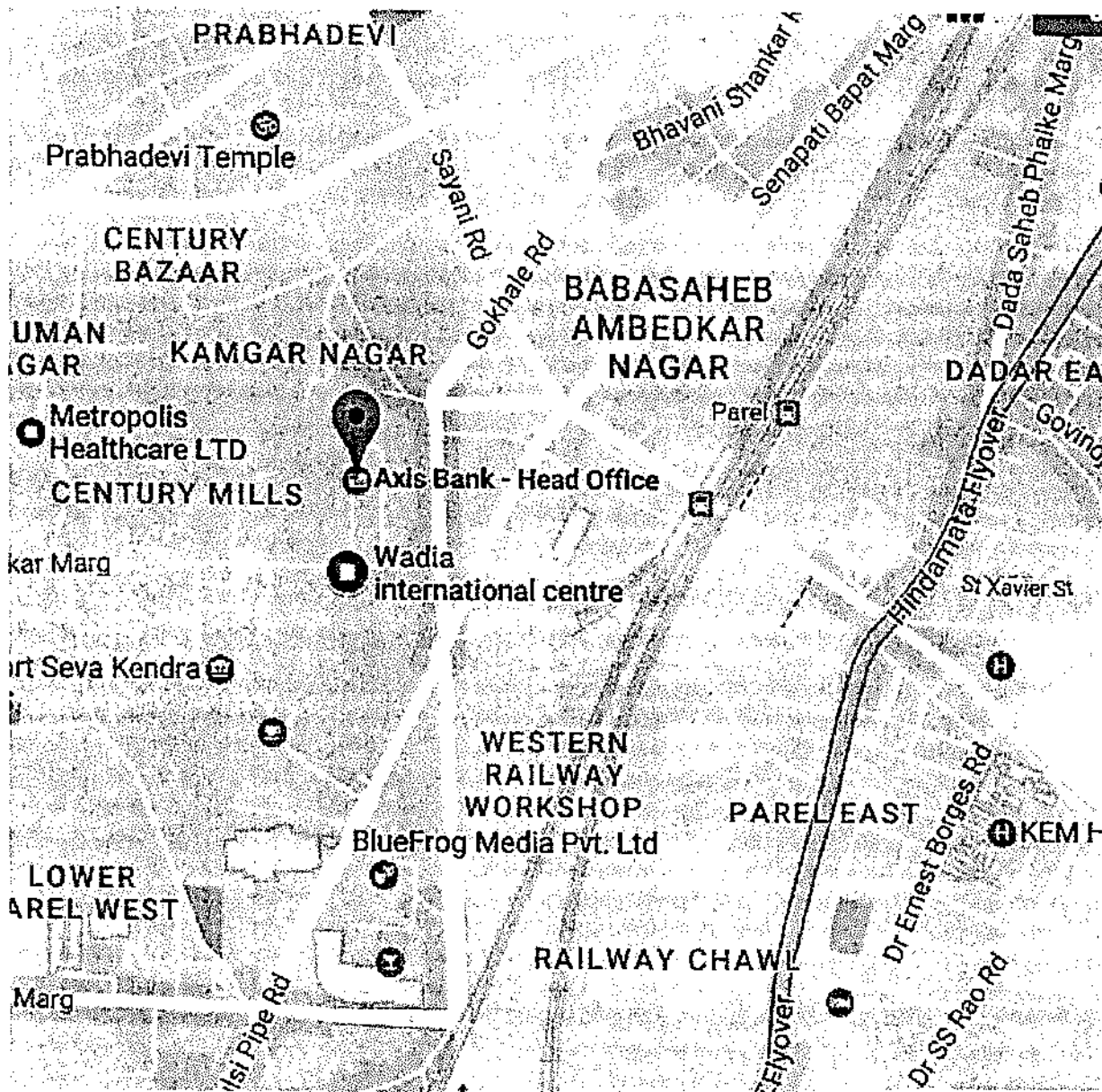
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A.TREDS LIMITED

Map showing location of the venue of the 3rd Annual General Meeting of the Company

Venue: AXIS HOUSE, 8TH FLOOR, WADIA INTERNATIONAL CENTRE, PANDURANG BUDHKAR MARG, WORLI, MUMBAI 400 025.



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A. TRED\$ LIMITED

**Registered Office: Axis House, C-2, Wadia International Centre,
Pandurang Budhkar Marg, Worli, Mumbai - 400 025
CIN - U74999MH2016PLC281452
Tel No.: +9122-24251840, Website address - www.invoice mart.com**

ATTENDANCE SLIP

Please bring this Attendance Slip to the Meeting and hand it over at the entrance

I/We hereby record my/our presence at the 3rd Annual General Meeting of A.TRED\$ Limited held at Axis House, 8th Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025 on Wednesday, 10th July, 2019 at 1.30 P.M.

Name of the Shareholder(s) :

Registered Address of the Shareholder(s) :

Ledger Folio No./CL ID/DP ID No. :

Number of shares held :

Name of the Proxy/Representative, if any :

Signature of the Shareholder(s)/Proxy :

Signature of the Representative :

Form No. MGT-11**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014, as amended]

CIN : U74999MH2016PLC281452
 Name of the Company : A.TREDS Limited
 Registered Office : Axis House, C-2, Wadia International Centre, Pandurang Budhar Marg, Worli, Mumbai - 400 025
 Phone No. : +9122-24251840
 Website Address : www.invoicemart.com

Name of the Shareholder (s):

Registered Address:

E-mail Address:

Folio No. / Client ID:

DP ID:

I/We, being the holder (s) of equity shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Address:

Signature:

or failing him

2. Name:

Address:

E-mail Address:

Signature:

or failing him

3. Name:

Address:

E-mail Address:

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Annual General Meeting of the Company, to be held on Wednesday, 10th July, 2019 at 1.30 p.m. at Axis House, 8th Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025, Maharashtra and at any adjournment(s) thereof, in respect of the resolution(s) as indicated below:

Sr. No.	Particulars of Resolutions
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 st March 2019 and the Reports of the Directors and the Auditors thereon.
2.	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.
3.	To appoint a director in place of Shri Jaiaram Sridharan (DIN 05165390), who retires by rotation and being eligible, has offered himself for re-appointment.
4.	Appointment of Rajiv Anand (DIN 02541753) as Non - Executive Director of the Company.
5.	Revision in the remuneration payable to Shri Kalyan Basu (DIN 07531472) as Managing Director and CEO of the Company for the period 1 st April 2019 upto 30 th November, 2019.

Signed this day of 2019.

Signature of Shareholder: _____

Affix
Revenue
Stamp

Signature of Proxy holder: _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of this Annual General Meeting.