

Notice of AGM

NOTICE is hereby given that 11th Annual General Meeting of the members of Pyxis Finvest Limited (formerly known as BCB Finance Limited) will be held on Monday, 19th September, 2016 at 4.00 p.m. at Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 to transact the following business:

Ordinary Business:-

1. To receive, consider and adopt the audited financial Statements of the Company for the year ended 31st March, 2016 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Narayan Krishnan (DIN 00803611), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. P. D. Saraf & Co, Chartered Accountants (Firm Registration No. 109241W), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 (five) years from this Annual General Meeting till the conclusion of Annual General Meeting to be held in 2021.

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorised to decide and finalise the terms and conditions of appointment, whether written or oral, including the remuneration of the Statutory Auditors.”

Special Business:-

4. To re-appoint Mr. Parag Shah (DIN: 00727233) as an Independent Director

To pass the following resolution, with or without, any modification(s), as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force (the “Act”), applicable provisions of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015, if any, Mr. Parag Shah (DIN : 00727233), an Independent Director of the Company, who has submitted a declaration of independence under Section 149 (6) of the Act and is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Mr. Parag Shah as a candidate for the office of director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five years from 27th September, 2016 upto 26th September, 2021, and his office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Parag Shah (DIN 00727233) be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

5. To re-appoint Ms. Swati Sahukara (DIN: 06801137) as an Independent Director

To pass the following resolution, with or without, any modification(s), as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force (the “Act”), applicable provisions of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015, if any, Ms. Swati Sahukara (DIN : 06801137), an Independent Director of the Company, who has submitted a declaration of independence under Section 149 (6) of the Act and is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Ms. Swati Sahukara as a candidate for the office of director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five years from 27th September, 2016 upto 26th September, 2021, and her office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Swati Sahukara (DIN 06801137) be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

**By order of the Board
For Pyxis Finvest Limited
(Formerly, BCB Finance Limited)**

**Sd/-
Yojana Pednekar
Company Secretary**

**Date: 30th May, 2016
Place: Mumbai**

Notes:

1. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER.
3. Proxies, in order to be effective, must be received at the Company’s Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
5. In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the meeting.
6. Members holding shares in demat (electronic) account are requested to notify changes, if any, in their address, e-mail address, etc. to their respective Depository Participants (DPS). Members holding shares in physical form are requested to intimate the changes to the Company's Registrars.
7. 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.
8. Cut-off date for the purpose of determining eligible shareholders entitled to vote at the meeting is 16th September, 2016.
9. Members are requested to support the Green Initiative and get their email addresses registered with their Depository Participants in case of shares held in demat form or with Purva Shareregistry (India) Private Limited (Company’s RTA) in case of shares held in physical form. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs@centrum.co.in.
10. Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the e-voting facility shall be provided to shareholders in compliance with the conditions specified under Companies (Management and Administration) Rules, 2014, or amendments thereto. However, the Company, being listed on the SME platform of BSE Ltd, has been exempted from complying with e-voting requirements vide MCA Notification dated 19th March, 2015 by amendment in Rule 20 of the Companies (Management and Administration) Rules, 2014. Hence pursuant to the aforementioned notification, the e-voting facility has not been provided.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

**By order of the Board
For Pyxis Finvest Limited
(Formerly, BCB Finance Limited)**

**Sd/-
Yojana Pednekar
Company Secretary**

**Date: 30th May, 2016
Place: Mumbai**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Item No 4 & 5:**

Mr. Parag Shah and Ms. Swati Sahukara were appointed as Independent Directors on 27th September, 2015 and their term as Independent Directors will be ending on 26th September, 2016. The Nomination & Remuneration Committee (NRC) has recommended the re-appointment of Mr. Parag Shah and Ms. Swati Sahukara for a further term of five years w.e.f. 27th September, 2016. The Board has done the performance evaluation of the independent directors and found the performance to be satisfactory.

Accordingly, on NRC's recommendation and on the basis of performance evaluation, the Board has approved the re-appointment of Mr. Parag Shah and Ms. Swati Sahukara subject to members' approval. In the opinion of the Board, Independent directors proposed to be re-appointed fulfil the criteria of independence as specified in the Act, and proposed directors are independent of the management.

Brief profile of Mr. Parag Shah and Ms. Swati Sahukara pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 is given below.

Profile of Mr. Parag Shah: - Mr. Parag Shah is a qualified Chartered Accountant (CA), practicing in the field for more than a decade. He has completed ISA from ICAI, India and CISA from ISACA, USA. He has gained wide exposure from his association with M/s Fox Mandal, one of the largest law firms in India & M/s. Singhi & Co., Chartered Accountants, one of the oldest CA firms affiliated with HLB International.

Name	Mr. Parag Shah
Expertise	CISA, ISA & CA, Accountancy, Finance
Disclosure of relationships between directors inter-se	Nil
Directorship(s) held in other Listed Companies	Nil
Committee positions held in other Listed Companies	Nil
Number of shares held in the Company	Nil

Profile of Ms. Swati Sahukara: - Ms. Swati Sahukara is a Company Secretary by profession having over 9 years of rich experience. She has worked with various renowned organisations and has handled crucial assignments like merger, amalgamation, buy back of shares, preferential issue of shares and convertible warrants, takeover, due diligence, etc.

Name	Ms. Swati Sahukara
Expertise	ACS, LLB, B.Com, Legal and Corporate compliances
Disclosure of relationships between directors inter-se	Nil
Directorship(s) held in other Listed Companies	Bang Overseas Limited Thomas Scott (India) Limited; Shekhawati Poly-Yarn Limited
Committee positions held in other Listed Companies	1.Member of Audit Committee and Nomination and Remuneration Committee- Bang Overseas Limited; 2. Member of Audit Committee and Nomination and Remuneration Committee- Thomas Scott (India) Limited
Number of shares held in the Company	Nil

The Board recommends the aforesaid Special Resolutions for approval of the shareholders.

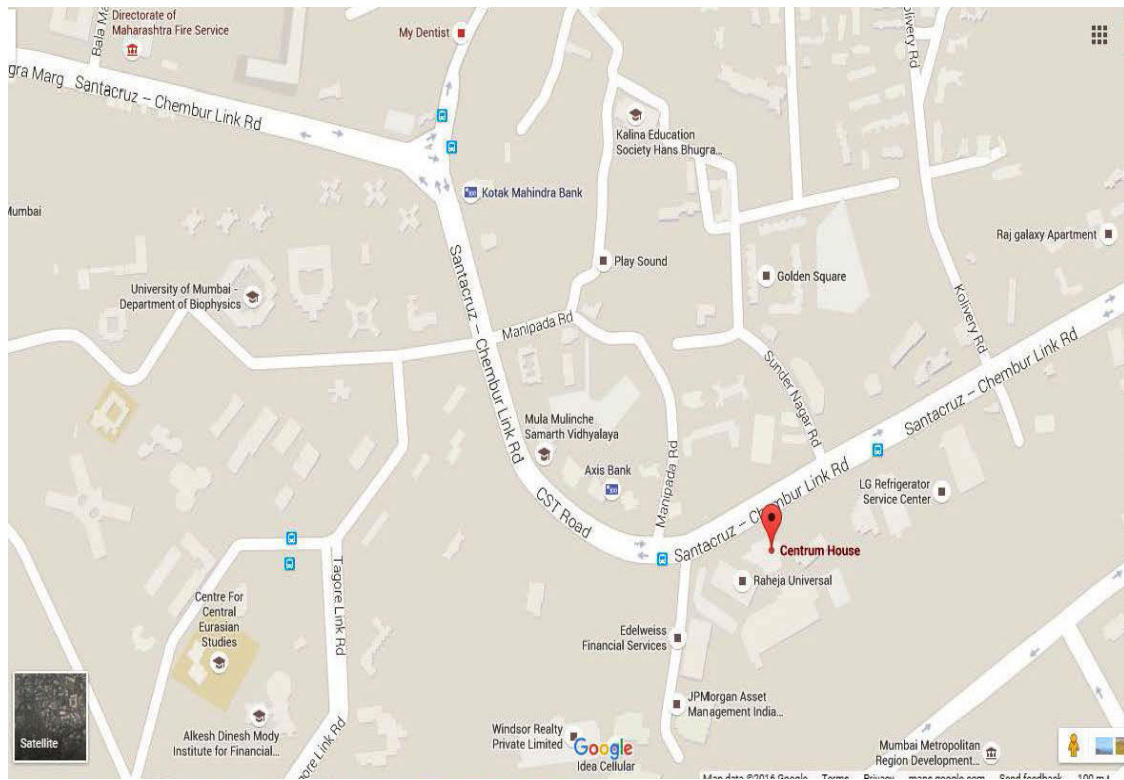
None of the Directors except Mr. Parag Shah and Ms. Swati Sahukara, Key Managerial Persons or relatives of Directors and Key Managerial Persons are, in any way, concerned or interested in the said resolution.

**By order of the Board
For Pyxis Finvest Limited
(Formerly, BCB Finance Limited)**

**Sd/-
Yojana Pednekar
Company Secretary**

**Date: 30th May, 2016
Place: Mumbai**

Location of the venue of the AGM



Form No. MGT- 11**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L65990MH2005PLC157586
Name of the Company : Pyxis Finvest Limited
Registered office : Level 9 (Unit 801), Centrum House, CST Road, VidyaNagari Marg, Kalina, Santacruz (East), Mumbai, 400098

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 Pyxis Finvest Limited, hereby appoint

1. Name :

Address :

E-mail Id :

Signature: _____, or failing him

2. Name :

Address :

E-mail Id :

Signature: _____, or failing him

3. Name :

Address :

E-mail Id :

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company to be held on Monday, 19th September, 2016 at 4.00 p.m. at Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 and at any adjournment thereof in respect of such resolutions as are indicated below:

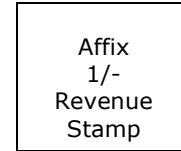
Ordinary Business

1. To receive, consider and adopt the audited financial Statements of the Company for the year ended 31st March, 2016 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Narayan Krishnan (DIN 00803611), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors.

Special Business

4. To re-appoint Mr. Parag Shah (DIN : 00727233) as an Independent Director.
5. To re-appoint Ms. Swati Sahukara (DIN : 06801137) as an Independent Director.

Signed this..... day of2016



Signature of Shareholder :

Signature across the Stamp

Signature of Proxy holder(s) :

Notes:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Level 9 (Unit 801), Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai, 400098, not less than 48 hours before the commencement of the meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.

ATTENDANCE SLIP

Pyxis Finvest Limited

CIN: L65990MH2005PLC157586

Level 9 (Unit 801), Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai,
400098

Telephone: 022-42159000; Website: www.bcbfinance.com

(To be duly signed and presented at the entrance)

11th Annual General Meeting on Monday, 19th September, 2016 at 4.00 p.m. Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098

Folio No./DP ID/Client ID:
Name:
Address:

I hereby record my presence at the 11th Annual General Meeting of the Company to be held on Monday, 19th September, 2016 at 4.00 p.m. at Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

Signature of the attending member/proxy: _____

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 11th Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.