

NOTICE

NOTICE is hereby given that the 14th ANNUAL GENERAL MEETING of **PYXIS FINVEST LIMITED** will be held on **Thursday, September 26, 2019**, 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, 2019 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, 2019 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.

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

**Sd/-
Snehal Saboo
Company Secretary**

**Place: Mumbai
Date: May 29, 2019**

NOTES:

1. 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.

2. 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.
3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
4. 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.
5. 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.
6. All the documents referred to in the Notice are annexed thereto including the Annual Report for the financial year 2018-19 and Notice of the 14th 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.

7. 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.
8. 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.
9. 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.
10. The Register of Members and the Transfer Books of the Company will remain closed from Friday, September 20, 2019 to Thursday, September 26, 2019 both days inclusive.
11. 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.
12. The Annual Report for the financial year 2018-19 and Notice of the 14th 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.

13. 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**

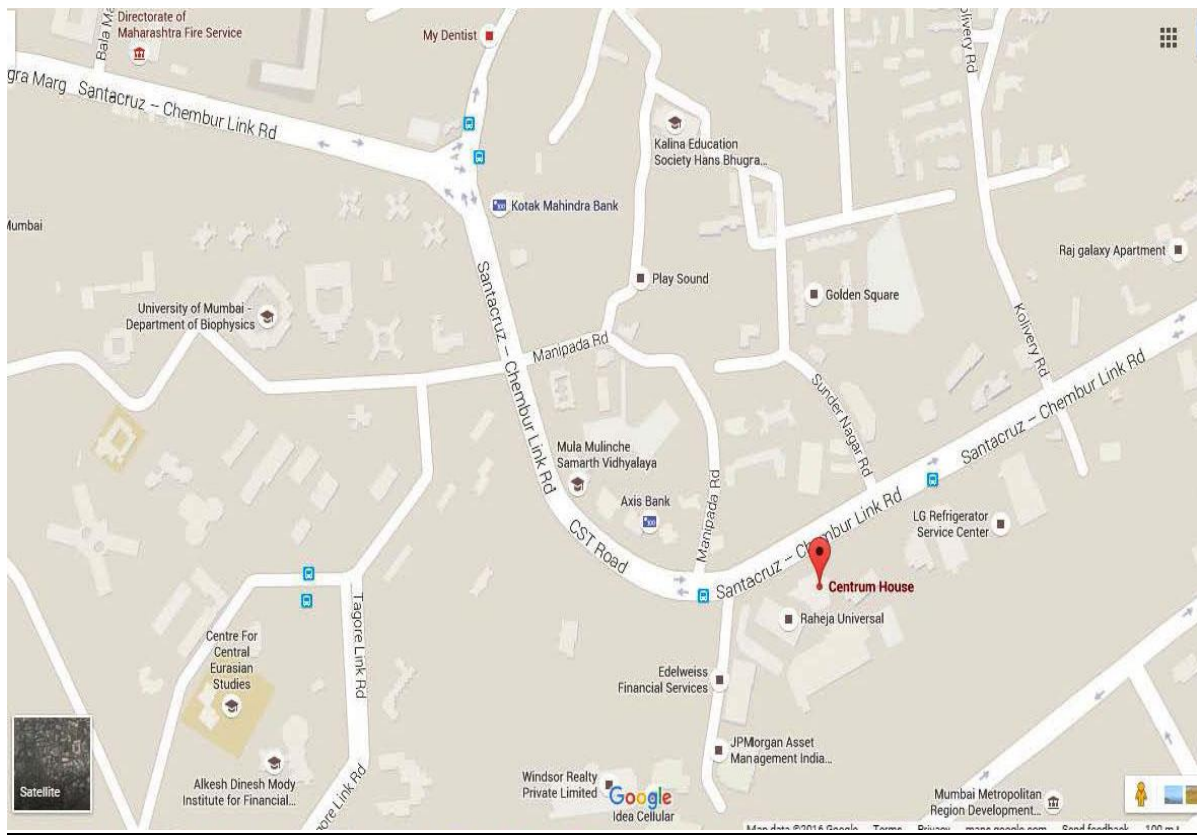
**Sd/
Snehal Saboo
Company Secretary**

**Place: Mumbai
Date: May 29, 2019**

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 14th 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

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 14th Annual General Meeting of the Company, to be held on Thursday, September 26, 2019 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, 2019 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		

Signed this _____ day of _____ 2019

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)

14th Annual General Meeting on **Thursday, September 26, 2019** 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 14th Annual General Meeting of the Company to be held on **Thursday, September 26, 2019** 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 14th 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.