

## NOTICE

**NOTICE** is hereby given that the 3<sup>rd</sup> Annual General Meeting [AGM] of the Members of Receivables Exchange of India Limited [RXIL] will be held on Wednesday, September 18, 2019 at 12.00 noon at SIDBI Conference Room, Swavalamban Bhavan, Plot C - 11, G - Block, Bandra Kurla Complex, Bandra [East], Mumbai- 400 051, Maharashtra, India, to transact the following business at a shorter notice:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajay Kumar Kapur (DIN: 00108420), who retires by rotation and being eligible, seeks re-appointment.
3. To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 03054853), who retires by rotation and being eligible, seeks re-appointment.

### SPECIAL BUSINESS:

4. To appoint Mr. Ketan Gaikwad (DIN: 08359705) as a Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Ketan Gaikwad (DIN: 08359705), who was appointed as an Additional Director (representing NSE Investments Limited - NSEI) with effect from April 1, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director on the Board of the Company.

5. To appoint Mr. Ketan Gaikwad (DIN: 08359705) as a Managing Director & Chief Executive Officer (MD & CEO) of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Article 18.2 of the Articles of Association of the Company, the Company hereby approves, confirms, ratifies the appointment of Mr. Ketan Gaikwad (DIN: 08359705), as a Managing Director & Chief Executive Officer (MD & CEO) of the Company w.e.f. April 1, 2019 for a period of 3 (Three) years or till NSEI withdraws its nomination, whichever is earlier, on terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment / remuneration as it may deem fit and

## **Receivables Exchange of India Limited**

Regd. Office : Trade Centre (Vatika Business Centre), First Floor (Unit No. 2), Office No. 14, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India.

CIN : U67190MH2016PLC273522 • GSTIN : 27AAHCR6707P1ZP • Tel. : 022 4077 1424 • Web Site : [www.rxil.in](http://www.rxil.in) • Portal : [www.treds.in](http://www.treds.in)



as may be acceptable to Mr. Ketan Gaikwad, subject to compliance specified under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including removal of difficulties that may arise in course of implementation of above decision and filing of requisite forms with Ministry of Corporate Affairs or submission of necessary documents with any other authority in connection with the aforesaid appointment and for matters connected therewith or incidental thereto.

Date: September 16, 2019  
Place: Mumbai

By order of the Board of Directors



Riya Sawant  
Company Secretary



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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY - EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member. A proxy form for the AGM is enclosed herewith.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/ Proxies/ Authorized Representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
5. Explanatory Statement as required under section 102 of the Companies act 2013, is annexed to this notice.
6. The Company's Statutory Auditors, M/s. Khandelwal Jain & Co., Chartered Accountants, were appointed as the Statutory Auditors of the Company at the 1<sup>st</sup> AGM of the Members held on December 18, 2017 to hold office up to the conclusion of 6<sup>th</sup> AGM on remuneration to be determined by the Board of Directors. Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on December 18, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn. In view of the above, ratification of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall mutually be agreed between the Board of Directors of the Company and the Statutory Auditors.
7. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of contracts or arrangements in which the Directors are

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interested will be available for inspection by the Members at the AGM and at the Registered Office of the Company during the business hours on all working days up to the date of the AGM.

8. The Notice of AGM, Annual Report and Attendance Slip, are being sent by electronic as well as physical mode to all the Members at their email ID/ address registered with the Company/RTA. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
9. Members may also note that the Notice of AGM and Annual Report will be made available on the Company's website at [www.rxil.in](http://www.rxil.in). The physical copies of the documents required to be kept for inspection under Section 102 of the Companies Act, 2013 will also be available at the Company's Registered Office for inspection during business hours on all working days up to the date of the AGM.
10. Members are requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 2 days before the date of Meeting, so that the requisite information/ explanations can be provided in time.
11. Route Map showing directions to reach venue of the 3<sup>rd</sup> AGM is provided as a part of this Notice.



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