

NOTICE

NOTICE is hereby given that the 15th ANNUAL GENERAL MEETING of **PYXIS FINVEST LIMITED** will be held on **Wednesday, September 30, 2020**, at 04:00 P.M. at Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai 400098, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1 – ADOPTION OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020 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, 2020 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 – REAPPOINTMENT OF MR. KUMUD RANJAN MOHANTY (DIN: 07056917) AS MANAGING DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 190, 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act approval of Members of the Company be and is hereby accorded for re-appointment of Mr. Kumud Ranjan Mohanty (DIN: 07056917), as the Managing Director of the Company, for period of 5 (five) years with effect from 06th August, 2020, on such terms and condition and remuneration as set out in this resolution and the explanatory statement annexed hereto.

ITEM NO. 4 – APPOINTMENT OF MR. RAHUL SINGH AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. Rahul Singh (DIN: 07477748), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 24th August, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of

the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Rahul Singh, a non-executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from 30th September, 2020 to 29th September, 2025.”

ITEM NO. 5 – APPOINTMENT OF MS. ITISHREE GARG AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT Ms. Itishree Garg (DIN: 08837706), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 24th August, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Ms. Itishree Garg, a non-executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing with effect from 30th September, 2020 to 29th September, 2025.”

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

**Sd/-
Deepesh Shah
Company Secretary**

**Place: Mumbai
Date: August 24, 2020**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) 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 2019-20 and Notice of the 15th 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 & Sunday 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 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.
11. The Register of Members and the Transfer Books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 both days inclusive.
12. 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.
13. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.pyxisinvest.com and website of the Stock Exchanges i.e. BSE Limited. The Members who have not registered their email Id's are requested to click on this link <http://www.purvashare.com/email-and-phone-updation/> and registered their email id's and Phone number to receive the Annual Report and for all future communications.

14. 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.

EXPLANATORY STATEMENT:

ITEM NO. 3

Mr. Kumud Ranjan Mohanty was appointed as the Managing Director of the Company for a period of five years with effect from 05th August, 2015 the tenure of which came to an end in August, 2020.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Members, approved the re-appointment of Mr. Kumud Ranjan Mohanty as Managing Director for further period of five years post completion of his present term in August, 2020.

Mr. Kumud Ranjan Mohanty is not disqualified from being re-appointed a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director. Mr. Kumud Ranjan Mohanty satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

A brief profile of Mr. Kumud Ranjan Mohanty in annexed to this Report.

Other Terms and Conditions:

- (i) Remuneration: NIL
- (ii) The Managing Director shall be reimbursed all expenses made by him on behalf of the Company and/or incurred by him during the business trips taken by him for the Company purposes. Such expenses are to be incurred and reimbursed in line with the policies of the Company.
- (iii) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control, and direction of the Board of Directors of the Company. The Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- (iv) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

ITEM NO. 4

Mr. Rahul Singh (DIN: 07477748) was appointed as an Additional Director of the Company with effect from 24th August, 2020 by the Board of Directors under Section 161 of the Act and Articles of Association of the Company. In terms of Section 161(1) of the Act,

Mr. Rahul Singh holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Rahul's appointment as a Director.

A brief profile of Mr. Rahul Singh is annexed as part of this notice.

In terms of Section 149 and other applicable provisions of the Act, Mr. Rahul Singh is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Rahul Singh as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director for a term of 5 years up to 29th September, 2025.

In the opinion of the Board, Mr. Rahul Singh fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Rahul Singh as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Rahul Singh shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

None of the Directors other than Mr. Rahul Singh, Key Managerial Personnel or their relatives is concerned or interested in the Resolution at Item No.4 of the Notice.

ITEM NO. 5

Ms. Itishree Garg (DIN: 08837706) was appointed as an Additional Director of the Company with effect from 24th August, 2020 by the Board of Directors under Section 161 of the Act and Articles of Association of the Company. In terms of Section 161(1) of the Act,

Ms. Itishree Garg holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Rahul's appointment as a Director.

A brief profile of Ms. Itishree Garg is annexed as part of this notice.

In terms of Section 149 and other applicable provisions of the Act, Ms. Itishree Garg is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Ms. Itishree Garg as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director for a term of 5 years up to 29th September, 2025.

In the opinion of the Board, Ms. Itishree Garg fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Itishree Garg as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Ms. Itishree Garg shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

None of the Directors other than Ms. Itishree Garg, Key Managerial Personnel or their relatives is concerned or interested in the Resolution at Item No.5 of the Notice.

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

**Sd/-
Deepesh Shah
Company Secretary**

**Place: Mumbai
Date: August 24, 2020**

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 15th Annual General Meeting:

Name of the Director	Mr. Shailendra Apte
Director Identification Number	00017814
Date of Birth	February 09, 1970
Date of Appointment	September 18, 2015
Qualifications	B.Com, MMS
Brief Resume of the Director	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 over 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.
Expertise in specific functional areas	Financial services sector
Other listed companies in which he/ she holds Directorship	Nil
Chairperson/Member of Committee(s) of Board of Directors of the Company	Nil
Chairperson/Member of the Committee(s) of Board of Directors of other listed companies in which he/ she is a Director	Nil
Shareholding in the Company (Equity)	Nil
Disclosure of relationship with other Directors and Key Managerial Personnel	Nil

Name of the Director	Mr. Kumud Ranjan Mohanty
Director Identification Number	07056917
Date of Birth	February 05, 1959
Date of Re -appointment	August 06, 2020
Qualifications	Mr. Mohanty is a member of Chartered Institute for Securities & Investment, London (MCSI) and a Certified Associate of Indian Institute of Bankers (CAIIB). He holds a Post-Graduation Degree in Physics from the Utkal University, India.
Brief Resume of the Director	Mr. Kumud Ranjan Mohanty is a banking and financial services professional with over 32 years of experience in foreign exchange, treasury management, compliance & risk management, asset-liability management, international banking, offshore banking, and retail banking. His longest stint was with Bank of India for 24 years during which he worked in multiple financial jurisdictions including India, Hong Kong and Jersey.
Expertise in specific functional areas	Banking and financial services professional
Other listed companies in which he/ she holds Directorship	Nil
Chairperson/Member of Committee(s) of Board of Directors of the Company	Nil
Chairperson/Member of the Committee(s) of Board of Directors of other listed companies in which he/ she is a Director	Nil
Shareholding in the Company (Equity)	Nil
Disclosure of relationship with other Directors and Key Managerial Personnel	Nil

Name of the Director	Mr. Rahul Singh
Director Identification Number	07477748
Date of Birth	August 15, 1977
Date of appointment	August 24, 2020
Qualifications	M.com, LL.B, FCS
Brief Resume of the Director	Mr. Rahul Singh have two decade of experience in the field of legal and secretarial in various industries viz, Copper, Auto Mobile, Real Estate, Telecommunications, Mobile Manufacturing, Aluminum Foil & Steel sector. I have rich experience in the field of Corporate Legal, Insolvency and Bankruptcy Code,2016, SEBI, FEMA other laws
Expertise in specific functional areas	Legal and Secretarial
Other listed companies in which he/ she holds Directorship	Nil
Chairperson/Member of Committee(s) of Board of Directors of the Company	Nil
Chairperson/Member of the Committee(s) of Board of Directors of other listed companies in which he/ she is a Director	Nil
Shareholding in the Company (Equity)	Nil
Disclosure of relationship with other Directors and Key Managerial Personnel	Nil

Name of the Director	Ms. Itishree Garg
Director Identification Number	08837706
Date of Birth	September 23, 1993
Date of appointment	August 24, 2020
Qualifications	M.com, LL.B, ACS
Brief Resume of the Director	Ms. Itishree Garg has more than 5 years of experience in handling secretarial compliance, corporate & legal matters, finance related work under Corporate Laws including Companies Act, Securities Laws, and SEBI Rules and Regulation and has obtained comprehensive exposure in handling Corporate, Secretarial and legal matters interfacing with various regulatory authorities including SEBI, Stock Exchange, Ministry of Corporate Affairs, Regional Director. Her diverse work experience includes IT company, manufacturing Company, group companies working in different sectors.
Expertise in specific functional areas	Legal and Secretarial
Other listed companies in which he/ she holds Directorship	Nil
Chairperson/Member of Committee(s) of Board of Directors of the Company	Nil
Chairperson/Member of the Committee(s) of Board of Directors of other listed companies in which he/ she is a Director	Nil
Shareholding in the Company (Equity)	Nil
Disclosure of relationship with other Directors and Key Managerial Personnel	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	
EmailID	
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

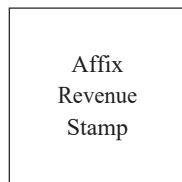
as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the Company, to be held on Wednesday, September 30, 2020 at 04:00 PM and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No	Resolution	I/We assent to the resolution	I /We dissent to the resolution
ORDINARY BUSINESS			
1	Adoption of the audited financial statements for the financial year ended March 31, 2020 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		
SPECIAL BUSINESS			
3	Re-appointment of Mr. Kumud Ranjan Mohanty (DIN: 07056917) as Managing Director of the Company		
4	Appointment of Mr. Rahul Singh (DIN: 07477748) as an Independent Director of the Company		
5	Appointment of Ms. Itishree Garg (DIN: 08837706) as an Independent Director of the Company		

Signed this _____ day of _____ 2020

Signature of the Shareholder: _____

Signature of the Proxyholder(s): _____



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)

15th Annual General Meeting on **Wednesday, September 30, 2020** 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 15th Annual General Meeting of the Company to be held on **Wednesday, September 30, 2020** at 04:00 PM 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 15th 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.