

Pyxis Finvest Limited
(Formerly, BCB Finance Limited)
(CIN: L65990MH2005PLC157586)

13TH ANNUAL REPORT
2017-18

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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Kumud Ranjan Mohanty
Managing Director

Mr. Shailendra Apte
Non-executive Director and CFO

Mr. Narayan Krishnan
Non-executive Director

Mr. Parag Shah
Independent Director

Ms. Swati Sahukara
Independent Director

COMPANY SECRETARY

Ms. Snehal Saboo

REGISTERED OFFICE

Level 9 (Unit-801), Centrum House, CST Road,
Vidyanagari Marg, Kalina, Santacruz (E),
Mumbai-400098
E-mail: cs@centrum.co.in
Website: www.pyxisinvest.com

REGISTRAR AND SHARE TRANSFER AGENTS

Purva Shareregistry (I) Pvt Ltd
9, Shiv Shakti Industrial Estate, J.R.
Boricha Marg,
Lower Parel (E), Mumbai – 400011
Tel No.:91-22-23012518
Fax No.: 91-22-2301 2517
E-mail: [busicomp@gmail.com/](mailto:busicomp@gmail.com)
Website: www.purvashare.com

BANKERS

Bank of India, Stock Exchange Branch,
Fort, Mumbai 400 001
HDFC Bank, Kalina, Santacruz (E),
Mumbai-400098
Axis Bank, Kalina Branch, Mumbai 400098

STATUTORY AUDITOR

M/s. P.D Saraf & Co.,
Chartered Accountants,
1103, Arcadia, 195 Nariman Point,
Mumbai-400021

Directors' Report

Dear Members,

Your Directors take pleasure in presenting the 13th Annual Report on the business and operations of your Company together with the Audited Financial Statements for the year ended March 31, 2018.

FINANCIAL HIGHLIGHTS

The financial performance of your Company for financial Year 2017-18 and 2016-17 is summarized as below:

(Rs. in Lakh)

Particulars	For Financial Year Ended	
	March 31, 2018	March 31, 2017
Total Revenue	573.07	460.17
Total Expenditure	249.20	167.80
Profit before Tax	323.87	292.37
Provision for Tax	97.16	71.28
Profit/ (loss) After Tax	226.71	221.20

FINANCIAL PERFORMANCE AND STATE OF COMPANY AFFAIRS

During the year under review, your Company has recorded total revenue of Rs. 573.07 lakh against Rs.460.17 lakh in the previous year resulting in 24.53 % growth over previous year. Profit before Taxation for the financial year ended March 31, 2018 increased to Rs. 323.87 lakh as compared to Rs.292.37 lakh in the previous year resulting in 10.77 % growth. Profit after Tax is Rs. 226.71 lakh as compared to Rs.221.20 lakh in the previous year resulting in 2.49 % growth.

DIVIDEND

With a view to conserve the resources your Directors do not recommend dividend for the financial year 2017-18.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on August 31, 2018, Mr. Surajit Sarkar (DIN: 06937315) is appointed as a Non-Executive Director.

As per the provisions of the Companies Act, 2013, Mr. Shailendra Apte (DIN: 00017814) will retire by rotation at the ensuing Annual General Meeting (AGM) of the Company and being eligible, seek re-appointment. The Board has recommended his re-appointment.

Due to his pre-occupancy with other assignments, Mr. Narayan Krishnan (DIN: 00803611) resigned from the directorship of the Company with effect from August 31, 2018. The Board of Directors places on record its appreciation for the valuable services rendered by him during his tenure as Director of the Company.

SHARE CAPITAL

During the financial year 2017-18, there was no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company. As on March 31, 2018, the Company was having Authorized Share Capital of Rs. 12,00,00,000 comprising of 1,20,00,000 equity shares of Rs. 10/- each out of

which Issued, Subscribed and Paid-up Share Capital was Rs. 11,50,25,850 comprising of 1,15,02,585 equity shares of Rs. 10/- each.

During the year, CentrumDirect Limited, promoter of the company, transferred the entire stake (65,72,000 equity shares (57.13%)) to JBCG Advisory Services Private Limited (Inter-se transfer between promoter group).

MANAGEMENT DISCUSSION AND ANALYSIS

The management Discussion and Analysis forms an integral part of this Report and gives details of the overall industry structure, economic developments, performance and state of affairs of the Company's businesses, internal controls and their adequacy, risk management systems and other material developments during the financial year 2017-18.

TRANSFER TO RESERVES

Your Company proposes to transfer an amount of Rs. 45.34 lakh (Previous year Rs. 44.23 lakh) to Statutory Reserve.

PARTICULARS OF DEPOSITS

Your Company being a 'Non-Deposit taking Non-Banking Financial Company' has not accepted deposits during the year under review and shall not accept any deposits from the public without obtaining prior approval of the RBI. Accordingly, the disclosure requirements under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014 are not applicable to the Company.

LISTING

At present the Company's equity shares are listed on SME platform of BSE Limited and the Company has paid listing fees for the financial year under review.

MEETINGS OF THE BOARD & COMMITTEES

Details of meetings of the Board and committees held during the year are set out in following table.

Particulars	Board	Audit Committee	Nomination & Remuneration Committee
Number of Meetings	6	4	1
Dates of Meetings	27.04.2017, 14.08.2017, 14.11.2017, 13.03.2018	27.04.2017, 14.11.2017	27.04.2017, 13.03.2018
No. of meetings attended by Directors/ Committee members	As given below	As given below	As given Below
Mr. Kumud Ranjan Mohanty	4	N.A.	N.A.
Mr. Shailendra Kishor Apte	4	N.A.	N.A.
Mr. Narayan Krishnan	4	2	2
Mr. Parag Gunvantra Shah	4	2	2
Ms. Swati Sahukara	4	2	2

The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013.

PERFORMANCE EVALUATION

The Board of Directors carried out an annual evaluation of the Board itself, its Committees and individual Directors. The entire Board carried out performance evaluation of each Independent Director excluding the Independent Director being evaluated. The Nomination Remuneration Committee also carried out evaluation of every director's performance.

The evaluation was done after taking into consideration inputs received from the Directors, setting out parameters of evaluation. Evaluation parameters of the Board and Committees were mainly based on Disclosure of Information, Key functions of the Board and Committees, Responsibilities of the Board and Committees, etc. Evaluation parameters of Individual Directors including the Chairman of the Board and Independent Directors were based on Knowledge to Perform the Role, Time and Level of Participation, Performance of Duties and Level of Oversight and Professional Conduct etc.

Independent Directors in their separate meeting evaluated the performance of Non-Independent Directors, Chairman of the Board and the Board as a whole.

DISCLOSURES BY DIRECTORS

The Directors on the Board have submitted notice of interest under Section 184(1), intimation under Section 164(2) of the Companies Act, 2013 and declaration as to compliance with the Code of Conduct of the Company. All Independent Directors have also given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to requirements of Section 134(3)(c) of the Companies Act, 2013 and on the basis of the information furnished to them by the Statutory Auditors and Management, the Directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board has laid down standards, processes and procedures for implementing the internal financial controls across the organization. After considering the framework of existing internal financial controls and compliance systems; work performed by the Internal, Statutory and Secretarial Auditors and External Consultants; reviews performed by the Management and relevant Board Committees including the Audit Committee, the Board is of the opinion that the Company's internal

financial controls with reference to the financial statements were adequate and effective during the financial year 2017-18.

PARTICULARS OF LOANS, GUARANTEES, SECURITIES AND INVESTMENTS

In accordance with the provisions of Sections 134(3)(g) and 186(4) of the Companies Act, 2013, full particulars of loans given, investments made, guarantees given and securities provided, if any, have been disclosed in the financial statements.

EXTRACT OF ANNUAL RETURN

An extract of Annual Return in Form MGT-9 as required under the provisions of Sections 92(3) and 134(3)(a) read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is set out in **Annexure '1'** to this Report.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered during the financial year under review were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Accordingly, particulars of contracts or arrangements with related party referred to in section 188(1) along with the justification for entering into such contract or arrangement in form AOC-2 does not form part of the Report.

THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of activities carried on by the Company, the requirements for disclosure in respect of conservation of energy, technology absorption, in terms of the Section 134 of the Companies Act, 2013 are not applicable to the Company. However, the Company takes all possible efforts towards energy conservation. The requirement for disclosure with respect to technology absorption does not apply to the Company as the activities in which the Company operates does not require any technology.

During the period under review, the Company has not earned any foreign exchange income and also has not incurred any foreign exchange outgo.

RISK MANAGEMENT

An effective risk management policy lies at the core of our business philosophy of the Company, which is centred on delivering high and better returns to all stakeholders. With ups and downs, volatility and fluctuations in the financial business in which the Company operates, the Company is exposed to various risks and uncertainties in the normal course of our business. Since such variations can cause deviations in the results from operations and affect our financial state, the focus on risk management continues to be high. The Company has its Risk Management Policy in place which is also displayed on the website of the Company. In the opinion of the Board, during the financial year 2017-18, the Board has not noticed any elements of risk which may threaten the existence of the Company.

CORPORATE SOCIAL RESPONSIBILITY

Provisions of section 135 of the Companies Act, 2013 concerning the constitution of Corporate Social Responsibility Committee and related matters are not applicable to the Company.

AUDITORS

The members of the Company at the 11th Annual General Meeting of the Company held on September 19, 2016, had appointed M/s. P. D. Saraf & Co., Chartered Accountants as a Statutory Auditors till the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2021 subject to ratification of their appointment at every Annual General Meeting.

However as per circular of Ministry of Company Affairs, with effect from May 7, 2018, there is no need for ratification of appointment at every Annual General Meeting, hence agenda item for ratification of appointment of Auditor is not taken.

With regard to note no. 9(a) in the Auditor's Report, we wish to submit as under;

Since Company has small Balance Sheet and few borrowing entities, it will correct the same in due course of time, either by recalling excess loan given or by infusion of capital.

In connection with note no. 9(b) in the Auditor's Report, the report is self-explanatory and does not call for any further comments.

SECRETARIAL AUDIT

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Shraddha Tripathi & Associates, Company Secretaries, as Secretarial Auditors for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is set out in **Annexure '2'** to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

With regard to point no. vi in the Secretarial Audit Report, we wish to submit as under;

Since Company has small Balance Sheet and few borrowing entities, it will correct the same in due course of time, either by recalling excess loan given or by infusion of capital.

CORPORATE GOVERNANCE

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts companies which have listed their specified securities on SME Exchange from compliance with corporate governance provisions.

Since the equity share capital of your Company is listed exclusively on the SME Platform of BSE Limited, the Company is exempted from compliance with Corporate Governance requirements, and accordingly the reporting requirements like Corporate Governance Report, Business Responsibility Report etc. are not applicable to the Company.

AUDIT COMMITTEE

The constitution of the Audit Committee as on March 31, 2018 is as follows:

Name	Designation
Mr. Narayan Krishnan	Chairman
Mr. Parag Shah	Member
Mrs. Swati Sahukara	Member

PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under Section 197 & Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below.

- a) Ratio of remuneration of each Director to the employees' median remuneration:

Director	Designation	Remuneration p.a. (Rs.)	Ratio
Mr. Kumud Mohanty	Managing Director	Nil	N.A.
Mr. Shailendra Apte	Non-executive Director	Nil	N.A.
Mr. Narayan Krishnan	Non-executive Director	Nil	N.A.
Mr. Parag Shah	Independent Director	Nil	N.A.
Mrs. Swati Sahukara	Independent Director	Nil	N.A.

- b) Percentage increase in the median remuneration of employees in the financial year 2017-18: Nil
- c) Number of permanent employees on the rolls of the Company as on March 31, 2018:
3 (Three)

- d) Average percentile increase made in the salaries of employees other than key managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Since there were no employees other than three key managerial personnel, this is not applicable.

- e) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.
- f) There is no employee covered under the provisions of section 197(14) of the Companies Act, 2013.

There was no employee in the Company who drew remuneration of Rs. 1,02,00,000/- per annum during the period under review. Hence, the Company is not required to disclose any information as per Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014.

POLICIES AND DISCLOSURE REQUIREMENTS

In terms of provisions of the Companies Act, 2013 the Company has adopted following policies which are available on its website <http://www.pyxisfinvest.com/> and the weblink is <http://www.pyxisfinvest.com/investors>

- Vigil Mechanism Policy
- Familiarization Programme for Independent Directors
- Nomination and Remuneration Policy
- Risk Management Policy
- Code of Conduct
- Policy on materiality for disclosures
- Policy on Preservation of documents and archival of records
- Policy on Related Party Transactions

'Policy for selection and appointment of Directors and their remuneration' is shown as **Annexure '3'**.

RESIDUARY DISCLOSURES

- i. During the financial year 2017-18, the Company has not issued equity shares with differential rights as to dividend, voting or otherwise. Hence, disclosure under Rule 4(3) of the Companies (Share Capital and Debentures) Rules, 2014 is not applicable;
- ii. During the financial year 2017-18, the Company has not issued sweat equity shares to its employees. Hence, disclosure under Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 is not applicable;
- iii. During the financial year 2017-18, no significant material orders have been passed by any regulators or courts or tribunals which may impact the going concern status of the Company and its future operations. Hence, disclosure under Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014 is not applicable;
- iv. During the financial year 2017-18, there have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report. Hence, disclosure under the provisions of Section 134(3)(l) of the Companies Act, 2013 is not applicable;
- v. During the financial year 2017-18, there has been no change in the nature of business of the Company. Hence, disclosure under Rule 8(5)(ii) of the Companies (Accounts) Rules, 2014 is not applicable;
- vi. The Company does not have any subsidiary, joint venture and associate company; and
- vii. The Company has no shares lying in demat suspense account or unclaimed suspense account.

Your Director further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

The Directors wish to acknowledge and place on record their sincere appreciation for the assistance and cooperation received from all the members, regulatory authorities, customers, financial institutions, bankers, lenders, vendors and other business associates.

The Directors also recognize and appreciate all the employees for their commitment, commendable efforts, team work, professionalism and continued contribution to the growth of the Company.

**For and on behalf of the Board of Directors of
Pyxis Finvest Limited
(Formerly, BCB Finance Limited)**

**Kumud Ranjan Mohanty
Managing Director
DIN 07056917**

**Shailendra Apte
Director
DIN 00017814**

**Place: Mumbai
Date: August 31, 2018**