

NOTICE

NOTICE is hereby given that the **19th Annual General Meeting of Pyxis Finvest Limited** will be held at the Corporate Office of the Company at **1207/A, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001** on **Monday, 30th September, 2024 at 11:00 a.m.** to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Directors and the Auditors thereon.

Special Business

2. Regularization of Additional Director, Mr. Uttam Bharat Bagri (DIN: 01379841) as a Managing Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 190, 196, 197, 203 and 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 of the Act, and the Articles of Association of the Company and pursuant to the Directions, Circulars and Guidelines issued by the Reserve Bank of India, Mr. Uttam Bharat Bagri (DIN: 01379841) who was appointed as an Additional Director in the capacity of Managing Director w.e.f. 31st July, 2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Managing Director for a period of **5 years commencing from July 31, 2024 till July 30, 2029**.

RESOLVED FURTHER THAT as approved by the Board and the Nomination and Remuneration Committee of the Company, an **annual remuneration upto Rs. 84 lac (Rupees Eighty Four Lac only)** be paid for **3 years commencing from July 31, 2024 till July 30, 2027** [*remuneration in excess of the limit of 5% (five percent) specified w/s Section 197 r/w Schedule V Part II Section II of the Act in case of inadequacy or absence of profits*]."

3. Regularization of Additional Director, Mr. Nahar Singh Mahala (DIN: 02105653) as an Independent Director of the Company for a term of 5 years and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; Mr. Nahar Singh Mahala (DIN: 02105653) who was appointed as an Additional Director of the Company in Independent Category w.e.f. 30th July, 2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and from whom the Company has received a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an **Independent Director** of the Company, **not liable to retire by rotation**, to hold office for **five (5) consecutive years for the period from July 30, 2024 till July 29, 2029 (both dates inclusive)**."

4. Regularization of Additional Director, Ms. Jyoti Budhia (DIN: 00332044) as an Independent Director of the Company for a term of 5 years and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; Ms. Jyoti Budhia (DIN: 00332044) who was appointed as an Additional Director of the Company in Independent Category w.e.f. 30th July, 2024 in terms of Section

161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and from whom the Company has received a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an **Independent Director** of the Company, **not liable to retire by rotation**, to hold office for **five (5) consecutive years for the period from July 30, 2024 till July 29, 2029 (both dates inclusive).**”

5. Regularization of Additional Director, Ms. Neelam Ingle (DIN: 10656844) as an Independent Director of the Company for a term of 5 years and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; Ms. Neelam Ingle (DIN: 10656844) who was appointed as an Additional Director of the Company in Independent Category w.e.f. 30th July, 2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and from whom the Company has received a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an **Independent Director** of the Company, **not liable to retire by rotation**, to hold office for **five (5) consecutive years for the period from July 30, 2024 till July 29, 2029 (both dates inclusive).**”

6. To approve appointment of M/s. Bhatte & Co., Chartered Accountants (ICAI Firm Registration No.: 131092W) as Statutory Auditors for the F.Y. 2024-25 and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. Bhatte & Co., Chartered Accountants (ICAI Firm Registration No.: 131092W) be and are hereby appointed as the Statutory Auditors of the Company on remuneration of Rs. 60,000/- p.a. and out of pocket expenses, to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to discontinuation of the existing Statutory Auditors M/s. P.D. Saraf & Co., Chartered Accountants (FRN: 109241W), and they shall hold the office till the conclusion of 20th Annual General Meeting to be held in the year 2025.”

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

Sd/-
Yojana R. Pednekar
(Company Secretary)

Date: 30th August, 2024

Place: Mumbai

Notes:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (‘the Act’) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to Item No. 2 to 5 to be transacted at the Annual General Meeting (‘AGM’ / ‘Meeting’) is annexed hereto as **Annexure 1**.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself, and such a **proxy need not be a member**.
3. A proxy form for the AGM is enclosed as **Annexure 2**. The instrument appointing proxy/proxies in order to be effective, must be lodged at the Registered Office of the Company **not later than 48 hours** before the commencement of the meeting.
4. As per the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. The holder of proxy shall prove his identity at the time of attending the Meeting. The Proxies should carry their identity proof i.e. a PAN Card / Aadhaar card / Passport / Driving License.
6. Members/proxies/authorized representatives should bring duly filled **Attendance slip** enclosed herewith, as **Annexure 3**, to attend the meeting mentioning therein details of their DP ID and Client ID/Folio No.
7. In case of joint holders attending the AGM, only such joint holder whose name appear first in order of names will be entitled to vote.

8. **Corporate Members** pursuant to Section 113 of the Companies Act, 2013 intending to attend the AGM through their authorized representatives, are requested to send to the Company at pyxisinvestltd@gmail.com, a certified copy of relevant **Board resolution** together with the respective **specimen signatures** of those representative(s) authorized under the said resolution to attend the AGM.
9. 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 would be entitled to **inspect the proxies** lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
10. **Brief profile** and other required information in respect of the **Directors proposed to be appointed/re-appointed**, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) is enclosed with this notice as **Annexure 4**. Requisite declarations have been received from the Directors seeking appointment / re-appointment.
11. The **Register of Directors and Key Managerial Personnel** and their shareholding, maintained u/s 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. Members are requested to write to pyxisinvestltd@gmail.com for inspection of all the relevant documents referred to in the accompanying Notice and Explanatory Statement up to the date of the AGM.
12. The **Register of Contracts or Arrangements** in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM. Members are requested to write to pyxisinvestltd@gmail.com for inspection of all the relevant documents referred to in the accompanying Notice and Explanatory Statement up to the date of the AGM.
13. Members desirous of obtaining **any information** concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary **at least seven days before the date of the Meeting**, so that the information required may be made available at the Meeting.
14. There are no events requiring the closure of the Register of Members and Share Transfer Books under Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in conjunction with Section 91 of the Companies Act, 2013 r/w Rule 10 of the Companies (Management and Administration) Rules, 2014. However, **Record date / Cut-off date for the purpose of AGM have been fixed as Saturday 21st September, 2024**
15. Members holding shares in physical form are requested to approach for updating or change in their bank details, correspondence including change of address, mandates, etc. to the Registrar and Transfer Agents of the Company ("RTA") viz. Purva Sharegistry (India) Private Limited, Unit No.9, Shiv Shakti Industrial Estate, Near Lodha Excelus, J.R. Boricha Marg, Lower Parel (East), Mumbai-400 011 and members holding shares in dematerialized form should approach their respective Depository Participants for the same.
16. The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, effective April 1, 2019 requests for effecting transfer of securities are not being processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
17. Non-resident Indian members are requested to inform the RTA, M/s. Purva Sharegistry (India) Private Limited, Mumbai (or their Depository Participants as the case may be) immediately about:
 - Change in their residential status on return to India for permanent settlement
 - Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Members may avail nomination facility as provided under Section 72 of Companies Act, 2013. Members holding shares in physical form are advised to make nomination in respect to their shareholding with the Company or RTA and those holding shares in Dematerialized form are advised to make nomination through their Depository Participant.
19. SEBI has also mandated that for registration of transfer of securities, the transferor(s) or transferee(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
21. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at pyxisinvestltd@gmail.com
22. The Annual Report for 2023-24 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for the physical copy of the report. Further, the Members holding shares in physical form or other Members who have not registered their email address with the Company can get the same registered by approaching the Registrar and Transfer Agents of the Company (RTA) viz. M/s. Purva Sharegistry (India) Private Limited, Unit No.9, Shiv Shakti Industrial Estate, Near Lodha Excelus J.R. Boricha Marg, Lower Parel (East), Mumbai-400 011, Email ID – support@purvashare.com mentioning Name & address of the Members along with a self-attested copy of the PAN card and self-attested copy of any document i.e. Driving License, Election Identity card, Passport for address proof. Members holding shares in demat form are requested to update their email address with their Depository.
23. Members may also note that the notice of the 19th AGM and the Annual Report for 2023-24 will be available on the Company's website www.pyxisinvest.com
24. 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.
25. **Voting through electronic means:** As the Company is listed on SME platform of BSE Ltd, it is exempted from providing voting through electronic means [*proviso to Rule 20(2) of the Companies (Management and Administration) Rules, 2014.*]
26. Before or on the declaration of the result of the voting on any resolution on show of hands, a poll may be ordered to be taken by the Chairman of the meeting on his own motion, and shall be ordered to be taken by him on a demand made in that behalf in accordance with section 109 r/w rules made thereunder.
27. The results shall be declared on or after the AGM of the Company. The results declared shall be placed on the Company's website www.pyxisinvest.com within two days the passing of the resolutions at the 19th AGM of the Company on Monday, 30th September, 2024 and communicated to the BSE Ltd. within the prescribed period.
28. The route map showing directions to reach the venue of the 19th AGM is annexed as **Annexure 5**.

Annexure 1
Explanatory Statement

[In terms of Section 102 of the Companies Act, 2013 r/w Secretarial Standard on General Meeting (SS-2)]

Item No. 2

Regularization of Additional Director, Mr. Uttam Bharat Bagri (DIN: 01379841) as a Managing Director of the Company

Based on the recommendations of the Nomination and Remuneration Committee (NRC) and post relevant regulatory approvals, Mr. Uttam Bharat Bagri (DIN: 01379841) have been appointed as an Additional Director in the capacity of Managing Director, effective from July 31, 2024, for a term of five years, ending on July 30, 2029. His annual remuneration is set upto Rs. 84 lac (Rupees Eighty Four Lac only).

In accordance with Section 196(4) read with Schedule V, Part II, Section I of the Companies Act, 2013, the Board's approval of the appointment, terms, conditions, and remuneration of the Managing Director is subject to the approval of the shareholders. Furthermore, since the remuneration payable to Mr. Uttam Bharat Bagri exceeds the limits specified under Section 197(1)(i) of the Companies Act, 2013, a special resolution is required from the shareholders.

Further,

- i. The Company's net profit, as calculated under Section 198, is insufficient to cover the proposed managerial remuneration. Therefore, the remuneration has been determined based on the company's effective capital. *[Table given under clause A of Part II Section II of the Schedule V].*
- ii. The proposed remuneration was approved by the Board and Nomination & Remuneration Committee in its meetings dated 30th August, 2024. *[Point (i) of the 2nd proviso to clause A of Part II Section II of the Schedule V].*
- iii. The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. *[Point (ii) of the 2nd proviso to clause A of Part II Section II of the Schedule V].*
- iv. Special resolution for payment of remuneration is proposed to be passed for a period not exceeding three years *[Point (iii) of the 2nd proviso to clause A of Part II Section II of the Schedule V].*
- v. Statement containing additional information is given below *[Point (iv) of the 2nd proviso to clause A of Part II Section II of the Schedule V].*

As per the second proviso to Section 203 of the Companies Act, 2013, a company may appoint or employ a person as its Managing Director if that person is already the Managing Director of one, and not more than one other company, provided that such appointment or employment is approved by a resolution passed at a Board meeting with the consent of all Directors present. Additionally, specific notice of the meeting and the resolution to be moved must be given to all Directors in India.

Before his appointment as Managing Director of Pyxis Finvest Ltd (the Company), Mr. Uttam Bharat Bagri was already serving as the Managing Director of BCB Brokerage Private Limited (BBPL). The Board of BBPL passed a resolution dated 1st April, 2024 consenting to his appointment as Managing Director of the Company.

The Board of Directors recommends the passing of the resolution as a Special Resolution, as outlined in item no. 2 of the notice, for the appointment of Mr. Uttam Bharat Bagri as a Managing Director.

Except for Mr. Uttam Bharat Bagri and his relatives, none of the other Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the resolution set forth in the notice.

Statement containing additional information as required in Schedule V of the Companies Act, 2013

I. General information

1.	Nature of industry	Non-Banking Finance Company
2.	Date or expected date of commencement of commercial production	Existing Company, in operation since 2005
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	In the financial year 2023-2024, the Company made a turnover of Rs. 2.36 Crore
5.	Foreign Investments or collaborations, if any	Nil

II. Information about the appointee

1.	Background details	<p>Mr. Uttam Bharat Bagri is a third-generation promoter director of the 65-year-old BCB Group, a financial services group primarily engaged in Stock Broking and Merchant Banking activities.</p> <p>He is a Bachelor of Commerce and holds a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management (IIM) Ahmedabad.</p> <p>He is active in the public policy space in Indian Capital Markets, having over time served on the Board of now BSE Limited from 2003 to 2005 and 2010 to 2012 as Trading Member representative. He has been a member of many Committees of Market Infrastructure Institutions (Stock Exchanges/ Depositories/ Clearing Corporations) and SEBI over time</p>
2.	Past remuneration	First appointment in the Company and hence not applicable.
3.	Recognition or awards	<p>Professional achievements include:</p> <ol style="list-style-type: none"> 1. Trading Member Representative on Board of BSE Limited (2003-05 and 2010-12) 2. Chairman of the Bombay Stock Exchange Brokers Forum (2016-2021) 3. Member of various Committees of Market Infrastructure Institutions (Stock Exchanges/ Depositories/ Clearing Corporations) and SEBI over time including the SEBI Committee on “Strengthening Governance of Market Infrastructure Institutions (MIIs)” chaired by Shri G Mahalingam (2022).
4.	Job profile and his suitability	<p>Mr. Uttam Bharat Bagri is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company.</p> <p>Mr. Uttam Bagri has an overall experience of more than a decade in the field of NBFC and more than 2 decades in the field of Stock Broking & Depository Participant.</p>
5.	Remuneration proposed	Upto Rs. 84 lac for 3 years commencing from July 31, 2024 till July 30, 2027
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Uttam Bharat Bagri is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Not related to any of the Directors and Key Managerial Personnel of the Company

III. Other information

1.	Reasons of loss or inadequate profits	The Company is a small company with low operations
2.	Steps taken or proposed to be taken for improvement	The Company proposes to ramp up its operations
3.	Expected increase in productivity and profits in measurable terms	The profit is expected to grow on better operational performance by the Company

Item No. 3**Regularization of Additional Director, Mr. Nahar Singh Mahala (DIN: 02105653) as an Independent Director of the Company for a term of 5 years**

Mr. Nahar Singh Mahala (DIN: 02105653) was appointed as an Additional Director of the Company on 30th July, 2024 in terms of Section 161 (1) of the Companies Act, 2013 in the category of ‘Non-Executive Independent’ in terms of the Companies Act, 2013. Mr. Nahar Singh Mahala, an Additional Director holds the office up to the date of the ensuing Annual General Meeting of the Company or the last date on which Annual General Meeting should have been held, whichever is earlier.

Mr. Nahar Singh Mahala is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director).

Mr. Nahar is an Advocate, practicing for more than 2 decades in the field of Debt recovery, Company matters, business related issues, Securities laws, Insurance laws, Society laws, Property laws, Consumer Redressal, Intellectual Property Rights (IPR), Suits and arbitrations, deeds and documentations and legal consultancy. He has also authored books/articles on SEBI Takeover Code, Insider Trading, Law of deposits, Competition law, Unfair Trade Practices, IPR, Franchisee etc., and hence the Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Nahar Singh Mahala as an Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Nahar Singh Mahala as ‘Non-executive Independent Director’ for a term up to 5 (five) consecutive years commencing from July 30, 2024 till July 29, 2029 (both dates inclusive).

Accordingly, the Board of Directors recommends the passing of the resolution as an Ordinary Resolution as set out in the item no. 3 of the notice for appointment of Mr. Nahar Singh Mahala.

Save and except Mr. Nahar Singh Mahala, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item No. 4**Regularization of Additional Director, Ms. Jyoti Budhia (DIN: 00332044) as an Independent Director of the Company for a term of 5 years**

Ms. Jyoti Budhia (DIN: 00332044) was appointed as an Additional Director of the Company on 30th July, 2024 in terms of Section 161 (1) of the Companies Act, 2013 in the category of ‘Non-Executive Independent’ in terms of the Companies Act, 2013. Ms. Jyoti Budhia, an Additional Director holds the office up to the date of the ensuing Annual General Meeting of the Company or the last date on which Annual General Meeting should have been held, whichever is earlier.

Ms. Jyoti Budhia is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director).

Ms. Jyoti Budhia is M.Com by qualification. She has nearly 38 years of experience in the areas of Trading & Investments in Various Financial Products of Equity Derivatives, Options Greeks, Commodities, Currencies, Portfolio Management, Advisory, Risk Management & Training segment. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Jyoti Budhia as an Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Ms. Jyoti Budhia as ‘Non-executive Independent Director’ for a term up to 5 (five)

consecutive years commencing from July 30, 2024 till July 29, 2029 (both dates inclusive).

Accordingly, the Board of Directors recommends the passing of the resolution as an Ordinary Resolution as set out in the item no. 4 of the notice for appointment of Ms. Jyoti Budhia.

Save and except Ms. Jyoti Budhia, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item No. 5

Regularization of Additional Director, Ms. Neelam Ingle (DIN: 10656844) as an Independent Director of the Company for a term of 5 years

Ms. Neelam Ingle (DIN: 10656844) was appointed as an Additional Director of the Company on 30th July, 2024 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Ms. Neelam Ingle, an Additional Director holds the office up to the date of the ensuing Annual General Meeting of the Company or the last date on which Annual General Meeting should have been held, whichever is earlier.

Ms. Neelam Ingle is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director).

Ms. Neelam is a B.Com graduate from Mumbai University. She has a vast experience of more than 20 years in Capital Market, specifically in handling Stock Broking related compliances. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Neelam Ingle as an Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Ms. Neelam Ingle as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from July 30, 2024 till July 29, 2029 (both dates inclusive).

Accordingly, the Board of Directors recommends the passing of the resolution as an Ordinary Resolution as set out in the item no. 5 of the notice for appointment of Ms. Neelam Ingle.

Save and except Ms. Neelam Ingle, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item No. 6

To approve appointment of M/s. Bhattar & Co., Chartered Accountants (ICAI Firm Registration No.: 131092W) as Statutory Auditors for the F.Y. 2024-25

M/s. P.D. Saraf & Co., Chartered Accountants (FRN: 109241W), were appointed as the Statutory Auditors at the AGM of the Company held on 30th September, 2021 for a period of five years i.e. from financial year 2020-21 to financial year 2024-25, to hold office till the conclusion of the 20th Annual General Meeting (AGM) of the Company. However, the Auditor has expressed their unwillingness to continue in this role, as communicated in their letter dated 30th August, 2024 due to pre-occupation and change in management. This has resulted in a casual vacancy as per Section 139(8) of the Companies Act, 2013.

On the recommendation of the Audit Committee, Board has appointed M/s. Bhattar & Co., Chartered Accountants (ICAI Firm Registration No.: 131092W) as the Statutory Auditor to fill the vacancy. According to Section 139(8) of the Companies Act, 2013, if a casual vacancy arises due to the discontinuation of an auditor, the appointment of a new auditor must be approved by the Company at a general meeting convened within three months of the Board's recommendation and the newly appointed auditor shall hold the office till the conclusion of the next AGM.

Accordingly, the Board of Directors recommends the passing of the resolution in this AGM as an Ordinary Resolution as set out in item no. 6 of the notice for appointment of M/s. Bhattar & Co., Chartered Accountants (ICAI Firm Registration No.: 131092W) as Statutory Auditors for the F.Y. 2024-25.

Disclosure as required u/r 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- i. **Proposed fees payable:** *Rs.60,000 p.a.*
- ii. **Terms of appointment:** *Auditors to hold office till the conclusion of the 20th AGM*
- iii. **Any material change in the fee payable from that paid to the outgoing auditor:** *None*
- iv. **Rationale for such change:** *Not applicable*
- v. **Basis of recommendation for appointment:** *M/s. Bhatte & Co is a 49 year old Chartered Accountants firm offering quality services to select clients and is integration of youth and wisdom known for its creative planning. It is a conservative firm that values and believes in long-term relationships.*

The firm specializes in Loan Syndication and undertakes Management Consultancy Services for its client for effective financial planning and financial policy determination which includes Syndication of Term Loan, Working Capital Loan, Venture Capital Funding, Project report preparation with feasibility studies and Loan Syndication.

Apart from this, the firm has the commendable experience with the professional team in the field of Accounts, Audits and Taxation.

M/s. Bhatte & Company have Peer Review certificate till 31-Mar-2027

None of the Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

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

Sd/-
Yojana R. Pednekar
(Company Secretary)

Date: 30th August, 2024
Place: Mumbai

Notes:

1. Special Business do not relate to or affect any other company and therefore disclosure on the extent of shareholding interest of not less than two percent in that other company of every Promoter, Director, Manager and of every other Key Managerial Personnel of the first mentioned company, is not required *[Proviso to Section 102(2) of the Companies Act, 2013 r/w SS-2 clause 1.2.5]*
2. Documents referred to in the Explanatory Statement above, shall be made available for inspection in physical or in electronic form during the business hours, at the Registered Office of the Company. *[Proviso to Section 102(3) of the Companies Act, 2013 r/w SS-2 clause 1.2.5]*

Annexure 2

PYXIS FINVEST LIMITED

CIN: L65990MH2005PLC157586

Corp. Office: 1207A, P.J. Towers, Dalal Street, Fort, Mumbai-400 001.

Regd. Office: 208A, P.J. Towers, Dalal Street, Fort, Mumbai-400 001.

Tel: +91 22 2272 0000 Email: pyxisfinvestltd@gmail.com Website: www.pyxisfinvest.com

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			
E-mail Id			
Folio No / DP Id		Client ID	

I / We, being the member(s) of shares of the above mentioned Company, hereby appoint

1. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him/her

2. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him/her

3. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **Nineteenth** Annual General Meeting ('AGM') of the Company to be held on the **Monday, 30th September, 2024** at the Corporate Office of the Company at 1207/A, P. J. Towers, Dalal Street, Fort, Mumbai – 400001, and at any adjournment thereof, in respect of such resolutions as are indicated below:

**I/We wish my/our above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolution:	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2024, together with the Reports of the Directors and the Auditors thereon.		
2.	To regularize appointment of Additional Director Mr. Uttam Bharat Bagri (DIN: 01379841) as Managing Director		
3.	To regularize appointment of Additional Director Mr. Nahar Singh Mahala (DIN: 02105653) as Independent Director		
4.	To regularize appointment of Additional Director Ms. Jyoti Budhia (DIN: 00332044) as Independent Director		
5.	To regularize appointment of Additional Director Ms. Neelam Ingle (DIN: 10656844) as Independent Director		
6.	To approve appointment of M/s. Bhatner & Co., Chartered Accountants (ICAI Firm Registration No.: 131092W) as Statutory Auditors for the F.Y. 2024-25		

Signed this _____ day of _____, 2024

Affix
Revenue
Stamp of Re. 1

Signature of shareholder(s)

Signature of first proxy holder

Signature of Second proxy holder

Signature of Third proxy holder

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hrs before the commencement of the meeting.
- A proxy need not be a member of the Company
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
- **This is optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointment of a proxy does not prevent member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.

Annexure 3**PYXIS FINVEST LIMITED****CIN: L65990MH2005PLC157586****Corp. Office:** 1207A, P.J. Towers, Dalal Street, Fort, Mumbai-400 001.**Regd. Office:** 208A, P.J. Towers, Dalal Street, Fort, Mumbai-400 001.**Tel:** +91 22 2272 0000 **Email:** pyxisfinvestltd@gmail.com **Website:** www.pyxisfinvest.com**ATTENDANCE SLIP****19TH ANNUAL GENERAL MEETING***(To be signed and handed over at the entrance of the meeting venue)*

Regd. Folio No.		No. of Shares held	
DP ID*		Client ID*	
Full Name of the Member (in Block Letters):			
Name of the Proxy: (To be filled-in if the Proxy Form has been duly deposited with the Company)			

I hereby record my presence at the **NINETEENTH ANNUAL GENERAL MEETING** of the Company on Monday, 30th September, 2024 at 11:00 a.m. at the Corporate Office of the Company at 1207/A, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001.

Members / Proxy's Signature

(To be signed at the time of handing over this slip)

* Applicable for members holding shares in electronic form.

Note: Members are requested to bring their copies of the Annual Report to the meeting

Annexure 4

Brief profile of the Directors proposed to be appointed/re-appointed

[Pursuant to SS-2 & Regulation 36 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name	Uttam Bharat Bagri (DIN: 01379841)	Mr. Nahar Singh Mahala (DIN: 02105653)	Ms. Jyoti Budhia (DIN: 00332044)	Ms. Neelam Ingle (DIN: 10656844)
Category	Managing Director	Independent Director	Independent Director	Independent Director
Date of Birth	19-Nov-1975	20-June-1964	24-Feb-1965	18-Nov-1967
Age	48 years	60 years	59 years	56 years
Qualification	B. Com & Post Graduate Diploma in Management (IIM - A)	MA, LLM	M.Com, Pursuing PhD	B. Com
Brief Resume / Experience	<ol style="list-style-type: none"> Trading Member Representative on Board of BSE Limited (2003-05 and 2010-12) Chairman of the Bombay Stock Exchange Brokers Forum (2016-2021) Member of various Committees of Market Infrastructure Institutions (Stock Exchanges/ Depositories/ Clearing Corporations) and SEBI over time including the SEBI Committee on “Strengthening Governance of Market Infrastructure Institutions (MIIs)” chaired by Shri G Mahalingam (2022). 	24 years of practice in Debt recovery, Company matters, business related issues, consumer redressal, Intellectual Property Rights (IPR), Suits and arbitrations, deeds and documentations and legal consultancy	She has nearly 38 years of experience in the areas of Trading & Investments in Various Financial Products of Equity Derivatives, Options Greeks, Commodities, Currencies, Portfolio Management, Advisory, Risk Management & Training segment	22 years of experience in Capital Market operations
Expertise in specific functional areas	<ul style="list-style-type: none"> 10 years Pyxis Finvest Limited (RBI registered NBFC) from 2005 to 2015. BCB Brokerage Private Limited (SEBI registered Stock Broker, Merchant Banker & Depository Participant) since 2001 to date 	<p>Company laws, Securities laws, Insurance laws, Society laws, Property laws, Corporate law – touching due diligence and corporate governance, bankruptcy.</p> <p>Authored books/articles on SEBI Takeover Code, Insider Trading, Law of deposits, Competition law, Unfair Trade Practices, IPR, Franchisee etc.</p>	<p>Core competencies in the following areas:</p> <ul style="list-style-type: none"> Business Development Strategic Planning Designing Options Strategies Derivatives Trading Hedging Investment Portfolio Management Training & Development Technical Analysis Risk Management Advisory Services Customer Relations Team Management 	<p>More than 20 years of experience in Accounts and Finance department</p> <p>More than 20 years of experience of handling Stock Broking compliances</p>

Terms and conditions of appointment/re-appointment	As per the resolution at item No. 2 of the notice convening this meeting, appointed for 5 years commencing from July 31, 2024 till July 30, 2029	As per the resolution at item No. 3 of the notice convening this meeting, Mr. Nahar Singh Mahala is proposed to be appointment as Independent Director	As per the resolution at item No. 4 of the notice convening this meeting, Ms. Jyoti Budhia is proposed to be appointment as Independent Director	As per the resolution at item No. 5 of the notice convening this meeting, Ms. Neelam Ingle is proposed to be appointment as Independent Director
Remuneration last drawn	Nil	Nil	Nil	Nil
Remuneration proposed	Upto Rs. 84 lac p.a.	Sitting Fees as approved by the Board of Directors	Sitting Fees as approved by the Board of Directors	Sitting Fees as approved by the Board of Directors
Date of First Appointment on the Board	31-Jul-2024	30-Jul-2024	30-Jul-2024	30-Jul-2024
Shareholding in the company including shareholding as a beneficial owner	58.49%	Nil	Nil	Nil
Relationship with Directors/Key managerial Personnel	Not related to any Director.	Not related to any Director.	Not related to any Director.	Not related to any Director.
No. of Meetings of the Board attended during the year	None	None	None	None
Other Directorships, Membership/Chairmanship of Committees of other Boards (including listed companies)	BCB Brokerage Private Limited (CIN: U67120MH2000PTC129742) BCB Propco Private Limited (CIN: U68100MH2014PTC260168) BCB Realty Private Limited (CIN: U68100MH2015PTC261823) BCB Tech Solutions Private Limited (CIN: U72900MH2020PTC339792) Securities Industry Association Of India (CIN: U74990MH2002GAP137795) UB Shelter Land Holdings Private Limited (CIN: U70109MH2016PTC425984)	None	Directorship: Yash Trading And Finance Limited (CIN: L51900MH1985PLC036794) Chairmanship: Chairperson of Audit Committee, Independent Directors' Committee & Nomination and Remuneration Committee of Yash Trading And Finance Limited	None
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	None	None	None	None
Justification / Skills & capabilities	NA	Considering the skills and capabilities stated above, justifies his appointment as an Independent Director of the Company	Considering the skills and capabilities stated above, justifies her appointment as an Independent Director of the Company	Considering the skills and capabilities stated above, justifies her appointment as an Independent Director of the Company

Annexure 5

Route Map of the venue of the 19th AGM of the Company

