
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR
15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of October 2019
Commission File Number: 001-38245

Hexindai Inc.

(Exact name of registrant as specified in its charter)

13th Floor, Block C, Shimao
No. 92 Jianguo Road
Chaoyang District, Beijing 100020
People's Republic of China
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Hexindai Inc.

By: /s/ Zhang Rui (Kerrie)
Zhang Rui (Kerrie)
Chief Financial Officer

Date: October 28, 2019

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Press Release
Exhibit 99.2	Notice of the Annual General Meeting and Proxy Statement for the Annual General Meeting
Exhibit 99.3	Proxy Card for the Annual General Meeting

Hexindai to Hold Annual General Meeting on December 9, 2019

BEIJING, Oct. 28, 2019 /PRNewswire/ — Hexindai Inc. (NASDAQ: HX) (“Hexindai” or the “Company”), a fast-growing consumer lending marketplace in China, today announced that it will hold an annual general meeting of shareholders (the “AGM”) at the Conference Room, 5th Floor, Block C, Shimao, No. 92 Jianguo Road, Chaoyang District, Beijing 100020, People’s Republic of China at 10:00 a.m. (Beijing Time) on December 9, 2019. Shareholders listed in the register of members of the Company at the close of business on November 4, 2019 (Cayman Islands Time) are entitled to receive notice of, attend and vote at, the AGM or at any adjournment that may take place. Beneficial owners of the Company’s American Depositary Shares (“ADSs”) who wish to exercise their voting rights for the underlying ordinary shares which are represented by their ADSs must act through Citibank, N.A., the depository of the Company’s ADSs, and should give voting instructions to Citibank, N.A. accordingly.

Copies of the notice of AGM, which sets forth the resolutions to be proposed to and voted upon by the shareholders, the proxy statement and the Company’s annual report on Form 20-F for the fiscal year ended March 31, 2019 are available on the Investor Relations section of the Company’s website at <http://ir.hexindai.com/> and on the SEC’s website at www.sec.gov.

About Hexindai Inc.

Hexindai Inc. (NASDAQ: HX) (“Hexindai” or the “Company”) is a fast-growing consumer lending marketplace based in Beijing, China facilitating loans to meet the increasing consumption demand of the emerging middle class in China. Hexindai provides borrowers with convenient and ready access to credit through its online marketplace as well as its cooperation with institutional investors. Hexindai’s strong user acquisition capabilities combined with its cooperation with institutional investors and an online platform with extensive offline networks, an advanced risk management system, and strong strategic cooperative relationships with a custodian bank and a guarantee company to safeguard investments, allows the Company to generate higher customer satisfaction, reliance, and realize fast growth in China.

For more information, please visit <http://ir.hexindai.com/>

For investor inquiries, please contact:**Hexindai**

Ms. Daisy Wang
Tel: +86-10-5357-9038
Email: ir@hexindai.com

Christensen

In China
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HEXINDAI INC.

13th Floor, Block C, Shimao
No. 92 Jianguo Road
Chaoyang District, Beijing 100020
People's Republic of China

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 9, 2019**

Dear shareholders,

Notice is hereby given that Hexindai Inc., a Cayman Islands exempted company (the "Company"), will hold its annual general meeting of shareholders (the "AGM") at the Conference Room, 5th Floor, Block C, Shimao, No. 92 Jianguo Road, Chaoyang District, Beijing 100020, People's Republic of China at 10:00 a.m. (Beijing Time) on December 9, 2019 (the "Notice"). At the AGM, you will be asked to consider and vote upon the following resolution:

as an ordinary resolution:

THAT the report of Deloitte Touch Tohmatsu, the Company's independent registered public accounting firm, on the Company's consolidated financial statements for the fiscal year ended March 31, 2019 be approved and ratified.

You can find more information about the agenda in the proxy statement accompanying this Notice. We are not aware of any other business to come before the AGM.

The board of directors of the Company has fixed the close of business on November 4, 2019 (Cayman Islands Time) as the record date (the "Record Date") for determining the shareholders entitled to receive notice of, and to attend and vote at, the AGM or any adjourned or postponed meeting thereof. Accordingly, only shareholders registered in the register of members of the Company at the close of business on the Record Date are entitled to attend and vote at the AGM or at any adjournment that may take place. The register of members of the Company will not be closed. Holders of the Company's American Depositary Shares ("ADSs") who wish to exercise their voting rights for the underlying ordinary shares of the Company which are represented by their ADSs must act through Citibank, N.A., the depository of the Company's ADSs, and should give voting instructions to Citibank, N.A. accordingly.

Your vote is important. Whether or not you plan to attend the AGM, we hope that you will vote as soon as possible.

A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of such shareholder at the AGM. A proxy need not be a shareholder of the Company. Any representative of a corporate shareholder attending the AGM would need to produce a letter/board resolutions showing the authorization to represent such shareholder to the Company.

If you plan to attend the AGM, please notify us of your intentions. This will assist us with meeting preparations.

Whether or not you propose to attend the AGM in person, you are strongly advised to complete and return the Proxy Card in accordance with the instructions therein. To be valid, the Proxy Card must be completed and deposited (together with any power of attorney or other authority under which it is signed or a certified copy of that power or authority) to the attention of Ms. Xiaoqin Ma, Corporate Secretary, Hexindai Inc., 12th Floor, Block C, Shimao, No. 92 Jianguo Road, Chaoyang District, Beijing 100020, People's Republic of China, +86 10 5357 9731, as soon as possible and in any event not later than 48 hours before the time for holding the AGM or any adjourned meeting. Returning the Proxy Card will not preclude you from attending the AGM and voting in person if you so wish and in such event the proxy shall be deemed to be revoked.

The Notice of the Annual General Meeting of Shareholders, the Proxy Statement, the Proxy Card and the Company's Annual Report on Form 20-F for the fiscal year ended March 31, 2019 are also available through our website at <http://ir.hexindai.com/>.

By Order of the Board of Directors,

/s/ Xiaobo An

Xiaobo An

Chairman of the Board of Directors



HEXINDAI INC.

PROXY STATEMENT

General

The board of directors of the Company (the “Board of Directors”) is soliciting proxies for an annual general meeting of shareholders (the “AGM”) to be held at the Conference Room, 5th Floor, Block C, Shimao, No. 92 Jianguo Road, Chaoyang District, Beijing 100020, People’s Republic of China at 10:00 a.m. (Beijing Time) on December 9, 2019.

Purpose of the AGM

The purpose of the AGM is to seek shareholders’ approval of the proposal to approve and ratify the report of Deloitte Touch Tohmatsu, the Company’s independent registered public accounting firm, on the Company’s consolidated financial statements for the fiscal year ended March 31, 2019 (the “Proposal”).

Record Date

Our Board of Directors has fixed the close of business on November 4, 2019 (Cayman Islands Time) as the record date (the “Record Date”) for determining the shareholders entitled to receive notice of, and to attend and vote at, the AGM or any adjourned or postponed meeting thereof.

Accordingly, only shareholders registered in the register of members of the Company at the close of business on the Record Date are entitled to attend and vote at the AGM or at any adjournment that may take place. The register of members of the Company will not be closed. Holders of the Company’s American Depositary Shares (“ADSs”) who wish to exercise their voting rights for the underlying shares represented by their ADSs must act through Citibank, N.A., the depository of the Company’s ADSs, and should give voting instructions to Citibank, N.A. accordingly.

Quorum

The quorum required for the AGM consists of one or more shareholders present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative, who together hold shares which carry in aggregate not less than one-third of all votes attaching to all issued and outstanding ordinary shares of our Company that carry the right to vote at the AGM.

Voting Required

Each ordinary share of the Company in issue on the Record Date is entitled to one vote per share. The Proposal to be passed by the shareholders requires the affirmative vote of a simple majority of the votes attached to the ordinary shares of the Company cast by those shareholders entitled to vote who are present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative, at the AGM.

The voting results will be announced at the AGM and published in the Company’s report on Form 6-K to be furnished to the SEC after the AGM.

Solicitation

The costs of soliciting proxies will be borne by the Company. Proxies may be solicited by certain of the Company's directors, officers and regular employees, without additional compensation, in person or by telephone or electronic mail. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding in their names the ordinary shares or ADSs beneficially owned by others to forward to those beneficial owners.

Voting by Holders of Ordinary Shares

When proxies are properly dated, executed, and returned by holders of ordinary shares, the ordinary shares they represent will be voted at the AGM in accordance with the instructions of the relevant shareholders. If no specific instructions are given by such holders, or in the case of broker's non-votes, the ordinary shares will be voted at the discretion of the holder of such proxies.

Abstentions by holders of ordinary shares are included in the determination of the number of ordinary shares present for the purpose of quorum but are not counted as votes for or against a proposal. Any representative of a corporate shareholder attending the AGM would need to produce a letter/board resolutions showing the authorization to represent such shareholder to the Company.

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering a written notice of revocation or a duly executed proxy bearing a later date, or by attending the AGM and voting in person. A written notice of revocation or a duly executed proxy bearing a later date must be delivered to the attention of the Company no later than 48 hours prior to the AGM.

Voting by Holders of ADSs

We have requested Citibank, N.A., as depository of the ADSs, to deliver to all owners of ADSs the ADS voting instruction cards. Upon timely receiving a duly completed ADS voting instruction card from an owner of the ADSs, Citibank, N.A. will endeavor, in so far as practicable, to vote or cause to be voted the amount of ordinary shares represented by such ADSs in accordance with the instructions set forth in the ADS voting instruction card.

If Citibank, N.A. does not receive the voting instructions from an owner of ADSs on or before the date set forth in the ADS voting instruction card, such owner of ADSs, under the terms of the deposit agreement, dated as of November 2, 2017, by and among the Company, Citibank, N.A. and all holders and beneficial owners from time to time of the ADSs issued thereunder, will be deemed to have instructed Citibank, N.A. to give a discretionary proxy to a person designated by the Company to vote the amount of ordinary shares represented by such ADSs unless the Company informs Citibank, N.A. that it does not wish such proxy to be given, that substantial opposition exists to the matters to be voted on at the AGM or that such matters would have a material adverse impact on the holders of the ordinary shares.

PROPOSAL — RATIFICATION OF REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

In September 2018, our audit committee of the Board of Directors (the “Audit Committee”) has approved, and our Board of Directors, upon the recommendation of the Audit Committee, has approved the termination of Marcum Bernstein & Pinchuk LLP and appointment of Deloitte Touch Tohmatsu (“Deloitte”) as our independent registered public accounting firm for the fiscal year ended March 31, 2019.

We are asking our shareholders to approve and ratify the report of Deloitte on the Company’s consolidated financial statements for the fiscal year ended March 31, 2019. The approval and ratification of the report of Deloitte on the Company’s consolidated financial statements for the fiscal year ended March 31, 2019 requires the affirmative vote of a simple majority of the votes attached to the ordinary shares cast by those shareholders entitled to vote who are present in person or by proxy at the AGM.

The Board of Directors recommends a vote **FOR** the approval and ratification of the report of Deloitte on the Company’s consolidated financial statements for the fiscal year ended March 31, 2019.

Annual Report

The Company will provide a hard copy of its annual report on Form 20-F for the fiscal year ended March 31, 2019, free of charge, to its shareholders upon request. Requests should be directed to the Company’s IR Department via email at ir@hexindai.com.

OTHER MATTERS

The Board of Directors is not aware of any business to come before the AGM other than the Proposal described above in this Proxy Statement. However, if any other matters should properly come before the AGM, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the Board of Directors may recommend.

By Order of the Board of Directors,

/s/ Xiaobo An

Xiaobo An

Chairman of the Board of Directors



HEXINDAI INC.

PROXY CARD

THIS PROXY CARD IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF HEXINDAI INC. FOR AN ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 9, 2019.

The undersigned, a holder of _____ ordinary shares of Hexindai Inc., a Cayman Islands exempted company (the “Company”), hereby acknowledges receipt of the notice of this annual general meeting of shareholders of the Company (the “AGM”) (the “Notice”) and proxy statement, and hereby appoints _____ (insert name) or failing him/her, Mr. Xiaobo An, the chairman of the board of directors of the Company, (the “Proxy”) with full power to each of substitution, as our duly authorized proxy with full power to attend the AGM on behalf and in the name of the undersigned, to represent the undersigned at the AGM to be held at the Conference Room, 5th Floor, Block C, Shimao, No. 92 Jianguo Road, Chaoyang District, Beijing 100020, People’s Republic of China at 10:00 a.m. (Beijing Time) on December 9, 2019 and at any adjournment thereof, and to vote all the aforesaid ordinary shares which the undersigned would be entitled to vote if then and there personally present, on the matters set forth below (i) as specified by the undersigned below (or if no voting instructions are specified by the undersigned below, at the discretion of the Proxy) and (ii) in the discretion of the Proxy upon such other business as may properly come before the AGM, all as set forth in the Notice and in the proxy statement furnished therewith.

This Proxy Card must be signed by the person registered in the register of members of the Company at the close of business on November 4, 2019 (Cayman Islands Time). In the case of a corporation, this Proxy Card must be executed by a duly authorized officer or attorney.

This proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this proxy will be voted at the discretion of the Proxy “**FOR**” the following proposal:

As an ordinary resolution, THAT the report of Deloitte Touch Tohmatsu, the Company’s independent registered public accounting firm, on the Company’s consolidated financial statements for the fiscal year ended March 31, 2019 be approved and ratified.

For
Against
Abstain

Dated: _____, 2019

Shareholder Name: _____

Signature



NOTES:

1. A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. Please insert the name of the person(s) of your own choice that you wish to appoint proxy in the space provided, failing which Mr. Xiaobo An, the chairman of the board of directors of the Company, will be appointed as your proxy.
 2. Whether or not you propose to attend the AGM in person, you are strongly advised to complete and return this form of proxy in accordance with these instructions. To be valid, this form must be completed and deposited (together with any power of attorney or other authority under which it is signed or a certified copy of that power or authority) to the attention of Ms. Xiaoqin Ma, Corporate Secretary, Hexindai Inc., 12th Floor, Block C, Shimao, No. 92 Jianguo Road, Chaoyang District, Beijing 100020, People's Republic of China, +86 10 5357 9731, as soon as possible and in any event not later than 48 hours before the time for holding the AGM or any adjourned meeting.
 3. If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the relevant shares. The senior holder should sign this form, but the names of all other joint holders should be stated on the form in the space provided.
 4. This form of proxy is for use by shareholders only. If the appointor is a corporate entity this form of proxy must either be under its seal or under the hand of some officer or attorney duly authorized for that purpose.
 5. If this form is returned without an indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether he/she votes and if so how.
 6. Returning this completed form of proxy will not preclude you from attending the AGM and voting in person if you so wish and in such event, the proxy shall be deemed to be revoked. If you plan to attend the AGM, please notify us of your intentions. This will assist us with meeting preparations.
 7. Any alterations made to this form must be initialed by you.
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