

NOTICE

[Pursuant to section 101 r/w SS-2 & Regulation 4(2)(b)(i)]

NOTICE is hereby given that the **20th 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 **Tuesday, 30th September, 2025 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, 2025 together with the Reports of the Directors and the Auditors thereon.
2. To approve appointment of **M/s. Bharat Gupta & Co., Chartered Accountants (ICAI Firm Registration No.: 131010W)** as Statutory Auditors for a period 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 the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee, M/s. Bharat Gupta & Co., Chartered Accountants (ICAI Firm Registration No.: 131010W), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of 25th Annual General Meeting of the Company, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.”

Special Business

3. Regularization of Additional Director, **Mr. Ajay Gokul Sharma (DIN: 06960753)** 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 the 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. Ajay Gokul Sharma (DIN: 06960753) who was appointed as an Additional Director of the Company in Independent Category w.e.f. 22nd July, 2025 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 22nd July, 2025 till 21st July, 2030 (both dates inclusive).**”

4. Approval for **proposed material Related Party Transactions (RPTs) - Loan to BCB Brokerage Private Limited**, and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Companies Act, 2013 (the Act), the Rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) approval of the Members be and is hereby accorded to the Company for entering into material RPTs/ contracts/ arrangements/ agreements with **BCB Brokerage Private Limited** (an entity associated with Promoter Director Mr. Uttam Bharat Bagri & his relatives), for advancing of loans / intercorporate deposits, in the aggregate upto an amount **not exceeding Rs. 100 crores.**

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any duly constituted Committee thereof in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. Approval for **existing material Related Party Transactions (RPTs)** and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Companies Act, 2013 (the Act), the Rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) approval of the Members be and is hereby accorded to the Company **for continuing with existing material RPTs/contracts/arrangements/agreements** with

- i. **Mr. Uttam Bharat Bagri**, a Related Party within the meaning of sub-proviso (a) of Regulation 2(1)(zb) of the Listing Regulations, for his appointment as a Managing Director of the Company w.e.f. 31st July, 2024 on **annual remuneration of upto Rs. 84 lac.**
- ii. **Mr. Utsav Uttam Bagri**, a Related Party within the meaning of sub-proviso (a) of Regulation 2(1)(zb) of the Listing Regulations, for his appointment as Chief Financial Officer of the Company w.e.f. 28th October, 2024 on a **monthly remuneration of Rs. 1 lac.**
- iii. **BCB Brokerage Private Limited**, a Related Party within the meaning of sub-proviso (a) of Regulation 2(1)(zb) of the Listing Regulations,
 - a. for availing demat and trading account services for brokerage/ demat charges/ other service charges **not exceeding aggregate Rs. 10 lac (Rupees Ten lac only) per annum.**
 - b. to route funds for settlements and margin obligations of the Clearing Corporations through the said BCB Brokerage Private Limited up to an aggregate limit of **Rs.10,000 crore (Rupees Ten Thousand Crore only) per annum.**

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board or any duly constituted Committee thereof in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. To fix the amount of fee to be charged to member requesting dispatch of notice through a particular mode and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the proviso of Section 20(2) r/w Secretarial Standard-2 (SS-2) on General Meetings, approval of the Members be and is hereby accorded to the Board to charge a fee of **Rs. 10,000/- or actual cost incurred, whichever is higher**, to a member requesting for delivery of Notice of general meeting through a particular mode, other than the one followed by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

Sd/-

**Yojana R. Pednekar
(Company Secretary)**

Date: 3rd September, 2025

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 6** 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**. [Section 105(2)]
3. A proxy form for the AGM is enclosed as [Annexure 3](#). 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. [Section 105(4)]
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. [Section 105(1)]
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 4](#), to attend the meeting mentioning therein details of their DP ID and Client ID/Folio No. [SS-2]
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 pyxisfinvestltd@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. [Section 105(8)]
10. Pursuant to Regulation 23(4) of the Listing Regulations, **no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.**
"Related Party", with reference to a Company (as defined under the Companies Act, 2013 & Listing Regulations), means—
 - a Director or his relative;
 - a key managerial personnel (KMP) or his relative;
 - a firm, in which a Director, Manager or his relative is a partner;
 - a private company in which a Director or Manager or his relative is a member or director;
 - a public company in which a Director or Manager and holds is a director or holds along with his relatives, more than 2% of its paid-up share capital;
 - any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager *[except to the advice, directions or instructions given in a professional capacity]*
 - any person on whose advice, directions or instructions a director or manager is accustomed to act *[except to the advice, directions or instructions given in a professional capacity]*
 - any company which is—
 - a holding, subsidiary or an associate company of such company; or
 - a subsidiary of a holding company to which it is also a subsidiary;
 - an investing company or the venturer of the company *[a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate]*
 - a director other than an independent director or key managerial personnel of the holding company or his relative with reference to a Company;
 - any person or entity forming a part of the promoter or promoter group of the Company
 - any person or any entity, holding equity shares of 10% or more in the Company either directly or on a beneficial interest basis as provided u/s 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year.**"Relative"** (as defined under the Companies Act, 2013) with reference to any person, means anyone who is related to another, if
 - they are members of a Hindu Undivided Family;
 - they are husband and wife; or
 - one person is related to the other as Father (including step father), Mother (including step mother), Son (including step son), Son's wife, Daughter, Daughter's husband, Brother (including step brother) and Sister (including step sister)**"Related Party"** (as defined in Ind AS 24) is a person or entity that is related to the reporting entity ie the Company:
 - a. **A person or a close member of that person's family** is related to the Company if that person:
 - i. has control or joint control of the Company;
 - ii. has significant influence over the Company; or
 - iii. is a member of the key management personnel of the Company or of a parent of the Company, if any.
 - b. **An entity** is related to the Company if any of the following conditions applies:
 - i. The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - iii. Both entities are joint ventures of the same third party.
 - iv. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - v. The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
 - vi. The entity is controlled or jointly controlled by a person identified in (a).
 - vii. A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the Company (or of a parent of the Company, if any).
 - viii. The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company, if an.

“Close members of the family of a person” (as defined in Ind AS 24) are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity including:

- a. that person’s children, spouse or domestic partner, brother, sister, father and mother;
 - b. children of that person’s spouse or domestic partner; and
 - c. dependents of that person or that person’s spouse or domestic partner.
11. **Brief profile** and other required information in respect of the **Director 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 5](#). Requisite declarations have been received from the Directors seeking appointment / re-appointment.
 12. 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 pyxisfinvestltd@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. 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 pyxisfinvestltd@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.
 14. 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.
 15. 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 determining the eligible members entitled to vote at the AGM, have been fixed as Friday 19th September, 2025**
 16. 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.
 17. 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.
 18. 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.
 19. 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.
 20. 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.
 21. 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.
 22. 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 pyxisfinvestltd@gmail.com
 23. The Annual Report for 2024-25 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 and email ID to be registered 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 of the members. Members holding shares in demat form are requested to update their email address with their Depository.
 24. Members may also note that the notice of the 20th AGM and the Annual Report for 2024-25 will be available on the Company’s website www.pyxisfinvest.com
 25. 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.
 26. **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 r/w Regulation 44(2)]. Voting during the meeting shall be conducted on “show of hands” basis
 27. 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.
 28. 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.pyxisfinvest.com within two days the passing of the resolutions at the 20th AGM of the Company on Tuesday, 30th September, 2025 and communicated to the BSE Ltd. within the prescribed period.
 29. The route map showing directions to reach the venue of the 20th AGM is annexed as [Annexure 6](#).

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

To approve appointment of M/s. Bharat Gupta & Co., Chartered Accountants (ICAI Firm Registration No.: 131010W) as Statutory Auditors for a term of 5 years

M/s. Bhattar & Co., Chartered Accountants (ICAI Firm Registration No.: 131092W), were appointed as the Statutory Auditors to fill the casual vacancy created due to resignation of erstwhile auditor M/s. P.D. Saraf & Co., Chartered Accountants (FRN: 109241W).

Pursuant to section 139(8)(i), the said Statutory Auditor holds office till the forthcoming AGM. In accordance with sub proviso (i) of Section 139(2), it is understood that individual auditor who has completed his term shall not be eligible for re-appointment as an auditor in the same company for five years from the completion of his term.

On the recommendation of the Audit Committee, Board has appointed M/s. Bharat Gupta & Co., Chartered Accountants (ICAI Firm Registration No.: 131010W) as the Statutory Auditor for a period of 5 years commencing from the conclusion of this AGM.

The appointment is subject to approval of members in general meeting. Accordingly, the Board of Directors recommends the passing of the resolution in this AGM as an Ordinary Resolution as set out in item no. 2 of the notice.

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

- i. **Proposed fees payable:** *Rs.40,000 p.a.*
- ii. **Terms of appointment:** *Auditors to hold office till the conclusion of the 25th 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. Bharat Gupta & Co., is a 15 year old Chartered Accountants firm specializing in both direct and indirect taxation, with comprehensive expertise in partnership laws and related formalities. The practice extends to company law matters, including incorporations, statutory submissions, regulatory compliances, and liquidations. In addition, it has significant experience in finance syndications, enabling businesses to secure funding through structured financial arrangements.*

M/s. Bharat Gupta & Co., have Peer Review certificate till 31st January, 2026. There are no pending disciplinary cases against the said proposed auditor.

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.

Item No. 3

Regularization of Additional Director, Mr. Ajay Gokul Sharma (DIN: 06960753) as an Independent Director of the Company for a term of 5 years

Mr. Ajay Gokul Sharma (DIN: 06960753) was appointed as an Additional Director of the Company on 22nd July, 2025 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. Ajay Gokul Sharma, an Additional Director holds the office up to the date of the ensuing AGM of the Company or the last date on which AGM should have been held, whichever is earlier.

Mr. Ajay Gokul Sharma is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as Director (in the category of Independent Director).

Mr. Ajay Gokul Sharma is a B.Com graduate from Bundelkhand University. He is engaged into Financial Services activities with over 20 years of experience of Capital Markets and other financial products. Hence the Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ajay Gokul Sharma 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. Ajay Gokul Sharma as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from 22nd July, 2025 till 21st July, 2030 (both dates inclusive). In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

The Company has received from Mr. Ajay Gokul Sharma, a notice u/s 160(1), signifying his candidature as a Director. The requirement to deposit an amount of Rs. 1 lac is not applicable as the appointment relates to that of an Independent Director recommended by the Nomination and Remuneration Committee (NRC).

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. Ajay Gokul Sharma.

Save and except Mr. Ajay Gokul Sharma, 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 & 5

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2025, the provisions of Regulation 23 of the said Regulations, have been made applicable to entities listed on the SME Exchange.

In compliance with the above amendment, the Company is now required to:

- Obtain **prior approval** of the members **for all prospective material related party transactions (RPTs)**; and
 - **Place all existing material RPTs** (i.e., those entered into prior to the date of notification but continuing thereafter) before the members in a general meeting held after the notification date, for their approval.
- A. **Prospective material RPTs** - The Company intends to advance loan to BCB Brokerage Private Limited - an entity associated with Promoter Director Mr. Uttam Bharat Bagri & his relatives, upto an amount not exceeding Rs. 100 crores (material RPT), therefore requires prior approval of members vide a **Special Resolution**.
- B. **Existing material RPTs** - Prior to the date of notification on amended regulation,
- i. the Company had appointed Mr. Uttam Bharat Bagri (Promoter) as the Managing Director w.e.f. 31st July, 2024 on **annual remuneration of upto Rs. 84 lac**. His appointment was duly approved by the members in the 19th AGM dated 30th September, 2024 in compliance with section 152, 190, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.
 - ii. the Company had appointed Mr. Utsav Uttam Bagri (Part of Promoter group/ Person Acting in Concert) as the Chief Financial Officer (CFO) w.e.f. 28th October, 2024 at a monthly remuneration of Rs. 1 lac, in compliance with the provisions of Section 203 and Section 188 of the Companies Act, 2013. His appointment and terms of remuneration were duly approved by the Audit Committee at its meeting held on 28th October, 2024.
At the time of appointment, the remuneration was within the limits prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, hence, prior approval of the shareholders, in terms of 1st proviso to section 188(1), was not required.
 - iii. The Company executes its securities transactions through its Trading Member, Clearing Member and Depository Participant - BCB Brokerage Private Limited, an entity under common management (*the said transaction was duly approved by the Audit Committee at its meeting held on 16th August, 2024*). In the ordinary course of trading on the stock exchanges, the Company is required to transfer funds to Clearing Corporations towards settlement obligations and margin requirements. Such transfers are facilitated through a Trading Member/ Clearing Member, namely BCB Brokerage Private Limited, using designated nodal bank accounts.

The role of the Trading Member/ Clearing Member is limited to acting as a transit intermediary for the movement of funds between the Company and the Clearing Corporations. Apart from brokerage, clearing charges and other charges payable in the ordinary course of business, there is no other commercial arrangement between the Company and the Clearing Member.

In the considered view of the Company, these fund movements to and from the Clearing Corporation via the nodal bank accounts of the Trading Member/ Clearing Member do not constitute RPTs under the provisions of the Companies Act, 2013 and the Listing Regulations. Nevertheless, in the interest of transparency, good governance, as a matter of abundant caution, approval of the members is sought

to enable the Company to continue to route settlement and margin-related fund transfers through BCB Brokerage Private Limited, up to an aggregate annual limit of Rs. 10,000 crore per annum.

Pursuant to the amendment to Listing Regulations, the above transactions are classified as 'material in nature' and 'continuing beyond the date of notification' in accordance with Regulation 23(8). Consequently, it is necessary to place these transactions before the members for approval by way of a **Special Resolution(s)** at the ensuing AGM (*being the first General Meeting held after the notification of the amended regulation*).

Except Mr. Uttam Bharat Bagri, Managing Director and Mr. Utsav Uttam Bagri, CFO, none of the other Directors/Key Managerial Personnel and their relatives, is in any way interested or concerned financially or otherwise, in the Resolution no. 4 & 5 as set out in the notice.

Mr. Uttam Bharat Bagri, in his capacity as Promoter and Key Managerial Personnel (KMP), holds 48.23% of the Equity share capital of BCB Brokerage Private Limited directly, and the remaining equity shareholding is held indirectly through his relatives, thereby resulting in a 100% holding. [*proviso to Section 102(2) of the Companies Act, 2013 r/w SS-2 clause 1.2.5*]

In accordance with the SEBI Master Circular dated November 11, 2024 read with the RPT Industry Standards, the mandatory disclosure for the proposed Related Party Transaction ('RPT') has been provided in [Annexure 1.1](#). Further, on a voluntary basis, similar disclosures have also been made for the existing material RPTs.

Item No. 6

Section 20(2) r/w Secretarial Standard-2 on General Meetings (SS-2), defines the mode of dispatch of documents by a Company to its members:

Section 20(2) - *a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode that creates a record that is capable of retention, retrieval and review, and which may thereafter be rendered into clearly legible tangible form.*

SS-2 - *a company is required to send notices of general meetings to its members by hand or by ordinary post or by speed post or by registered post or by courier or by facsimile or by e-mail or by any other electronic means.*

A member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its AGM [*proviso to section 20(2) r/w para 1.2.2*].

It is proposed to fix the said fee to Rs. 10,000/- or actual cost incurred, whichever is higher. Members approval on the same is sought vide **Ordinary resolution**.

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.

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

Sd/-
Yojana R. Pednekar
(Company Secretary)

Date: 3rd September, 2025
Place: Mumbai

Annexure 1.1

[Pursuant to SEBI circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 r/w Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” dated 26-Jun-2025]

A. Minimum information of the proposed RPT, applicable to all RPTs**1. Basic details of the related party**

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	BCB Brokerage Private Ltd
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	i. Trading Member/ Clearing Member (SEBI Registration Number INZ000200633) ii. Merchant Banker (SEBI Registration Number INM000012078) iii. Depository Participant (DP) (SEBI Registration Number IN-DP-438-2019)

2. Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Relationship between the Company and the related party – including nature of its concern (financial or otherwise) and the following:	
	a. Shareholding of the Company whether direct or indirect, in the related party.	Direct: Nil Indirect: 100% through Promoter Mr. Uttam Bharat Bagri & his relatives
	b. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the Company	NA, as the related party is a body corporate with share capital.
	c. Shareholding of the related party, whether direct or indirect, in the Company	Direct: Nil Indirect: 72.49% through Promoter Mr. Uttam Bharat Bagri & his relatives

3. Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	
	• Nature of Transactions	Stock Broking and DP services
	• Financial Year 2023-24 (Rs.)	Nil
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Loan – Nil Broking/ demat services – less than Rs. 0.1 lakh
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Nil

4. Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the management
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1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Existing: i. <u>Demat and trading account services</u> - not exceeding Rs. 10 lac per annum ii. <u>Routing of funds for settlements and margin obligations</u> of the Clearing Corporations - up to an aggregate limit of Rs.10,000 crore per annum Proposed: Loan not exceeding Rs. 100 crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Based on the Annual Turnover of Rs. 1.69 crore in 2024-25, the number comes to i. 59 times (based on standalone) for proposed loan transaction (Rs. 100 crore v/s Rs. 1.69 crore) ii. 0.06 times (based on standalone) for existing demat & trading account services (Rs. 10 lakh v/s Rs. 1.69 crore) iii. 5917 times (based on standalone) for existing routing of funds for settlement and margin obligations (Rs. 10,000 crore v/s Rs. 1.69 crore) Company does not have a subsidiary, therefore, "consolidated turnover" is not applicable.
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA, as the Company has no subsidiary
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	As per point 3 above
6.	Financial performance of the related party for the immediately preceding financial year: FY 2023-24	Related party BCB Brokerage Private Limited
	• Turnover (Rs. In lac)	898.21
	• Profit After Tax (Rs. In lac)	198.17
	• Net worth (Rs. In lac)	1946.78

5. Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Existing: Sale, purchase or supply of goods or services or any other similar business transaction and trade advances (Broking and demat services) Proposed: Loans and advances (other than trade advances) or inter-corporate deposits
2.	Details of each type of the proposed transaction	Existing: Demat and trading account services and routing of funds for settlements and margin obligations of the Clearing Corporations

		Proposed: Loans to be given	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Perpetual	
4.	Whether omnibus approval is being sought?	Not Applicable for Shareholder Resolutions	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Existing: i. Demat and trading account services – service charges not exceeding Rs. 10 lac per annum ii. Routing of <u>funds for settlements and margin obligations</u> to and from the Clearing Corporations - up to an aggregate limit of Rs.10,000 crore per annum Proposed Loan of Rs. 100 crore per year	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Confirmation certificate from the Managing Director and CFO, in terms of para 3(1)(b) of the Industry Standards, obtained.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.		
	a. Name of the director / KMP	Mr. Uttam Bharat Bagri (Managing Director)	Mr. Utsav Uttam Bagri (CFO)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Direct: 48.23% Indirect: 51.77% Total: 100%	Direct: Nil Indirect: 100% Total: 100%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable	
9.	Other information relevant for decision making.	Existing: The Company executes its securities transactions through its Stock Broker and Depository Participant - BCB Brokerage Private Limited and routinely transfers funds from and to Clearing Corporations for settlement and/ or margin requirements through BCB Brokerage Private Limited, using designated nodal accounts. The Clearing Member only acts as an intermediary, with no commercial arrangement beyond normal brokerage, clearing and other service charges. Proposed: BCB Brokerage Private Limited is a stock broking company which is a Trading Member and Clearing Member registered with SEBI. They require short term and long-term working capital loans for their broking business.	

B. i. Proposed Transaction: Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction	NA, as Company is an NBFC
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	NA, as Company is an NBFC
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	

3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	NA, as Company is an NBFC
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	Mutual Negotiation
5.	Maturity / due date	On demand
6.	Repayment schedule & terms	On demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	Working Capital for broking business

ii. **Existing Transactions:** Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Mutual Negotiation
2.	Basis of determination of price	Mutual Negotiation
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA, as there is no case of any Trade advance
a.	Amount of Trade advance	
b.	Tenure	
c.	Whether same is self-liquidating?	

C. Disclosure *only* in case of **transactions relating to any loans and advances** (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party	NA – not taken
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default	Nil. (<i>“Declaration of Financial Soundness and Compliance” obtained from the related party</i>)
3.	In addition, state the following:	
a.	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No. (<i>“Declaration of Financial Soundness and Compliance” obtained from the related party</i>)
b.	Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting	No. (<i>“Declaration of Financial Soundness and Compliance” obtained from the related party</i>)
c.	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	No. (<i>“Declaration of Financial Soundness and Compliance” obtained from the related party</i>)
d.	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016	No. (<i>“Declaration of Financial Soundness and Compliance” obtained from the related party</i>)

The Audit Committee

- i. has reviewed the certificate provided by the Managing Director and CFO of the Company as required under para 3(1)(b) of the Industry Standards. *[para 5(2)(c)]*
- ii. has approved the proposed material RPT in its meeting dated 3rd September, 2025. *[para 5(2)(d)]*

The Board of Directors therefore recommends the proposed & existing transactions to the shareholders for approval. *[para 5(2)(d)]*

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

Sd/-

**Yojana R. Pednekar
(Company Secretary)**

Date: 3rd September, 2025

Place: Mumbai

Notes:

1. Except for Item no. 4 and 5, 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 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**MGT-11****PROXY FORM***(Pursuant to Section 105(6) of the Companies Act, 2013 r/w Rule 19(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 44(4) of SEBI(LODR) Regulations, 2015)*

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 **Twentieth** Annual General Meeting ('AGM') of the Company to be held on the **Tuesday, 30th September, 2025** 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-Mar-2025, together with the Reports of the Directors and the Auditors thereon.		
2.	To approve appointment of M/s. Bharat Gupta & Co., Chartered Accountants (ICAI Firm Registration No.: 131010W) as Statutory Auditors for a period of 5 years		
Special Business			
3.	To regularize appointment of Additional Director Mr. Ajay Gokul Sharma (DIN: 06960753) as an Independent Director		
4.	To approve proposed material Related Party Transactions (RPTs) with BCB Brokerage Private Limited		
5.	To approve existing material Related Party Transactions (RPTs) with Mr. Uttam Bharat Bagri, Mr. Utsav Uttam Bagri and BCB Brokerage Pvt Ltd		
6.	To fix the amount of fee to be charged to member requesting dispatch of notice through a particular mode		

Signed this _____ day of _____, 2025

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 4**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****20TH 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 **TWENTIETH ANNUAL GENERAL MEETING** of the Company on Tuesday, 30th September, 2025 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 5**Brief profile of the Directors proposed to be appointed/re-appointed**

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

Name	Mr. Ajay Gokul Sharma (DIN: 06960753)
Category	Independent Director
Date of Birth	13 th July, 1977
Age	48 years
Qualification	B.Com
Brief Resume / Experience	Engaged into Financial Services activities with over 20 years of experience of Capital Markets and other financial products
Expertise in specific functional areas	<ul style="list-style-type: none"> • Expertise in management and sales of shares, mutual funds, institutional credit, loans, and insurance • Known for building trusted client relationships and delivering tailored financial solutions
Terms and conditions of appointment/re-appointment	As per the resolution at item No. 3 of the notice convening this meeting, Mr. Ajay Gokul Sharma is proposed to be appointment as an Independent Director
Remuneration last drawn	Nil
Remuneration proposed	Sitting Fees as approved by the Board of Directors
Date of First Appointment on the Board	22 nd July, 2025
Shareholding in the company including shareholding as a beneficial owner	Nil
Relationship with Directors/Key managerial Personnel	Not related to any Director.
No. of Meetings of the Board attended during the year	None
Other Directorships, Membership/Chairmanship of Committees of other Boards (including listed companies)	None
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	None
Justification / Skills & capabilities	Considering the skills and capabilities stated above, justifies his appointment as an Independent Director of the Company

Annexure 6

Route Map of the venue of the 20th AGM of the Company