

AGENDA FOR THE MEETING (NO. Q1/1/2018-19) OF THE BOARD OF DIRECTORS OF PYXIS FINVEST LIMITED (FORMERLY, BCB FINANCE LIMITED), SCHEDULED TO BE HELD ON WEDNESDAY, MAY 30, 2018, AT 04:00 P.M. AT CENTRUM HOUSE, C.S.T ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST) MUMBAI-400 098

AGENDA

Sr.	Items	Encl.
A- Routine Matters		
A-1-a	To elect a Chairman for the meeting	-
-b	To confirm the quorum	-
-c	To grant leave of absence if any	-
A-2	<ul style="list-style-type: none"> a. To take note of and sign the Minutes of the Board Meeting Q4-1-2017-18 held on March 13, 2018 b. To approve and take on record the minutes of Nomination and Remuneration committee meeting (Q4/1/2017-18) held on March 13, 2018 	Yes
A-3	Action Taken Report	-
B- Matters for discussion/ approval		
B-1	To consider, review and approve the annual financial statements for the financial year ended March 31, 2018 and the draft Auditors' report on the said financial statements	-
B-2	To consider and approve the draft Director's report for the financial year ended March 31, 2018	-
B-3	To appoint Internal Auditors for the F.Y. 2018-19	-
B-4	To decide on non-acceptance of Public Deposits.	-
B-5	To consider and approve the Secretarial Audit Report	-
B-6	To recommend dividend, if any, for the financial year ending March 31, 2018	-
B-7	To take note of the Director(s) retiring by rotation at the ensuing Annual General Meeting	-
B-8	To decide the date, time and venue of 13th Annual General Meeting and to consider and approve the Notice of 13th Annual General Meeting	-

C- Matters for noting		
C-1	To take note of the disclosures/declarations made by the Directors	-
C-2	To consider, review and take note of the related party transactions entered by the Company during quarter ended March 31, 2018	-
D-Other Business		
D-1	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: 30/05/2018

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.

Mumbai	For Pyxis Finvest Limited Company Secretary
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**Pyxis Finvest Limited
Centrum House, Mumbai**

Memorandum to the Board of Directors

Agenda No. A-2

Place: Mumbai

Board Meeting Dated: 30/05/2018

- a. TO TAKE NOTE OF AND SIGN THE MINUTES OF THE BOARD MEETING Q4-1-2017-18 HELD ON MARCH 13, 2018**

The Minutes of the Meeting of the Board of Directors of the Company held on March 13, 2018, 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.

- b. TO APPROVE AND TAKE ON RECORD THE MINUTES OF NOMINATION AND REMUNERATION COMMITTEE MEETING Q4/1/2017-18 HELD ON MARCH 13, 2018**

The Minutes of the Nomination and Remuneration Committee Meeting of the Board of Directors of the Company held on March 13, 2018, is annexed herewith, for perusal by the Board.

The Board may kindly take note of the same.

Mumbai	For Pyxis Finvest Limited Company Secretary
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MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (Q4/1/2017-18) OF PYXIS FINVEST LIMITED (FORMERLY BCB FINANCE LIMITED) HELD ON TUESDAY, MARCH 13, 2018 AT 04.00 P.M. AT CENTRUM HOUSE, C.S.T. ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI – 400 098

Present:

Mr. Narayan Krishnan	-	Chairman and Non-Executive Director
Mr. Shailendra Apte	-	Non-Executive Director
Mr. Kumud Mohanty	-	Managing Director
Mr. Parag Shah	-	Independent Director
Mrs. Swati Sahukara	-	Independent Director

In Attendance:

Ms. Snehal Saboo	-	Company Secretary
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Proceedings:

1. CHAIRMAN, QUORUM AND LEAVE OF ABSENCE

The Chairman occupied the chair. Since, all directors were present, the Chairman called the meeting to be in order.

2. MINUTES OF THE PREVIOUS BOARD MEETING

Minutes of the previous Board Meeting held on November 14, 2017 were read and signed by the Chairman.

3. CONFIRMATION OF THE CIRCULAR RESOLUTION PASSED SINCE THE PREVIOUS BOARD MEETING HELD ON NOVEMBER 14, 2017

The following resolution passed by circulation by the Board of Directors since the previous Board Meeting held on November 14, 2017, as already circulated along with the agenda, were placed before the Board:

TO CONSIDER AND APPROVE APPOINTMENT OF AUTHORISED REPRESENTATIVE TO ATTEND AND VOTE AT THE COURT CONVENED EQUITY SHAREHOLDERS MEETING OF AGRATA MERCANTILE PRIVATE LIMITED

Date of Circulation: December 18, 2017

Date of Passing: December 18, 2017

Sr. No	Name of director	Approved/Not approved/Not reverted
1	Mr. Kumud Ranjan Mohanty	Approved
2	Mr. Shailendra Apte	Approved
3	Mr. Narayan Krishnan	Approved
4	Mr. Parag Shah	Approved
5	Ms. Swati Sahukara	Approved

The Board noted that, it was proposed to amalgamate Agrata Mercantile Private Limited and Shree Srinivas Realtors Private Limited with Centrum Financial Services Limited (Centrum Group Company). The Board further noted that, Pyxis Finvest Limited ("**the Company**") holds 100 equity shares of Agrata Mercantile Private Limited.

The Board further noted that, Pursuant to the application filed with National Company Law Tribunal (NCLT) and the court order received, it was required to hold a court convened meeting of the equity shareholders of Agrata Mercantile Private Limited.

In view of the same, it was proposed to appoint authorized representatives to attend the aforesaid meeting.

The Board members pursuant to discussions, passed the following resolution unanimously:

“RESOLVED THAT Pursuant to the Provisions of Section 113(1) (A) of the Companies Act, 2013, any one Director of the Company or Chief Financial Officer of Pyxis Finvest Limited be and is hereby appointed as an authorized representative of the company to attend and vote at the court convened meeting of equity shareholders of Agrata Mercantile Private Limited to be held on January 02, 2018 at Mumbai or at any adjournment thereof”.

4. ACTION TAKEN REPORT

The Board noted that, there were no actions directed by the Board in the previous meeting.

5. CHANGE OF DESIGNATED PRINCIPAL OFFICER AND DESIGNATED DIRECTOR FOR KYC-AML PURPOSE

The Board was informed that, in terms of the guidelines issued by RBI on “Know your Customer and Anti Money Laundering Measures for, there was a need to designate an officer as a ‘Principal Officer’ for monitoring and reporting of all transactions and sharing information as may be required under the law. Earlier Mr. Alpesh Shah was Principal officer and Mr. Shailendra Apte was designated director.

Due to the unwillingness of present designated officials, it was proposed to change the Principal Officer and Designated director of the Company.

The revised name was as follow:

1. Principal officer – Ms. Snehal Saboo
2. Designated Director – Mr. Kumud Ranjan Mohanty

The Board members pursuant to discussions, passed the following resolution unanimously:

“RESOLVED THAT in supersession of the earlier resolutions passed in this regard, the consent of the Board be and is hereby given to change the designated director and principal officer of the company;

RESOLVED FURTHER THAT Ms. Snehal Saboo be and is hereby designated as “Principal Officer” of the Company with immediate effect for the purpose of KYC-AML Policy;

RESOLVED FURTHER THAT Mr. Kumud Ranjan Mohanty be and is hereby designated as “Designated Director” of the Company with immediate effect for the purpose of KYC-AML Policy;

RESOLVED FURTHER THAT a copy of the resolution duly certified to be true by any one of the Directors or the Company Secretary, be forwarded for submission to various Authorities.”

6. PERFORMANCE EVALUATION OF DIRECTORS AND VARIOUS COMMITTEES

The Companies Act, 2013 prescribes annual Performance Evaluation of Directors, Chairperson, the Board and its Committees. Further, in terms of Section 134 (Rule 8) of the Companies Act, 2013 also, the Directors’ Report should include a statement indicating the manner in which the Board has done formal annual evaluation of its own performance, performance of Committees and individual Directors of the Company.

Accordingly, the Board has to independently evaluate the performance of the Board as a whole, its Committee, the chairperson and individual directors (excluding the director being evaluated).

Performance evaluation sheets/questionnaires based on criteria as to function, roles, responsibilities, competencies required and the business requirements etc. were circulated to each member of the Board and based on the details filled out by them, the performance evaluation was done.

Each Director evaluated the performance by filling the evaluation /question sheet and submit it to the Chairman.

The Board took the same on record.

7. APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FINANCIAL YEAR 2017-18

Pursuant to provisions of Section 204 of the Companies Act, 2013, the Company was required to have Secretarial Audit done and accordingly, it was proposed to appoint M/s. Shraddha Tripathi & Associates (COP:18020), Company Secretary in Practice, to conduct the audit for financial year 2017-18. Therefore, the Board was requested to consider the appointment of M/s. Shraddha Tripathi & Associates(COP:18020), Company Secretary in Practice, as Secretarial Auditor of the Company. Company had received consent letter to act as secretarial auditor from Ms. Shraddha on March 06, 2018.

The Board members pursuant to discussions, passed the following resolution unanimously:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Shraddha Tripathi & Associates (COP: 18020), Company Secretary in Practice, be and is hereby appointed as Secretarial Auditor of the Company for financial year 2017-18 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.”

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to file necessary forms, returns or documents with the Registrar of Companies and other authorities and to do all such acts, deeds, matters and things which may be necessary to give effect to the said resolution.”

8. REVIEW OF PERFORMANCE OF THE COMPANY AND UPDATE ON THE BUSINESS OPERATIONS

The Board noted the performance of the Company for quarter ended December 31, 2017.

9. CHANGE OF GRIEVANCE REDRESSAL OFFICER OF THE COMPANY

It was proposed to change the Grievance Redressal Officer of the company

The revised name was as follow:

Grievance Redressal Officer – Ms. Snehal Saboo

The Board members pursuant to discussions, passed the following resolution unanimously:

"RESOLVED THAT in supersession of the earlier resolutions passed in this regard, the consent of the Board be and is hereby given to change the Grievance Redressal Officer of the company;

RESOLVED FURTHER THAT Ms. Snehal Saboo be and is hereby appointed as the Grievance Redressal Officer with immediate effect;

RESOLVED FURTHER THAT a copy of the resolution duly certified to be true by any one of the Directors or the Company Secretary, be forwarded for submission to various Authorities.”

10. NOTE OF THE FILINGS WITH BSE LTD FOR THE QUARTER ENDED DECEMBER 31, 2017

The Board took note of the following filings made for the quarter ended December 31, 2017 in compliance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR):

- Statement of Investors Complaints (Regulation 13(3))
- Corporate Governance (Regulation 27(2))
- Reconciliation of Share Capital Audit (Regulation 55A)

11. NOTE ON RELATED PARTY TRANSACTIONS ENTERED FOR THE QUARTER ENDED DECEMBER 31, 2017

The Board took note of the related party transactions entered into for the quarter ended December 31, 2018.

12. NOTE OF RBI APPROVAL RECEIVED FOR CHANGE IN MANAGEMENT AND CONTROL

The Board took note of approval received from RBI for Change in Management and Control of the Company. As required, company has given public notice of 30 days in newspaper on February 23, 2018.

13. NOTE OF THE DISCLOSURES/DECLARATIONS MADE BY THE DIRECTORS, IF ANY

The Board noted that Company has not received any disclosure of interest or declaration from any directors of the Company.

14. Vote of Thanks

There being no other business to transact, the meeting concluded with a vote of thanks to the chair.

The meeting commenced at 04.00 P.M and ended at 05.00 P.M. All directors and invitee were physically present for and during the meeting.

Place: Mumbai

Date:

Chairman

MINUTES OF THE MEETING OF THE NOMINATION & REMUNERATION COMMITTEE NO. Q4/1/2017-18 OF PYXIS FINVEST LIMITED HELD ON TUESDAY, MARCH 13, 2018, AT 03:45 P.M., AT CENTRUM HOUSE, C.S.T ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI – 400 098.

MEMBERS PRESENT

Mr. Parag Shah - Chairman & Independent Director
Mrs. Swati Sahukara - Independent Director
Mr. Narayan Krishnan - Member

IN ATTENDANCE

Ms. Snehal Saboo Company Secretary

1. CHAIRMAN, QUORUM AND LEAVE OF ABSENCE

The Chairman occupied the chair. All the members present were present in person, and since the required quorum was there, the chairman called the meeting to be in order.

2. MINUTES OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING (NO. Q1/1/2017-18) HELD ON APRIL 27, 2017

Minutes of the previous Committee meeting held on April 27, 2017 were read and signed by the Chairman.

3. ACTION TAKEN REPORT

The Members noted that there were no actions prescribed since the previous Committee Meeting.

4. TO EVALUATE THE PERFORMANCE OF DIRECTORS FOR THE FY 2017-18

The Committee was informed that Section 178 of the Companies Act, 2013, provides for evaluation of performance of every director by Nomination and Remuneration Committee of each Company.

Performance Evaluation Forms was placed before the Board. The Committee members discussed on the evaluation process and submitted the signed form.

5. VOTE OF THANKS

As there was no other business, the Meeting concluded with a vote of thanks to the Chair.

The Meeting commenced at 03:45 p.m. and ended at 04:00 p.m.

**PLACE: MUMBAI
DATE:**

CHAIRMAN

**Pyxis Finvest Limited
Centrum House, Mumbai**

Memorandum to the Board of Directors

**Agenda No. A-3
Board Meeting Dated: 30/05/2018**

Place: Mumbai

ACTION TAKEN REPORT (ATR)

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

Hence, the ATR may be treated as nil.

Mumbai	For Pyxis Finvest Limited Company Secretary
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**Pyxis Finvest Limited
Centrum House, Mumbai**

Memorandum to the Board of Directors

**Agenda No. B-1
Board Meeting Dated: 30/05/2018**

Place: Mumbai

TO CONSIDER, REVIEW AND APPROVE THE ANNUAL FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 AND THE DRAFT AUDITORS' REPORT ON THE SAID FINANCIAL STATEMENTS

The audited financial statements of the Company consisting of the Balance Sheet as on March 31, 2018, Profit & Loss Account for the year ended March 31, 2018, Cash Flow Statement for financial year 2017-18 and notes on financial statements for the year ended March 31, 2018 shall be placed before the Meeting. The Board is requested to review the same in terms of the provisions of the Companies Act, 2013, and Rules and Regulations framed thereunder, compliance of accounting standards issued by the Institute of Chartered Accountant of India etc. The draft Auditors' Report shall also be placed before the Board for noting.

These financial statements shall first be placed before the Audit Committee for its review and the Board may after considering the observations made by the Audit Committee, pass, with or without modification(s), the following resolution:

"RESOLVED THAT the audited financial statements of the Company (consisting of the Balance Sheet as on March 31, 2018, Profit & Loss Account for the year ended March 31, 2018, Cash Flow Statement for financial year 2017-18 and notes on financial statements for the year ended March 31, 2018 as recommended by the Audit Committee and placed before the Board be and are hereby approved and adopted and any two of the Directors of the Company and the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised to sign the financial statements as per the requirements of the Companies Act, 2013;

RESOLVED FURTHER THAT the draft Auditors' Report on the financial statements as placed before the Board be taken on record."

Mumbai	For Pyxis Finvest Limited Company Secretary
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**Pyxis Finvest Limited
Centrum House, Mumbai**

Memorandum to the Board of Directors

**Agenda No. B-2
Board Meeting Dated: 30/05/2018**

Place: Mumbai

TO CONSIDER AND APPROVE THE DRAFT DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

The draft of the Directors' Report for the year ended March 31, 2018 on the business and operations of the Company shall be placed in the Meeting for the perusal of the Board.

The Board is requested to consider and approve the draft of Directors' Report and pass, with or without modification(s), the following resolution:

"RESOLVED THAT the draft of the Report of the Directors to the shareholders of the Company, for the financial year ended on March 31, 2018 as placed before the Board, be and is hereby approved;

RESOLVED FURTHER THAT any two of the other Directors of the Company be and are hereby authorised to make changes, if any, to the draft of the Report of the Directors and sign the same on behalf of the Board of Directors of the Company in terms of Section 134 of the Companies Act, 2013;

RESOLVED FURTHER THAT the Directors' Report, duly incorporating the amendments, if any, as above, be sent to the Members along with the Audited Accounts of the Company."

Mumbai	For Pyxis Finvest Limited Company Secretary
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**Pyxis Finvest Limited
Centrum House, Mumbai**

Memorandum to the Board of Directors

**Agenda No. B-3
Board Meeting Dated: 30/05/2018**

Place: Mumbai

TO APPOINT INTERNAL AUDITORS FOR THE FINANCIAL YEAR 2018-19

The Audit Committee of the Company, at their meeting proposed to be held on May 30, 2018 is considering the agenda for the appointment of M/s. F K Mody & Co., Chartered Accountants, Mumbai as the Internal Auditors of the Company for the accounting year commencing from April 01, 2018 to March 31, 2019 and shall submit their recommendation to the Board.

The Board is requested to consider and approve their appointment and pass, with or without modification(s), the following resolution:

“RESOLVED THAT the approval of the Board of Directors of the Company be and is hereby granted to appoint M/s. F K Mody & Co., Chartered Accountants, Mumbai as the Internal Auditors of the Company for the financial year commencing from April 01, 2018 to March 31, 2019 at a fee as may be mutually agreed between the Company and Auditors.

Mumbai	For Pyxis Finvest Limited Company Secretary
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**Pyxis Finvest Limited
Centrum House, Mumbai**

Memorandum to the Board of Directors

**Agenda No. B-4
Board Meeting Dated: 30/05/2018**

Place: Mumbai

TO DECIDED ON NON-ACCEPTANCE OF PUBLIC DEPOSITS

The Board may kindly note that, as per Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 dated August 25, 2017, as amended from time to time, NBFC's are required to pass a resolution stating that the Company has neither accepted public deposits nor would accept any public deposits during the year.

The Board is requested to consider the same and if thought fit, pass with or without modification(s) the following resolution:

“RESOLVED THAT pursuant to provisions of Sections 73, 76 & other applicable provisions of the Companies Act, 2013, including rules framed thereunder and pursuant to Master Direction - Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 dated August 25, 2017 and relevant circulars/notifications, if any, the consent of Board of Directors be and is hereby accorded to the Company to not accept any public deposits in future without prior approval of the Reserve Bank of India;

RESOLVED FURTHER THAT the Board also takes on record that the company has not accepted any public deposits in the past and does not hold any public deposits as on date;

RESOLVED FURTHER THAT any of the Director of the Company or the Company Secretary be and are hereby severally authorized to forward a copy of the resolution duly certified to be true and the resolution shall remain in force until notice in writing is given by the Board of Directors of the Company.”

Mumbai	For Pyxis Finvest Limited Company Secretary
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**Pyxis Finvest Limited
Centrum House, Mumbai**

Memorandum to the Board of Directors

**Agenda No. B-5
Board Meeting Dated: 30/05/2018**

Place: Mumbai

TO CONSIDER AND APPROVE THE SECRETARIAL AUDIT REPORT

The Board may kindly note that as per Sec. 204 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, following companies are required to obtain 'Secretarial Audit Report' from independent practicing company secretary;

- (1) Every listed company
- (2) Every public company having a paid-up share capital of Fifty Crore rupees or more; or
- (3) Every public company having a turnover of Two Hundred Fifty Crore rupees or more.

Being a listed company, it has appointed CS Shraddha Tripathi & Associates as Secretarial Auditor, who shall submit the Secretarial Audit Report, for the period from April 1, 2017 to March 31, 2018.

The Board is requested to consider and approve the draft of Secretarial Audit Report and pass, with or without modification(s), the following resolution:

"RESOLVED THAT the draft of the Secretarial Audit Report, for the F.Y. 2017-18, as placed before the Board be and is hereby approved;

Mumbai	For Pyxis Finvest Limited Company Secretary
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**Pyxis Finvest Limited
Centrum House, Mumbai**

Memorandum to the Board of Directors

**Agenda No. B-6
Board Meeting Dated: 30/05/2018**

Place: Mumbai

TO TAKE NOTE OF THE DIRECTOR(S) RETIRING BY ROTATION AT THE ENSUING ANNUAL GENERAL MEETING.

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Shailendra Apte, (DIN: 00017814), Director of the Company will be retiring by rotation from the Directorship of the Company at the ensuing Annual General Meeting.

Mr. Shailendra Apte, being eligible, had offered his candidature for re-appointment as Director of the Company. The consent in writing received from him to act as Director in Form DIR-2 and a declaration in Form DIR-8 to the effect that he is not disqualified under the provisions of Section 164(2) of the Companies Act, 2013, shall be placed in the Meeting for the perusal of the Board.

The Board may, kindly consider and if deemed fit, recommend to the Members the re-appointment of Mr. Shailendra Apte as Director of the Company at the ensuing Annual General Meeting and pass, with or without modification(s), the following resolution:

“RESOLVED THAT recommendation be and is hereby made to the Members of the Company for re-appointment of Mr. Shailendra Apte, (DIN: 00017814), in the ensuing Annual General Meeting, as Director of the Company is liable to retire by rotation.”

Mumbai	For Pyxis Finvest Limited Company Secretary
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**Pyxis Finvest Limited
Centrum House, Mumbai**

Memorandum to the Board of Directors

**Agenda No. B-7
Board Meeting Dated: 30/05/2018**

Place: Mumbai

TO RECOMMEND DIVIDEND, IF ANY, FOR THE FINANCIAL YEAR ENDING MARCH 31, 2018

After taking into consideration the bottom line and future prospects of the Company, the Board is requested to propose and recommend the dividend, if any, for the financial year ending March 31, 2018.

In view of the above it is submitted to the Board to consider and recommend dividend subject to the shareholders' approval in the ensuing 13th Annual General Meeting.

The following resolution may be passed with or without modification(s):

"RESOLVED THAT the Board of Directors of the Company hereby recommend that a dividend of Rs. _____ per equity share to the equity shareholders of the Company be paid for the financial year ended March 31, 2018;

RESOLVED FURTHER THAT the consent of the shareholders of the Company at the ensuing 13th Annual General Meeting be obtained for the payment of the aforesaid dividend to the equity shareholders of the Company."

Mumbai	For Pyxis Finvest Limited Company Secretary
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Pyxis Finvest Limited
Centrum House, Mumbai

Memorandum to the Board of Directors

Agenda No. B-8
Board Meeting Dated: 30/05/2018

Place: Mumbai

TO DECIDE THE DATE, TIME AND VENUE OF 13TH ANNUAL GENERAL MEETING AND TO CONSIDER AND APPROVE THE NOTICE OF 13TH ANNUAL GENERAL MEETING

A. TO DECIDE THE DATE, TIME AND VENUE OF 13TH ANNUAL GENERAL MEETING

The Board is requested to decide convening 13th Annual General Meeting of the Company on ___ day, _____, 2018, at _____ at "Centrum House" C. S. T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

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

"RESOLVED THAT 13th Annual General Meeting of the Company for the financial year ended on March 31, 2018, be held on ____, 2018, at ____ at "Centrum House" C. S. T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098;

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all necessary, acts, deeds, matters and things as may be required towards implementation of this resolution, including signing and executing all necessary documents, deeds, agreements, etc. as may be required."

B. APPROVAL OF THE NOTICE OF THE ANNUAL GENERAL MEETING.

The Board is requested to approve the draft Notice of 13th Annual General Meeting of the Company will be placed for the perusal of the Board and to pass, with or without modification(s), the following resolution:

"RESOLVED THAT the Notice of 13th Annual General Meeting of the Company be and is hereby approved;

RESOLVED FURTHER THAT any two of the Directors of the Company be and are hereby jointly authorized to make modification(s) or addition(s), to the said Notice (not being material in nature) as may be required and to issue the same to the members and other persons as may be required;

RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to do all necessary acts, deeds and things as may be required in this regard, including sending Notice to the Members of the Company, the Registrar of Companies, and/or any other authorities/persons as may be required.”

Mumbai	For Pyxis Finvest Limited Company Secretary
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Pyxis Finvest Limited
Centrum House, Mumbai

Memorandum to the Board of Directors

Agenda No. C-1
Board Meeting Dated: 30/05/2018

Place: Mumbai

TO NOTE THE DISCLOSURES/DECLARATIONS MADE BY THE DIRECTORS

A. TO TAKE ON RECORD FORM MBP-1 RECEIVED, IF ANY, FROM THE DIRECTORS OR KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 184(1) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, all the Directors of the Company have submitted respective Form MBP- 1 relating to disclosure of their concern/interest including shareholding in other companies/bodies corporate/firms/association of individuals as on April 01, 2018.

The abovementioned disclosures shall be placed in the Meeting for the perusal of the Board. The Board may kindly take note of the same and also, disclosures received, if any, in the Board Meeting from any other Director or Key Managerial Personnel and pass, with or without modification(s), the following resolution:

“RESOLVED THAT the ‘Disclosure of Interest Notices’ received from the Directors of the Company, in pursuance of sub-section (1) of section 184 of the Companies Act, 2013 read with Companies (Meetings of Board & its Powers) Rules, 2014 be and is hereby noted and taken on record;

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things necessary in this regards.”

B. TO TAKE ON RECORD THE DECLARATIONS RECEIVED FROM INDEPENDENT DIRECTORS REGARDING THEIR MEETING THE CRITERIA OF INDEPENDENCE

Pursuant to the provisions of Section 149(7) of the Companies Act, 2013, all the Independent Directors of the Company have submitted declaration regarding their meeting the criteria of independence as specified in Section 149(6) of the Companies Act, 2013. The abovementioned declarations shall be placed in the Meeting for the perusal of the Board.

The Board may kindly take on record the same and pass, with or without modification(s), the following resolution:

“RESOLVED THAT declaration of independence received from all the Independent Directors of the Company regarding their meeting the criteria of independence specified in Section 149(6) of the Companies Act, 2013, as circulated along with the agenda, be and are hereby taken on record.”

C. TO TAKE ON RECORD THE DECLARATION RECEIVED FROM DIRECTORS PURSUANT TO SECTION 164 OF THE COMPANIES ACT, 2013

All the Directors of the Company have submitted declaration regarding that they are not disqualified as specified in Section 164 of the Companies Act, 2013. The abovementioned declarations shall be placed in the Meeting for the perusal of the Board.

The Board may kindly take on record the same and pass, with or without modification(s), the following resolution:

“RESOLVED THAT declaration received from all the Directors of the Company regarding that they are not disqualified specified in Section 164 of the Companies Act, 2013, as circulated along with the agenda, be and are hereby taken on record.”

Mumbai	For Pyxis Finvest Limited Company Secretary
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**Pyxis Finvest Limited
Centrum House, Mumbai**

Memorandum to the Board of Directors

**Agenda No. C-2
Board Meeting Dated: 30/05/2018**

Place: Mumbai

TO CONSIDER, REVIEW AND TAKE NOTE OF THE RELATED PARTY TRANSACTIONS ENTERED BY THE COMPANY DURING THE QUARTER ENDED MARCH 31, 2018

A statement of transactions entered into by the Company with related parties i.e. directors, management, holding company, relatives of directors, etc. for the quarter ended March 31, 2018 shall be placed in the Meeting for the perusal of the Board.

The Board may kindly take note that all the related party transactions have been entered at arm's length basis and are carried out at the prevalent market prices in the ordinary course of business.

The Board may kindly consider, review and take the same on record.

Mumbai	For Pyxis Finvest Limited Company Secretary
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