

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 BCB FINANCE LIMITED will be held on Wednesday, 20th January, 2016 at 10:00 AM at the Registered office of the Company situated at Level 9 (Unit 801), "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 pass the following resolution, with or without, any modification(s), as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 13 and Section 14 of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the approval of members being accorded at the 10th Annual General Meeting of the Company held on 18th September, 2015 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 Regulatory Authorities, whether under the Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the company and subject to the approval of the Central Government (power delegated to Registrar of Companies) and any other regulatory authorities as may be necessary, consent of the members is hereby given for alteration and substitution of name clause in the Memorandum of Association and Articles of Association.

RESOLVED FURTHER THAT the Clause I (Name Clause) of the Memorandum of Association of the Company be and is hereby altered accordingly by substituting it with the new name "Pyxis Finvest Limited" in place of "BCB Finance Limited" and by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Clause 2 of the Articles of Association of the Company be and is hereby altered accordingly by substituting it with the new name "Pyxis Finvest Limited" in place of "BCB Finance Limited" and by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Board of directors or any Committee thereof is hereby authorised to accept any other name approved by the relevant regulatory authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval

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. Cut-off date for the purpose of determining eligible shareholders entitled to vote is 19th January, 2015.
3. 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.**
4. 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.
5. 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.
6. 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.



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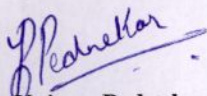
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7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
8. 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.
9. 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.
10. Members are requested to inform the concerned Depository Participants of any change in address, dividend mandate, etc.
11. Members are requested to support the Green Initiative by the Government and get their email addresses registered with their Depository Participants in case of shares held in demat form or with Purva Sharegistry (India) Private Limited (RTA) in case of shares held in physical form so that . 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
12. 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.
13. 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 BCB Finance Limited


Yojana Pednekar
Company Secretary



Date: 24th December, 2015

Place: Mumbai

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

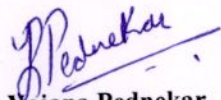
BCB Finance Limited is a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI). There has been change in control and management of the Company. With effect from 05th August, 2015, CentrumDirect Limited (CIN U67190MH1999PLC119009) are the new promoters of the Company. The Company has received member's approval for change of name of "BCB Finance Limited" to "Pyxis Finvest Limited" or such other name as may be acceptable to the regulatory authorities at the Annual General Meeting of the Company held on 18th September, 2015. Thus pursuant to the change in control and management, the Company had applied for the change of name of **BCB Finance Limited** to **Pyxis Finvest Limited** to the Registrar of Companies, Mumbai, Maharashtra.

The Company being a registered NBFC has also received a NOC dated 09th November, 2015 from RBI for changing the name of the Company to "**Pyxis Finvest Limited**". The name "**Pyxis Finvest Limited**" has also been duly approved and made available for changing name by the Registrar of the Companies, Mumbai, Maharashtra vide their name approval letter dated 26th November, 2015, which is valid for 60 days.

The Company has to comply with various formalities within the stipulated period of 60 days. As per the provisions of the Companies Act 2013, approval of shareholders is required to be accorded for alteration of the name clause in Memorandum of Association and Articles of Association. Hence the resolution is put up for shareholders' approval.

None of the directors, key managerial personnel and their relatives is interested in passing of the resolution.

By Order of the Board
For BCB Finance Limited


Yojana Pednekar
Company Secretary



Date: 24th December, 2015
Place: Mumbai