

## NOTICE

**NOTICE** is hereby given that **THIRTEENTH ANNUAL GENERAL MEETING** of **PYXIS FINVEST LIMITED** will be held on Saturday, 29<sup>th</sup> day of September, 2018 at 9.30 A.M. at the Registered office of the Company situated at "Centrum House", C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098, to transact the following business:

### **ORDINARY BUSINESS:**

**Item No. 1 – Adoption of the audited financial statements for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors.**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.

**Item No. 2 – Appointment of Mr. Shailendra Apte (DIN: 00017814) as a Director liable to retire by rotation.**

To appoint Mr. Shailendra Apte (DIN: 00017814), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

**Item No. 3 - Approval under Section 180(1)(C) of the Companies Act, 2013 to borrow from time to time any sum or sums of Money upto the Limit of 200 Crores.**

To consider, and of thought fit, to pass, with or without modification(s), the following as a **Special Resolution:**

**"RESOLVED THAT** in supersession to the earlier resolution passed by the members of the Company and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other provisions, if any, of Companies Act 2013, RBI regulations, subject to statutory amendments thereto from time to time, the consent of the members of the Company, be and is hereby given, to borrow for and on behalf of the Company from time to time as they may consider fit, any sum or sums of money in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, commercial paper, non-convertible debentures, compulsorily convertible debentures in the form of either fund based or non-fund based facility or otherwise in Indian Rupees or any other foreign currency from any bank or banks or any financial institutions, Central Government or State Government, body corporate, firm, other person or persons, and whether the same be unsecured or secured and if secured, whether by way of mortgage, charge, hypothecation, pledge, assignments, securitization or transfer into any trust or special purpose vehicle or otherwise in any way whatsoever, on over or in respect of all or any of the Company's assets and effects and properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or in transit) notwithstanding that the money to be borrowed together with the money, if any, already borrowed by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, i.e. reserves not set apart for any specific purpose, provided however that, the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 200 Crores

(Rupees Two Hundred Crores) or equivalent amount in foreign currency, exclusive of interest and other charges;

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to execute such agreements, papers, deeds and other instruments or writings containing such conditions, covenants as it may think fit to give effect to this resolution;

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to delegate all or any of the aforesaid powers to any committee of Directors/Officers or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution;

**RESOLVED FURTHER THAT** any one of the Directors of the Company and/or the Company Secretary be and are hereby severally authorized to forward a certified true copy of the resolution to the concerned persons/Authorities for action thereon.”

**Item No. 4 - Appointment of Mr. Surajit Sarkar (DIN: 06937315) as a Non-Executive Director**

To consider, and of thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act,2013 (“the Act”) and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR/ Listing Regulations), including any statutory modification(s) or re-enactment(s) thereof, and any rules made thereunder, for the time being in force, Mr. Surajit Sarkar (DIN: 06937315) who was appointed as an additional director with effect from August 31, 2018 and whose term expires at this AGM be and is hereby appointed as a Non-Executive Director of the Company whose office is liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds, matters and things, which may be necessary, expedient or proper to give effect to the above resolution.”

**By order of the Board of Directors,  
For Pyxis Finvest Limited**

**Sd/-  
Snehal Saboo  
Company Secretary**

**Place: Mumbai  
Date: August 31, 2018**

## NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

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 is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
5. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting is annexed to this Notice.
6. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
7. All the documents referred to in the Notice are annexed thereto including the Annual Report for the financial year 2017-18 and Notice of the 13<sup>th</sup> Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office Level 9 (unit 801),

Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai 400098 of the Company between 11.00 a.m and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

8. Members holding shares in physical form are requested to approach Purva Shareregistry (India) Private Limited, the Registrar and Share Transfer Agents of the Company at Unit no. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East) Mumbai 400 011 for:
  - (a) intimating any change in their address and/or bank mandate;
  - (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
  - (c) nominating any person to whom the shares shall vest in the event of death;
  - (d) updating/registering their e-mail address for correspondence; and
  - (e) any other queries with respect to shares held by them.
9. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or Purva Shareregistry (India) Private Limited for assistance in this regard.
11. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Purva Shareregistry (India) Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
12. The Register of Members and the Transfer Books of the Company will remain closed from September 24, 2018 to September 29, 2018, both days inclusive.
13. Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the e-voting facility shall be provided to shareholders in compliance with the conditions specified under Companies (Management and Administration) Rules, 2014, or amendments thereto. However, the Company, being listed on the SME platform of BSE Ltd, has been exempted from complying with e-voting requirements vide MCA Notification dated 19th March, 2015 by amendment in Rule 20 of the Companies (Management and Administration) Rules, 2014. Hence pursuant to the aforementioned notification, the e-voting facility has not been provided.
14. The Annual Report for the financial year 2017-18 and Notice of the 13<sup>th</sup> Annual General Meeting, inter-alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the

same by electronic mode. Physical copies of the above mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Purva Shareregistry (India) Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. [www.pyxisinvest.com](http://www.pyxisinvest.com).

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

**By order of the Board of Directors,  
For Pyxis Finvest Limited**

**Sd/  
Snehal Saboo  
Company Secretary**

**Place: Mumbai  
Date: August 31, 2018**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:**

**Item No. 3**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to Rs. 200 Crores (Rupees Two Hundred Crores only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In view of the above, the Board of Directors recommends passing of resolutions under Item nos. 3 as Special Resolutions

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

**Item No. 4**

The Board of Directors in its meeting held on August 31, 2018 approved appointment of Mr. Surajit Sarkar (DIN: 06937315) as an Additional Director, on the Board of the Company with effect from August 31, 2018, subject to the shareholders' approval.

The details of Mr. Surajit Sarkar as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are attached to the Notice.

In view of the above, the Board of Directors recommends passing of resolutions under Item nos. 4 as Ordinary Resolutions.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment in the 13<sup>th</sup> Annual General Meeting:

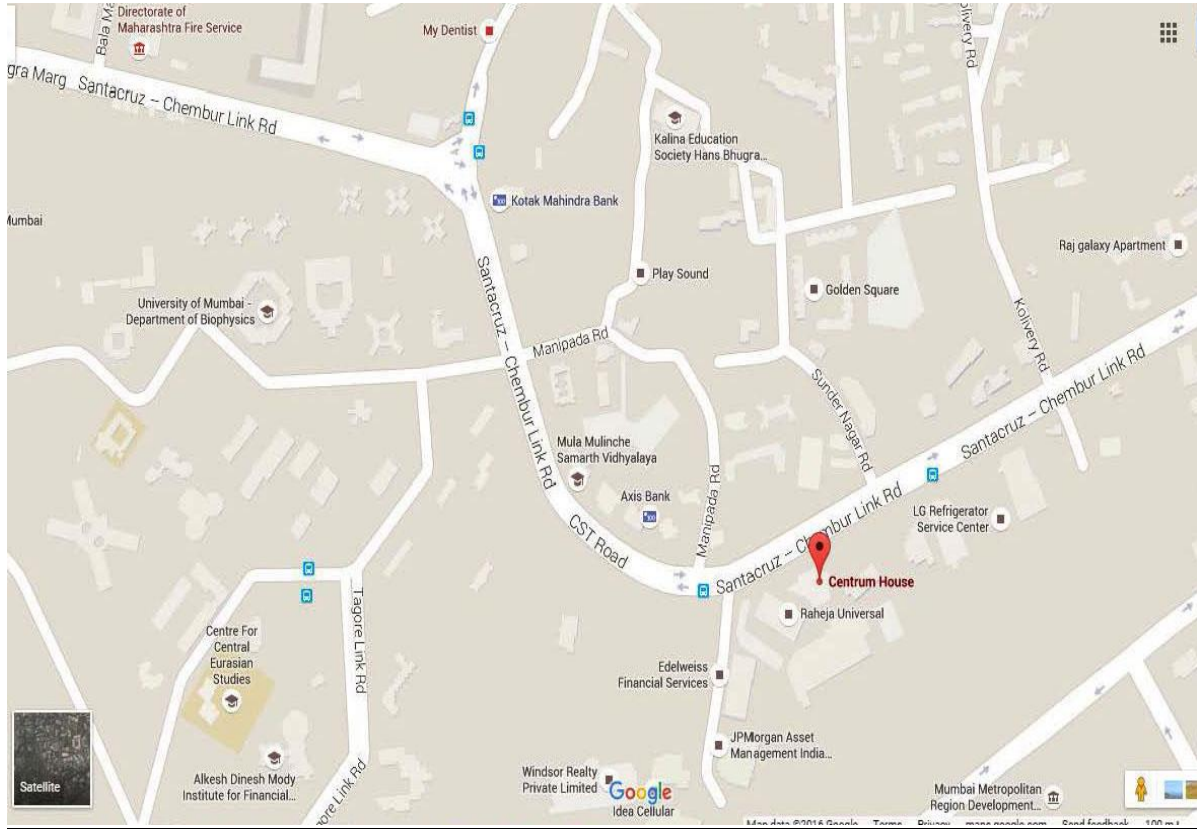
<b>Name of the Director</b>	<b>Mr. Shailendra Apte</b>
<b>Director Identification Number</b>	00017814
<b>Date of Birth</b>	February 09, 1970
<b>Date of Appointment</b>	September 18, 2015
<b>Qualifications</b>	B.Com, MMS
<b>Brief Resume of the Director</b>	Mr. Apte completed his graduation in Commerce from H R College in 1991 and acquired his Masters in Management Studies (MMS) in 1993 from the Principal L. N. Welingkar Institute of Management Studies, Mumbai University. He has around 25 years of experience in financial services sector. He has been associated with the Group since inception, and has played a vital role in its growth and expansion. He oversees the group financial, legal & technology functions in his current role as Executive Director & Group CFO.
<b>Expertise in specific functional areas</b>	Financial services sector
<b>Other listed companies in which he/ she holds Directorship</b>	Nil
<b>Chairperson/Member of Committee(s) of Board of Directors of the Company</b>	Nil
<b>Chairperson/Member of the Committee(s) of Board of Directors of other listed companies in which he/ she is a Director</b>	Nil
<b>Shareholding in the Company (Equity)</b>	Nil
<b>Disclosure of relationship with other Directors and Key Managerial Personnel</b>	Nil

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment in the 13<sup>th</sup> Annual General Meeting:

<b>Name of the Director</b>	<b>Mr. Surajit Sarkar</b>
<b>Director Identification Number</b>	06937315
<b>Date of Birth</b>	July 09, 1969
<b>Date of Appointment</b>	August 31, 2018
<b>Qualifications</b>	B.Com
<b>Brief Resume of the Director</b>	Mr. Sarkar is a commerce graduate. He has 25 years of vast experience in the field of finance and accounts.
<b>Expertise in specific functional areas</b>	Finance and Accounts
<b>Other listed companies in which he/ she holds Directorship</b>	Nil
<b>Chairperson/Member of Committee(s) of Board of Directors of the Company</b>	Nil
<b>Chairperson/Member of the Committee(s) of Board of Directors of other listed companies in which he/ she is a Director</b>	Nil
<b>Shareholding in the Company (Equity)</b>	Nil
<b>Disclosure of relationship with other Directors and Key Managerial Personnel</b>	Nil



## Location of the venue of the AGM



**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.

Name of the Member(s)	
Registered Address	
Email ID	
DP ID Client id/Folio No.	

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member/members of the above named Company hereby appoint,

1. Name : \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/or

2. Name : \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/or

3. Name : \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/or

as my/our Proxy to attend and vote ( on a Poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Company, to be held on Saturday, September 29, 2018 at 9.30 A.M and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No	Resolution	I/We assent to the resolution	I /We dissent to the resolution
<b>ORDINARY BUSINESS</b>			
1	Adoption of the audited financial statements for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors		
2	Re-appointment of Mr. Shailendra Apte (DIN: 00017814) as a Director liable to retire by rotation		
<b>SPECIAL BUSINESS</b>			
3	Approval under Section 180(1)(C) of the Companies Act, 2013 to borrow from time to time any sum or sums of Money upto the Limit of 200 Crores		
4	Appointment of Mr. Surajit Sarkar (DIN: 06937315) as a Non-Executive Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

**Notes:**

- 1) This Form of the 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 the Meeting.
- 2) A proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 4) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 5) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 6) \* This is optional please put a tick mark ( ✓ ) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

**ATTENDANCE SLIP**

(To be duly signed and presented at the entrance)

13<sup>th</sup> Annual General Meeting on Saturday, 29<sup>th</sup> day of September, 2018 at "Centrum House", C.S.T. Road, Vidyanagri Marg, Kalina, Santacruz (East), Mumbai – 400 098

Regd. Folio No./ DP ID : \_\_\_\_\_

- Client ID

Name of the Member : \_\_\_\_\_

Address : \_\_\_\_\_

Name of the Proxy : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

I hereby record my presence at the 13<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, 29<sup>th</sup> day of September, 2018 at 9.30 A.M at Centrum House", C.S.T. Road, Vidyanagri Marg, Kalina, Santacruz (East), Mumbai – 400 098

**Signature of the attending member/proxy:** \_\_\_\_\_

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 13<sup>th</sup> Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.