

**AGENDA FOR THE MEETING NO.(Q3/1/2019-20) OF THE BOARD OF DIRECTORS OF PYXIS FINVEST LIMITED SCHEDULED TO BE HELD ON THURSDAY, NOVEMBER 14, 2019, AT 03:30 P.M. AT CENTRUM HOUSE, C.S.T ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST) MUMBAI - 400 098.**

**AGENDA**

<b>Sr.</b>	<b>Items</b>	<b>Encl.</b>
<b>A- Routine Matters</b>		
<b>A-1-a</b>	To elect a Chairman for the meeting	-
<b>-b</b>	To confirm the quorum	-
<b>-c</b>	To grant leave of absence if any	-
<b>A-2</b>	a. To take note of and sign the Minutes of the Board Meeting No. (Q2/1/2019-20) held on September 26, 2019	-
<b>A-3</b>	Action Taken Report	-
<b>B- Matters for discussion/ approval</b>		
<b>B-1</b>	To consider, review and approve the unaudited financial results of the Company for the half year ended September 30, 2019	-
<b>B-2</b>	To take note of resignation of Ms. Snehal Saboo as Company Secretary of the Company and to consider and approve appointment of Mr. Deepesh Shah, as Company Secretary of the Company	
<b>C- Matters for noting</b>		
<b>C-1</b>	To consider, review and take note of the related party transactions entered by the Company during quarter and half year ended September 30, 2019	-
<b>C-2</b>	To take note of the filings with BSE Ltd for the quarter and half year ended September 30, 2019	-
<b>C-3</b>	To take note of the filings with RBI for quarter ended September 30, 2019	-
<b>C-4</b>	To take a note of the Disclosures/Declarations made by the Directors, if any	-
<b>D-Other Business</b>		
<b>D-1</b>	To transact any other business that may be brought before the Meeting with the permission of the Chair and consent of majority of the Directors present in the Meeting	-

**Pyxis Finvest Limited  
Centrum House, Mumbai**

**Memorandum to the Board of Directors**

**Agenda No. A-1**

**Place: Mumbai**

**Board Meeting Dated: 14/11/2019**

**a. TO ELECT A CHAIRMAN FOR THE MEETING**

The Board is requested to elect a Chairman to conduct the proceedings of the meeting.

**b. TO CONFIRM THE QUORUM AT THE MEETING**

The Chairman is requested to confirm the quorum at the meeting before initiating the proceedings of the Board.

**c. TO GRANT LEAVE OF ABSENCE, IF ANY.**

The Board is requested to grant leave of absence, if any, to the director(s) who have requested for the same.

**Pyxis Finvest Limited  
Centrum House, Mumbai**

**Memorandum to the Board of Directors**

**Agenda No. A-2**

**Place: Mumbai**

**Board Meeting Dated: 14/11/2019**

- a. TO TAKE NOTE OF AND SIGN THE MINUTES OF THE BOARD MEETING NO. (Q2-1-2019-20) HELD ON SEPTEMBER 26, 2019**

The Minutes of the Meeting of the Board of Directors of the Company held on September 26, 2019, is annexed herewith, for perusal by the Board.

The Board may kindly peruse and take note of the same and Chairman of the Meeting may kindly sign the said Minutes at the Meeting.

**Pyxis Finvest Limited  
Centrum House, Mumbai**

**Memorandum to the Board of Directors**

**Agenda No. A-3**

**Place: Mumbai**

**Board Meeting Dated: 14/11/2019**

**ACTION TAKEN REPORT (ATR)**

There were no actions directed by the Board in the previous meeting.

Hence, the ATR may be treated as nil.

**Pyxis Finvest Limited**  
**Centrum House, Mumbai**

**Memorandum to the Board of Directors**

**Agenda No. B-1**

**Place: Mumbai**

**Board Meeting Dated: 14/11/2019**

**TO CONSIDER, REVIEW AND APPROVE THE UNAUDITED FINANCIAL RESULTS FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019 ALONG WITH THE LIMITED REVIEW REPORT ON THE SAID FINANCIAL RESULTS**

In terms of Regulation 33 of SEBI Listing Regulations, the unaudited financial results of the Company for the half year ended September 30, 2019 will be placed before the Board along with the Limited Review Report on the said financial results issued by the Statutory Auditors of the Company. The said results and report are being placed before the Audit Committee in its meeting scheduled on November 14, 2019 for its review and recommendation to the Board.

The Board is requested to approve the said unaudited financial results and take on record the Limited Review Report. The said results along with the Limited Review Report will be submitted to BSE Limited.

The Board is requested to discuss and pass, with or without modification(s), the following resolution:

**“RESOLVED THAT** pursuant to Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the unaudited financial results of the Company for the half year ended September 30, 2019 as placed before the Board be and are hereby approved and the same be signed by the Managing Director or, in his absence, by any of the Directors on the Board in terms of Regulation 33;

**RESOLVED FURTHER THAT** the Limited Review Report on the said unaudited financial results for the half year ended September 30, 2019 issued by the Statutory Auditors of the Company be and is hereby taken on record;

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorised to release the said results and Limited Review Report to BSE Limited.”

**Pyxis Finvest Limited**  
**Centrum House, Mumbai**

**Memorandum to the Board of Directors**

**Agenda No. B-2**

**Place: Mumbai**

**Board Meeting Dated: 14/11/2019**

**TO TAKE NOTE OF RESIGNATION OF MS. SNEHAL SABOO AS COMPANY SECRETARY OF THE COMPANY AND TO CONSIDER AND APPROVE APPOINTMENT OF MR. DEEPESH SHAH, AS COMPANY SECRETARY OF THE COMPANY**

The Board be apprised that Ms. Snehal Saboo has resigned as Company Secretary of the Company due to personal reasons.

Therefore, it is proposed to appoint Mr. Deepesh Shah as Company Secretary of the Company in place of Ms. Snehal Saboo. Mr. Deepesh Shah is an Associate Member of the Institute of Company Secretaries of India (Membership No: ACS 52042) having requisite qualification and expertise to perform the functions of Company Secretary under the Company Secretaries Act, 1980. It is proposed to appoint him as Company Secretary of the Company [Key Managerial Personnel (KMP)] with immediate effect on such terms and conditions as contained in the draft letter of appointment as annexed herewith for the perusal the Board.

A brief profile of Mr. Deepesh Shah along with his consent pursuant to the applicable provisions of the Companies Act, 2013, is annexed herewith for the perusal the Board.

The aforesaid proposal shall first be placed before the Nomination and Remuneration Committee for its approval and the Board may after considering the recommendations made by the Nomination and Remuneration Committee pass, if deemed fit, the following resolutions:

**“RESOLVED THAT** the resignation of Ms. Snehal Saboo as Company Secretary of the Company w.e.f August 29, 2019 be and is hereby taken on record;

**“RESOLVED FURTHER THAT** pursuant to Sections 2(51), 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules prescribed thereunder (the “Act”) and SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”), consent of the Board be and is hereby given to appoint Mr. Deepesh Shah (ACS NO. A52042), who is holding prescribed qualification under the Companies (Appointment and Qualifications of Secretary) Rules, 1988, as a Company Secretary and Compliance Officer of the Company with effect from 14th November, 2019 to perform such functions as may be required under the Act and the Regulations, and on such terms, conditions and remuneration as mentioned in the draft appointment letter placed before the Board.

**RESOLVED FURTHER THAT** any of the Directors of the Company / any senior officer of HR Department be and is hereby authorized to execute and/or vary, if required, the said appointment letter of Mr. Deepesh Shah.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of Company be and is hereby authorized to sign and file necessary resolutions, documents, forms, intimations etc. with the Registrar of Companies, Ministry of Corporate Affairs, BSE Limited, or any other authorities as may be required and to do all such acts, deeds, matters and things as may be necessary to give effect to the this resolution.”

**Pyxis Finvest Limited  
Centrum House, Mumbai**

**Memorandum to the Board of Directors**

**Agenda No. C-1**

**Place: Mumbai**

**Board Meeting Dated: 14/11/2019**

**TO CONSIDER, REVIEW AND TAKE NOTE OF THE RELATED PARTY TRANSACTIONS ENTERED BY  
THE COMPANY DURING QUARTER ENDED SEPTEMBER 30, 2019**

A statement on related party transactions entered during the quarter ended September 30, 2019 will be placed before the Board at its meeting. The same will also be placed before the Audit Committee in its meeting scheduled on November 14, 2019 for its consideration as well. The Board is requested to take note of the same especially with respect to their being on arm's length and in the ordinary course of business.

**Pyxis Finvest Limited**  
**Centrum House, Mumbai**

**Memorandum to the Board of Directors**

**Agenda No. C-2**

**Place: Mumbai**

**Board Meeting Dated: 14/11/2019**

**TO TAKE NOTE OF THE FILINGS WITH BSE LTD FOR THE QUARTER/HALF YEAR ENDED SEPTEMBER 30, 2019**

The Board is requested to take note of the following filings made for the quarter/half year ended September 30, 2019 in compliance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR):

- Statement of Investors Complaints (Regulation 13(3))
- Shareholding pattern (Regulation 31(1))
- Compliance Certificate pertaining to appointment of RTA (Regulation 7(3))
- Certificate pertaining to share transfer (Regulation 40(9))

The Board is also requested to take note of the Share Capital Audit Report for the quarter ended September 30, 2019 issued by M/s. Shivam Sharma & Associates, Company Secretaries under Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996.

**Pyxis Finvest Limited  
Centrum House, Mumbai**

**Memorandum to the Board of Directors**

**Agenda No. C-3**

**Place: Mumbai**

**Board Meeting Dated: 14/11/2019**

**TO TAKE NOTE OF THE FILINGS WITH RBI FOR QUARTER ENDED SEPTEMBER 30, 2019**

The Board is requested to take note of the following returns filed with RBI for September 30, 2019:

- NBS 7 (Capital adequacy return)
- NDSI\_500CR
- ALM- STDL (Return on Short Term Dynamic Liquidity)
- ALM\_SL\_IRS
- Branch Info Return
- ALM\_Yearly

**Pyxis Finvest Limited  
Centrum House, Mumbai**

**Memorandum to the Board of Directors**

**Agenda No. C-4**

**Place: Mumbai**

**Board Meeting Dated: 14/11/2019**

**TO TAKE A NOTE OF THE DISCLOSURES/DECLARATIONS MADE BY THE DIRECTORS, IF ANY**

The Board may note that pursuant to the provision of Section 184(1) of the Companies Act, 2013, every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be prescribed.

The Board is required to take note of the same, if any disclosure is received from any of the Directors.