

Pyxis Finvest Limited

(formerly known as BCB Finance Limited)

CIN: L65990MH2005PLC157586

Registered office: Level 9 (Unit-801) "Centrum House", C.S.T. Road, Vidyanagri Marg, Kalina, Santacruz (East), Mumbai-400 098

Phone: 022 4215 9000, Fax: 022 4215 9833; Email: cs@centrum.co.in

Website: www.bcbfinance.com

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Pyxis Finvest Limited will be held on 25th May, 2016 at 10.00 a.m. at the Registered office of the Company situated at Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098, to transact the following business:

SPECIAL BUSINESS:-

Item No 1 : To appoint statutory auditors to fill up the casual vacancy.

To pass the following resolution, with or without, any modification(s), 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, the approval of members be and is hereby given for appointment of M/s. P. D. Saraf & Co, Chartered Accountants (Firm Registration No. 109241W), as Statutory Auditors of the Company for financial year 2015-16 to hold the office till the conclusion of next Annual General Meeting (AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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

Item No 2: To authorize the Board of Directors to give loans, provide guarantees / security and make investments on behalf of the Company.

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

"RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force (the "Act") ,the consent of the members be and is hereby accorded to give any loan(s) / advance(s) / deposit(s) to any person or body corporate and to make investments in or acquire, by way of subscription, purchase or otherwise, shares, debentures and/or other securities of any other body corporate and to give, on behalf of the Company, any guarantee and/or provide any security in connection with any loan or loans made by any other person(s) or body corporate(s) to any other person(s) / company(ies) / body corporate(s) which shall be subject to aggregate limit of Rs. 100 Crores (Rupees One Hundred Crores only) and which may be, individually or in aggregate, in excess of limits prescribed in the Act

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i.e. over and above Sixty per cent. (60%) of the Company's paid up share capital, free reserves and security premium account or One Hundred per cent. (100%) of the Company's free reserves and security premium amount, whichever is higher.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

Item No 3: To approve the creation of charges and sale, lease or otherwise disposal of assets.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force (the "Act"), the consent of the members be and is hereby accorded to sell, lease, mortgage or otherwise dispose of in any other manner the whole or substantially the whole of the undertaking of the Company and to create mortgage, charge, hypothecation, lien and other encumbrances, as may be deemed fit, on the assets of the Company, both present and future, for securing the sum or sums of moneys aggregating to Rs. 50 Crores (Rupees Fifty Crores only) borrowed or that may be borrowed by the Company from Banks, Financial Institutions, Public Financial Institutions and others excluding interests and other charges as may be payable in this regard, if any.

RESOLVED FURTHER THAT any of the Directors of the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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

**Sd/-
Yojana Pednekar
Company Secretary**

Date: 12th April, 2016

Place: Mumbai

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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 EXTRA-ORDINARY 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 Extra-ordinary General Meeting (EGM) 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 20th May, 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.

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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, it 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
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**Sd/-
Yojana Pednekar
Company Secretary**

**Date: 12th April, 2016
Place: Mumbai**

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No 1:

M/s F.K Mody & Co. Chartered Accountants have tendered their resignation from the position of Statutory Auditors due to preoccupation, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged under section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can only be filled up by the Company in general meeting. Board proposes that M/s. P. D. Saraf & Co, Chartered Accountants (Firm Registration No. 109241W), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s F.K Mody & Co. Chartered Accountants for the financial year 2015-16. M/s. P. D. Saraf & Co, Chartered Accountants (Firm Registration No. 109241W), have conveyed their consent to be appointed as the Statutory Auditors of the Company and have furnished the eligibility certificate that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Directors therefore, recommend the Ordinary Resolution for approval of the members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No 2:

Pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013, a Company can make loans to, give guarantee or provide securities in connection with loan to any person or body corporate and make investments in the securities of any body corporate to the extent of 60% of its paid up share capital and free reserves and security premium account or 100% of its free reserves and security premium account, whichever is higher, with the approval of the Board of the Directors. For transactions beyond the aforesaid limits, a prior approval of the shareholders is required by way of a special resolution.

The Company is reviewing opportunities for expansion of its business operations, and to achieve its long term strategic and business objectives, the Board of Directors of the Company may be required to give loan(s) and/or guarantee(s) and/or security(ies) and/or to make investment in securities of any other body corporates or otherwise in excess of aforesaid limits.

Accordingly, the Board of Directors of the Company proposes to obtain approval of members by way of special resolution as mentioned in the Notice of the Extra-Ordinary General Meeting for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) individually or in aggregate of loans/investments/guarantees/securities.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

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None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No 3:

For borrowing money from banks, financial institutions, public financial institutions, body Corporates, firms or any other persons, the Company may be required to create security in favour of the lenders by creating charge on its present and future assets, properties, undertakings or substantially whole of its undertakings, or the Company may for any other reason require to sell or otherwise dispose of its assets, properties or undertakings or substantially whole of its undertakings in any manner that may be required. For that purpose, Section 180(1) (a) of Companies Act, 2013 mandates to have members' approval by way of a special resolution.

Accordingly the approval of the members by way of special resolution is sought under Section 180(1)(a) of Companies Act 2013 to enable the Board of Directors to mortgage, hypothecate, pledge, charge, encumber or to transfer, sell, lease, assign, deliver or otherwise dispose of in any other manner, the whole or substantially the whole of the Company's any one or more of the undertakings or all the undertakings, whether present or future, whether movable or immovable, upto Rs. 50 Crores (Rupees Fifty Crores only) per financial year.

The Directors therefore, recommend the Special Resolution for approval of the members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**By order of the Board
For Pyxis Finvest Limited
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**Sd/-
Yojana Pednekar
Company Secretary**

**Date: 12th April, 2016
Place: Mumbai**