

Pyxis Finvest Limited

(formerly known as BCB Finance Limited)

AGENDA FOR THE MEETING OF THE BOARD OF DIRECTORS (NO. Q1/1/2017-18) OF PYXIS FINVEST LIMITED (FORMERLY, BCB FINANCE LIMITED) SCHEDULED TO BE HELD ON THURSDAY , 27TH APRIL, 2017 AT 10.30 A.M. AT CENTRUM HOUSE, C.S.T. ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI - 400 098

Sr.	Items
A-Routine Matters	
A-1	To elect a Chairman for the meeting
A-2	To confirm the quorum present at the meeting
A-3	To grant leave of absence, if any.
A-4	To note and take on record the minutes of the meeting of the Board of Directors of the Company held on 10 th February, 2017
A-5	To note the Minutes of the Audit Committee Meeting held on 7 th November, 2016
B-Matters for discussion / approval	
B-1	To consider, review and approve the annual financial statements for the financial year ended 31st March, 2017 and take on record the draft auditors' report on the said financial statements.
B-2	To consider the recommendation of dividend, if any, for F.Y. 2016-17
B-3	To consider & approve the Director's report for the F.Y ended 31st March, 2017.
B-4	To take on record Secretarial Audit Report for F.Y. 2016-17
B-5	To consider and decide the Directors retiring by rotation.
B-6	To Ratify appoint of Statutory Auditors for the F.Y. 2017-18
B-7	To appoint Internal Auditors for the F.Y. 2017-18
B-8	To decide the date, time and venue of 12 th Annual General meeting and to consider and approve the Notice of Annual General meeting.
B-9	To decide non-acceptance of Public Deposits.
C- Matters for noting	
C-1	To take note of Related Party Transaction entered for the Quarter ended 31st March 2017 and decide whether in ordinary course of business and on an arm's length.
C-2	To note the disclosures/declarations made by the directors
D-Other Business	
D-1	To consider any other business with the permission of the Chair & Independent Directors.

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Note to the Board of Directors

Item A	Board Meeting dated : 27th April, 2017
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Issue A1:

To elect a Chairman for the meeting

Submission:

The Board is requested to elect a Chairman to conduct the proceedings of the meeting.

Issue A2:

To confirm the quorum present at the meeting

Submission:

The Chairman is requested to confirm the quorum present at the meeting before initiating the proceedings of the Board

Issue A3:

To grant leave of absence, if any.

Submission:

The Board is requested to grant leave of absence, if any, to the director(s) who have requested the same.

Issue A4:

To note and take on record the minutes of the meeting of the Board of Directors of the Company held on 10th February, 2017.

Submission:

Minutes of the Previous Meeting of the Board of Directors are enclosed herewith. The Board is requested to take note of the same.

Pyxis Finvest Limited

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Note to the Board of Directors

Item A	Board Meeting dated : 27th April, 2017
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IssueA-5:

To note the Minutes of the Audit Committee Meeting held on 7th November, 2016.

Submission:

Minutes of the Meetings of the Audit Committee are enclosed herewith. The Board is requested to take note of the same

Note to the Board of Directors

Pyxis Finvest Limited

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Item B-1

Board Meeting dated : 27th April, 2017

Issue

To consider, review and approve the annual financial statements for the financial year ended 31st March, 2017 and the draft auditors' report on the said financial statements.

Submission

The audited financial statements of the Company consisting of the Balance Sheet as on 31st March, 2017, Profit & Loss Account for the year ended same, Cash Flow Statement for financial year 2016-17 and notes on financial statements for the year ended 31st March, 2017 will be placed before the Board. The Board is requested to review the same in terms of the provisions of the Companies Act, 2013 and rules and regulation framed thereunder, compliance of accounting standard issued by the Institute of Chartered Accountant of India and SEBI Listing Regulations etc. The draft Auditors' Report will also be placed before the Board for discussion and noting.

The audited financial statements will also be placed before the Audit Committee of the Company for its review and recommendation to the Board for approval along with draft Auditors' Report for Audit Committee's noting and discussion.

The Board is requested to discuss and to pass, with or without modification(s), the following resolution:

"RESOLVED THAT the audited financial statements of the Company consisting of the Balance Sheet as on 31st March, 2017, Profit & Loss Account for the year ended same, Cash Flow Statement for financial year 2016-17 and notes on financial statements for the year ended 31st March, 2017 as placed before the Board be and are hereby approved and any two of the Directors of the Company and the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised to sign the financial statements as per the requirements of the Companies Act, 2013.

RESOLVED FURTHER THAT the Auditors' Report on the financial statements as placed before the Board be and is hereby taken on record.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to sign and submit the financial statements to BSE Ltd. in terms of Regulation 33 of SEBI (Listing Regulations and Disclosure Requirements) Requirements, 2015."

Pyxis Finvest Limited

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Note to the Board of Directors

Item B-2	Board Meeting dated : 27th April, 2017
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Issue

To consider the recommendation of dividend, if any, for F.Y. 2016-17.

Submission

The Board may decide to recommend dividend for financial year 2016-17 for approval of members of the Company. Accordingly, the Board is requested to discuss and decide whether or not to recommend the dividend.

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Note to the Board of Directors

Item B-3	Board Meeting dated : 27 th April, 2017
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Issue

To consider and approve the Director's report for the financial year ended 31st March, 2017.

Submission

The draft Directors' Report of the Company for the financial year ended 31st March, 2017 will be placed before the Board. The Board is requested to discuss and approve the same and to pass, with or without modification(s), the following resolution:

"RESOLVED FURTHER THAT the Directors' Report of the Company for the financial year ended 31st March, 2017, as placed before the Board, be and is hereby approved, and any two Directors of the Company be and are hereby authorized in terms of Section 134 of the Companies Act, 2013 to sign the same."

Pyxis Finvest Limited

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Note to the Board of Directors

Item B-4	Board Meeting dated : 27th April, 2017
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Issue

To take on record Secretarial Audit Report for F.Y. 2016-17.

Submission

The draft Secretarial Audit Report of the Company for the financial year ended 31st March, 2017 will be placed before the Board. The Board is requested to discuss and approve the same and to pass, with or without modification(s), the following resolution:

“RESOLVED FURTHER THAT the Secretarial Audit Report of the Company for the financial year ended 31st March, 2017, as placed before the Board, be and is hereby taken on record.”

Pyxis Finvest Limited

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Note to the Board of Directors

Item B-5	Board Meeting dated : 27th April, 2017
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Issue

To consider and decide the Directors retiring by rotation.

Submission

The Board is requested to decide the Directors who shall retire by rotation in accordance with the provisions of the Companies Act, 2013 and to pass, with or without modification(s), the following resolution:

“RESOLVED THAT pursuant to provisions of Sec. 152 of the Companies Act, 2013, Mr. Shailendra Apte (DIN 00017814) be the Director who shall retire by rotation in forthcoming Annual General Meeting.”

Pyxis Finvest Limited

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Note to the Board of Directors

Item B-6	Board Meeting dated : 27 th April, 2017
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Issue

To ratify appoint of Statutory Auditors for the F.Y. 2017-18

Submission

The Board is requested to consider the ratification of appointment of as statutory auditors of the Company. M/s. P. D. Saraf & Co., Chartered Accountants, have given an eligibility certificate and their consent to act as statutory auditors of the Company. Therefore, the Board is requested discuss and pass, with or without modification, the following 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, and subject to the members’ approval in the forthcoming General Meeting, the Appointment of M/s. P. D. Saraf & Co, Chartered Accountants (Firm Registration No. 109241W), as the Statutory Auditor of the Company, which has been approved at the Annual General Meeting held on 19th September, 2016 for a term of Five year i.e. From the conclusion of eleventh Annual General Meeting till the conclusion of Fifteen Annual General Meeting to be held in 2021, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursements of out of pocket expenses incurred in connection hereto.”

Pyxis Finvest Limited

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Note to the Board of Directors

Item B-7	Board Meeting dated : 27th April, 2017
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Issue

To appoint Internal Auditors for the F.Y. 2017-18

Submission

The Board is requested to consider the appointment of M/s. Hemant Goyal & Associates, Chartered Accountants, as internal auditors of the Company for F.Y. 2017-18. The Board is requested discuss and pass, with or without modification, the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 138 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Hemant Goyal & Associates, Chartered Accountants (Firm Registration No. 131566), be and are hereby appointed as Internal Auditors of the Company for financial year 2017-18.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to decide the remuneration in consultation with the Internal Auditors and to file necessary forms, returns or documents with 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.”

Pyxis Finvest Limited

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Note to the Board of Directors

Item B-8	Board Meeting dated : 27th April, 2017
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Issue

To decide the date, time and venue of 12th Annual General meeting and to consider and approve the Notice of Annual General meeting.

Submission

A. To decide the date, time and venue of Eleventh Annual General Meeting

The Board is requested to decide convening Twelfth Annual General Meeting of the Company on ---day, -----, 2017 at ----- at "Centrum House" C. S. T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

The Board is requested to discuss and to pass, with or without modification(s), the following resolution:

"RESOLVED THAT Twelfth Annual General Meeting of the Company for the financial year ended on -----day, 31st March, 2017 be held on -----, 2017 at ----- at "Centrum House" C. S. T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all necessary, acts, deeds and things as may be required towards implementation of this resolution, including signing and executing all necessary documents, deeds, agreements, etc. as may be required."

B. Approval of the Notice of the Annual General Meeting.

The Board is requested to approve the draft Notice of Twelfth Annual General Meeting of the Company and to pass, with or without modification(s), the following resolution:

"RESOLVED THAT the Notice of Twelfth Annual General Meeting of the Company be and is hereby approved.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby jointly authorized to make modification(s) or addition(s), to the said Notice (not being material in nature) as may be required and to issue the same to the members and other persons as may be required.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to make modification(s) or addition(s), to the said Notice (not being material in nature) as may be required and to do all necessary acts, deeds and things to give effect to this resolution, including signing and sending Notice to the Members of the Company and other persons/authorities as may be required."

Pyxis Finvest Limited

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Note to the Board of Directors

Item B-9	Board Meeting dated : 27 th April, 2017
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Issue

To decide on non-acceptance of Public Deposits.

Submission

Pursuant to NBFC Auditor's Report (Reserve Bank) Directions, 2008, the Board is required to pass a resolution for non-acceptance of public deposits. Accordingly, the Board is requested to pass, with or without modification(s), the following resolution.

"RESOLVED THAT pursuant to provisions of Section 73, 76 & other applicable provisions of the Companies Act, 2013 including rules framed thereunder, consent of Board of Directors be and is hereby accorded not to accept any Public Deposits in future without prior approval of the Reserve Bank of India.

RESOLVED FURTHER THAT the Board also takes on record that the company has not accepted any Public Deposits in the past and does not hold any public deposits as on date.

RESOLVED FURTHER THAT this resolution be communicated to the Reserve Bank of India or any other person as may be required, and shall remain in force until notice in writing is given by the Board of Directors of the Company."

Pyxis Finvest Limited

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Note to the Board of Directors

Item C-1	Board Meeting dated : 27th April, 2017
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Issue

To take note of Related Party Transaction entered for the Quarter ended 31st March 2017 and decide whether in ordinary course of business and on an arm's length.

Submission

Related Party Transaction entered for the Quarter ended 31st March 2017 will be placed before the Board. The Board is requested to take note of the same and also decide whether there were in ordinary course of business and on an arm's length. If any transaction is not in ordinary course of business or on an arm's length, the Board is required to give its approval for the same.

Note to the Board of Directors

Pyxis Finvest Limited (formerly, BCB Finance Limited), (CIN: L65990MH2005PLC157586)
Registered Office: Level 9 (Unit 801), Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East),
Mumbai-400098. Tel: +91 22 42159000 website: www.bcbfinance.com

Pyxis Finvest Limited

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Item C-2	Board Meeting dated : 27 th April, 2017
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Issue:

To note the disclosures/declarations made by the directors

Submission:

The 'Disclosure of Interest Notices' received from the Directors of the Company, as per Section 184(1) of the Companies Act, 2013 shall be placed before Board.

The Board members are requested to take note of the same and pass the following resolution with or without modification.

"RESOLVED THAT the 'Disclosure of Interest Notices' received from the Directors of the Company, in pursuance of sub-section (1) of section 184 of the Companies Act, 2013 read with Companies (Meetings of Board & its Powers) Rules, 2014 be and is hereby noted and taken on record.

"RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds and things necessary in this regards."

Pyxis Finvest Limited

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Note to the Board of Directors

Item D-1	Board Meeting dated : 27th April, 2017
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The Board may consider any other item of business, if required.

Date: 20th April, 2017 Place : Mumbai	For Pyxis Finvest Ltd (formerly BCB Finance Limited) Narayan Krishnan Director DIN: 00803611
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