

## NOTICE

NOTICE is hereby given that the 4th Annual General Meeting [AGM] of the Members of Receivables Exchange of India Limited [RXIL] will be held on Friday, August 21, 2020 at 12.30 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mukesh Agarwal (DIN: 03054853), who retires by rotation and being eligible, offers himself for re-appointment.

By order of the Board of Directors

Anita Thomas  
Company Secretary  
Membership No.: ACS 34193

Place: Mumbai  
Date: June 17, 2020

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy/ proxies need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of its Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC / OAVM and vote on their behalf at the Meeting.
5. The Company’s Statutory Auditors, M/s. Khandelwal Jain & Co., Chartered Accountants, were appointed as the Statutory Auditors of the Company at the 1st AGM of the Members held on December 18, 2017 to hold office up to the conclusion of 6th 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 their appointment by Members 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.
6. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to all the Members at their email ID registered with the Company/RTA. Members are requested to promptly notify any changes in their email ID to the Company at [anita.thomas@rxil.in](mailto:anita.thomas@rxil.in).
7. Members may note that the Notice and Annual Report 2019-20 will also be made available on the Company’s website [www.rxil.in](http://www.rxil.in)
8. 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.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. Details for attending the AGM through VC / OAVM will be shared with the members.

**Additional information required to be given as per the provisions contained in Schedule V of the Companies Act, 2013 are given hereunder:**

**I. General Information**

1. Nature of industry: TReDS (Trade Receivables Discounting System)
2. Date of commencement of commercial production/operations: January 9, 2017
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance based on given indicators:

<b>Financial Performance</b>		
<b>Particulars</b>	<b>FY 2019-20 (Amt. in Thousands)</b>	<b>FY 2018-19 (Amt. in Thousands)</b>
<b>Revenue</b>	25,142.63	13,400.53
<b>Other Income</b>	4,496.43	11,221.53
<b>Expenses</b>	1,12,467.63	67,175.56
<b>Net Profit / (Loss)</b>	(81,672.20)	(41,474.53)

5. Foreign investments or collaborations, if any: None at the moment

**II. Other information:**

1. Reasons of loss or inadequate profits:

The company is still in the early stages of its life and is yet to reach the actual market potential of its business. TReDS is relatively a new concept with all the constituents warming up to the concept. The company has undergone a complete organizational restructuring with a new team coming in place in October 2019. Despite the new team, the business has grown. The company is on the path of growth with the revenue growing by 88% during FY19-20 vis-a-vis FY 18-19. The Company is committed to continue its growth trajectory.

2. Steps taken or proposed to be taken for improvement:

The Government has been supportive of TReDS since its inception and has taken various initiatives to increase the traction in the form of workshops being organized by RBI, MSME Ministry and through its other arms. The lockdown has further made Government. To push awareness about TReDS through mass media and webinars organized by trade bodies. Company is improving its efficiency with new processes, technology, digital initiatives, systems and much more. The Company has now appointed business development personnel in major cities of India to increase it's reach.

3. Expected increase in productivity and profits in measurable terms:

The Company is very conscious about improvement in its productivity and is undertaking concrete measures to improve it. The Company is expecting to deliver a better performance in the years to come.

By order of the Board of Directors

**Anita Thomas**

Company Secretary  
Membership No.: ACS 34193

Place: Mumbai  
Date: June 17, 2020