

NOTICE

NOTICE is hereby given that the **10th Annual General Meeting of BCB Finance Limited** will be held at Level 9 (Unit 801), Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400098 on Wednesday, 18th September, 2015 at 11:00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2015 and the Balance Sheet as on that date, together with the Report of the Directors and the Auditors thereon.
2. To appoint auditors and fix their remuneration and for the purpose to pass the following resolution as Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s F. K. Mody and Co. Chartered Accountants, (Firm Registration No. 115205W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company (subject to ratification of their appointment at every AGM), at a remuneration to be decided by the Audit Committee of the Board of Directors and reimbursement of travelling and out of pocket expenses incurred by the Auditors for the purpose of audit.”

Special Business

3. To consider and if thought fit, to pass with or without modification(s) if any, the following as an **Ordinary Resolution**:
“**RESOLVED THAT** Mr. Kumud Ranjan Mohanty (DIN: 07056917) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 5th August, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

4. To consider and if thought fit, to pass with or without modification(s) if any, the following as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 190, 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, consent of the members be and is hereby accorded to the appointment of Mr. Kumud Ranjan Mohanty (DIN: 07056917) as Managing Director of the Company without any remuneration for a period of 5 years commencing from 5th August, 2015, as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Kumud Ranjan Mohanty.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass with or without modification(s) if any, the following as an **Ordinary Resolution**:
“**RESOLVED THAT** Mr. Shailendra Apte (DIN: 00017814) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 5th August, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

6. To consider and if thought fit, to pass with or without modification(s) if any, the following as an **Ordinary Resolution**:
“**RESOLVED THAT** Mr. Narayan Krishnan (DIN: 00803611) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 5th August, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

7. To consider and if thought fit, to pass with or without modification(s) if any, the following as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with rules made thereunder, and pursuant to SME Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into agreement(s) and transaction(s), as may be appropriate, with a ‘Related Party’ as defined under Section 2(76) of the Act and under Accounting Standard 18 issued by The Institute of Chartered Accountants of India, for the transactions mentioned u/s 188(1) clause (a) to (g), if any, on such terms and conditions as may be mutually agreed upon between the Company and Related party, for an amount not exceeding in aggregate **Rs.300,000,000/- (Rupees Thirty Crores only)** in each financial year.

RESOLVED FURTHER THAT consent of the members be and is accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and which are material in nature in terms of SME Listing Agreement.”

8. To consider and if thought fit, to pass with or without modification(s) if any, the following as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Companies Act, 2013 and subject to the approval of the Central Government, RBI and such other statutory authorities, the Members of the Company, hereby accord their approval for changing the name of the Company from “BCB Finance Limited” to “Pyxis Finvest Limited” or such other name as may be approved by the Central Government/ Registrar of Companies.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed expedient and necessary in their absolute discretion to give effect to this resolution in the best interests of the Company.”

9. To consider and if thought fit, to pass with or without modification(s) if any, the following as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Ms. Swati Sahukara(DIN 06801137), be and is hereby appointed as an Independent Director of the Company for a term of **one year**with effect from 27th September,2015 and whose office shall, henceforth, not be liable to determination by retirement of Directors 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.”

10. To consider and if thought fit, to pass with or without modification(s) if any, the following as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Parag Shah (DIN 00727233), be and is hereby appointed as an Independent Director of the Company for a term of **one year**with effect from 27th September,2015,and whose office shall, henceforth, not be liable to determination by retirement of Directors 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.”

**By Order of the Board of Directors
For BCB Finance Limited**

Sd/-
Yojana Pednekar
(Company Secretary)
Place: Mumbai
Date: 26th August, 2015

Notes:

1. The statement pursuant to section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
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. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10 per cent of the total share capital of the company. A member holding more than 10 per cent of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The instrument appointing proxy/proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
5. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
6. 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.
7. Members/proxies/authorized representatives should bring duly filled Attendance slip enclosed herewith to attend the meeting.
8. 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 Annual General Meeting (AGM).
9. 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.
10. 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.
11. The Register of Members and Share Transfer Books will remain closed from 12th September, 2015 to 18th September, 2015, both days inclusive, for the purpose of AGM.
12. Members are requested to inform the concerned Depository Participants of any change in address, dividend mandate, etc.
13. 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 cs@centrum.co.in
14. The Annual Report for 2014-15 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. For members who have not registered their email addresses, physical copies of the Annual Report are being sent by the permitted mode.
15. Members may also note that the notice of the 10th AGM and the Annual Report for 2014-15 will be available on the Company’s website www.bcbfinance.com
16. The Company has been exempted from complying with e-voting requirements vide MCA Notification dated 19th March, 2015 for amendment in Companies (Management and Administration) Rules, 2014.
17. 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.
18. Information required to be provided under the Listing Agreement entered into with BSE (SME Segment) Exchange, regarding the Directors who are proposed to be appointed / re-appointed is as below:

Name of Director	Shailendra Apte
Nationality	Indian
Date of Birth	09 th February, 1970
Date of Appointment	05 th August, 2015
Qualifications	MBA
Expertise	Financial Services
Directorships held in other Public Companies (excluding foreign and private companies).	<ol style="list-style-type: none"> 1. Centrum Infrastructure and Realty Limited 2. Softchip Technologies Limited 3. Centrum Infrastructure Advisory Limited 4. Centrum Defence Systems Limited
Memberships / Chairmanships of committees of other public companies.	Nil
Shareholding (No. of shares)	Nil

Name of Director	Narayan Krishnan
Nationality	Indian
Date of Birth	19 th March, 1964
Date of Appointment	05 th August, 2015
Qualifications	Chartered Accountant
Expertise	Finance
Directorships held in other Public Companies (excluding foreign and private companies).	Nil
Memberships / Chairmanships of committees of other public companies.	Nil
Shareholding (No. of shares)	Nil

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES

Item No.2:

M/s. Bhattar & Co., Chartered Accountant (having FRN. 131092W) the present statutory auditor of the Company conveyed their unwillingness to continue as a statutory auditor of the Company. In view of this, the Board of Directors recommends the appointment of M/s. F. K. Mody & Co Chartered Accountants, (having FRN. 115205W) as statutory auditor of the Company and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 5th August, 2015 proposed the appointment of M/s. F. K. Mody & Co Chartered Accountants as the statutory auditors of the Company for a period of five years to hold office from the conclusion of this AGM till the conclusion of the fifteenth AGM of the Company (subject to ratification of their appointment at every AGM).

The Board recommends the Resolution at Item No. 2 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 2 of the accompanying Notice.

Item No. 3 &4:

The Board appointed Mr. Kumud Ranjan Mohanty, as Additional Director with effect from 5th August, 2015.

As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

The Board has also appointed him as a Managing Director effective the same date, for a period of five years, subject to the approval of the Members. At present, no remuneration is proposed to be paid to Mr. Mohanty for his services pursuant to such appointment as the Managing Director of the Company.

A brief profile of Mr. Kumud Ranjan Mohanty is given below:

Mr. Mohanty is the the CFO & COO of CentrumDirect Limited, who are the promoters of the Company. He has 30 years of Banking & Financial sector experience which includes amongst others International Banking, Offshore Banking, Treasury Operations, Risk Management and Compliance. He has previously worked with Bank of India in its foreign and domestic offices.

Name of Director	Kumud Ranjan Mohanty
Nationality	Indian
Date of Birth	05 th February, 1959
Date of Appointment	05 th August, 2015
Qualifications	CAIIB, M.Sc
Expertise	Finance
Directorships held in other Public Companies (excluding foreign and private companies).	Nil
Memberships / Chairmanships of committees of other public companies.	Nil
Shareholding (No. of shares)	Nil

The Board recommends the Resolution at Item No. 3&4 for approval by the Members.

Except Mr. Kumud Ranjan Mohanty, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 5&6 of the accompanying Notice.

Item 5&6:

Pursuant to Share Purchase Agreement (SPA) dated 7th October, 2014 between CentrumDirect Limited & promoters of the Company – Bagri family, control & management of the Company was transferred to CentrumDirect Limited. Consequently, Uttam Bagri, Bharat Bagri & Sarla Bagri stepped down from the Board and new Directors namely Shailendra Apte, Narayan Krishnan & Kumud Ranjan Mohanty representing CentrumDirect Limited were appointed as an additional Directors on the Board in the Board meeting dated 5th August, 2015 to hold office upto the forthcoming Annual General Meeting.

As per the provisions of Section 161(1) of the Act, Mr. **Shailendra Apte & Mr. Narayan Krishnan** holds office as an Additional Directors only up to the date of the forthcoming Annual General Meeting of the Company, and are eligible for appointment as Directors. The Company has received a notice under Section 160 of the Act proposing their candidature for the office of Directors of the Company, along with the requisite deposit.

The Board recommends the Resolution at Item No. 5 & 6 for approval by the Members.

Except Mr. Shailendra Apte and Mr. Narayan Krishnan, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 3 & 4 of the accompanying Notice.

Item No. 7:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. In the light of provisions of the Companies Act, 2013, the Audit Committee and the Board of Directors of your Company has recommended the annual limit that the Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The Board recommends the Resolution at Item No. 7 for approval by the Members.

The Promoter, Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs may be concerned or interested in the Resolution at Item No. 7 of the accompanying Notice to the extent of their shareholding interest in the Company.

Item No. 8:

The name of the Company is proposed to be changed from “BCB Finance Limited” to “Pyxis Finvest Limited”. The Company has applied for name approval to the Registrar of Companies. The change in name can be effected after the requisite approval is received from the Central Government/ Registrar of Companies/RBI and such other statutory authorities.

The Board recommends the Resolution at Item No. 8 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 8 of the accompanying Notice.

Item No. 9 & 10:

Pursuant to Section 149(4), every listed Company is required to have atleast 1/3rd of total number of Directors as Independent Directors. Considering the fact that the term of existing Independent Directors of the Company is expiring on 26th September, 2015, it is obligatory for the Company to appoint new Independent Directors. The Company has received a notice under Section 160 of the Act proposing their candidature for the office of Directors of the Company, along with the requisite deposit.

Brief profile of the proposed Directors is as follows:-

Profile of Ms. Swati Sahukara: -Ms. Swati Sahukara is a Company Secretary by profession having 8 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., efficiently. Currently she is holding Independent Directorships with the following BSE & NSE listed companies:-

- a. Bang Overseas Limited
 - i. Thomas Scott (India) Limited
 - ii. Shekhawati Poly-Yarn Limited

Name of Director	Ms. Swati Sahukara
Nationality	Indian
Date of Birth	13 th July, 1983
Date of Appointment	27 th September, 2015
Qualifications	ACS, LLB, B.Com
Expertise	Legal and Corporate compliances
Directorships held in other Public Companies (excluding foreign and private companies).	<ol style="list-style-type: none"> 1. Bang Overseas Limited 2. Thomas Scott (India) Limited 3. Shekhawati Poly-Yarn Limited
Memberships / Chairmanships of committees of other public companies.	<ol style="list-style-type: none"> 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
Shareholding (No. of shares)	Nil

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 done 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 firm affiliated with HLB International.

Name of Director	Mr. Parag Shah
Nationality	Indian
Date of Birth	24/06/1977
Date of Appointment	27 th September, 2015
Qualifications	CISA, ISA & CA
Expertise	Accountancy, Finance
Directorships held in other Public Companies (excluding foreign and private companies).	Nil
Memberships / Chairmanships of committees of other public companies.	Nil
Shareholding (No. of shares)	Nil

The Board recommends the Resolutions at Item No. 9 & 10 for approval by the Members.

Except Mr. Parag Shah and Mrs. Swati Sahukara, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 9 & 10 of the accompanying Notice.

**By Order of the Board of Directors
For BCB Finance Limited**

Sd/-
Yojana Pednekar
(Company Secretary)

Place: Mumbai
Date: 26th August, 2015