

FIVE X FINANCE & INVESTMENT LIMITED

2013-2014
2013-2014

5TH ANNUAL REPORT

REGISTERED OFFICE:

305, KRISHNA – A

VISHAL NAGAR, MARVE ROAD,
MALAD (WEST)

MUMBAI- 400064

WEBSITE: www.fivexfinance.com

EMAIL ID: fivexfinance@gmail.com

IMPORTANT COMMUNICATION TO MEMBERS – **GREEN INITIATIVE IN CORPORATE GOVERNANCE**

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a circular stating that service of all documents including Annual Reports can be sent by email to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the members on the email address provided by them to the R&T Agent/ the Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while members holding shares in Demat form can intimate/update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Ms. Saloni Girraj Kishor Agrawal	-	Managing Director
Mrs. Tanu Girraj Agarwal	-	Director & CFO
Mr. Tushar Rane	-	Director
Mr. Zubin Pardiwala	-	Director
Mrs. Madhu Goel	-	Additional Director

BANKERS:

Axis Bank Ltd	-	Andheri (West)
Kotak Bank Ltd	-	Andheri (West)

AUDITORS:

M/s. Pravin Chandak & Associates
403, New Swapanalok CHS Ltd,
Natakwala Lane, Borivali (West),
Mumbai-400092

REGISTAR & TRANSFER AGENT

Big share Services Private Limited
E-2 & 3, Ansa Industrial Estate,
Saki-Vihar Road, Sakinaka,
Andheri (E), Mumbai - 400 072

REGISTERED OFFICE

305, Krishna – A, Vishal Nagar,
Marve Road, Malad (West),
Mumbai- 400064

Web site: www.fivexfinance.com

Email Id: fivexfinance@gmail.com

Five X Finance & Investment Limited

Regd. Office: 305, Krishna – A, Vishal Nagar, Marve Road, Malad (West), Mumbai- 400064

CIN: L65910MH2010PLC201249

Email id: fivexfinance@gmail.com

website: fivexfinance.com

Notice

NOTICE is hereby given that the 5th Annual General Meeting of M/s. Five X Finance & Investment Limited will be held on 29th September, 2014, Monday, at E/109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai- 400053 at 01.30 p.m. to transact the following businesses.

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2014, the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Tanu Girraj Agarwal (DIN 00290966) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. To Re- Appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**

“Resolved That pursuant to Section 139 of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, M/s. Pravin Chandak & Associates, Chartered Accountants (Registration No: 116627W) be and are hereby re - appointed as a Statutory Auditors of the Company provided that the appointment M/s. Pravin Chandak & Associates, shall be from the conclusion of this 5th Annual General Meeting till the conclusion of the 10th Annual General Meeting, for a consecutive period of five years and re-appointment shall be subject to ratification by the Members at every Annual General Meeting to be held during the period.

“Resolved Further That the Board of Directors or Audit Committee thereof, be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Joint Statutory Auditors.”

Special Business:

4. To Regularize the appoint Mrs. Madhu Rajkumar Goel (DIN No: 06837173) and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with schedule IV and other applicable provisions of The Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement Mrs. Madhu Rajkumar Goel (DIN No: 06837173), who was appointed as an Additional Director pursuant to the Provisions of section 161(1) of The Companies Act, 2013 and the Articles of association of the Company and who holds office up to the date of this Annual general Meeting and in respect of whom the Company has received a notice in writing under section 160 of The Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company.

5. Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 100 Crores. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:-

“RESOLVED That pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby accords its consent to the Board of Directors borrowing any sum or sums of money from time to time from any one or more of the Company's Bankers and/or from anyone or more persons, firms, bodies corporate or financial institutions whether by way of cash-credit, advance or Inter corporate deposits, loans – or Bill discounting or otherwise and whether unsecured or secured by mortgage,

charge, hypothecation or lien or pledge of the Companies assets and properties whether movable or stock in trade (including Raw Materials, stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertakings of the company notwithstanding that the monies to be borrowed together with the monies already borrowed by company (apart from temporary loans obtained from the companies bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that their total amount upto which the monies may be borrowed by the Board of Directors and outstanding any time shall not exceed the sum of Rs. 100 Crores (Rupees. Hundred Crores), exclusive of interest and the directors are hereby further authorized to mortgage, charge, hypothecate, lien, and issue promissory notes, deposit receipts and other deeds and instruments or writings wherever necessary as they may think fit and containing such covenants as the directors may deem fit.

“RESOLVED FURTHER THAT, the Board of Directors may do all such acts, deeds and things as may be necessary or delegate the powers in respect thereof as permissible under applicable provisions of the Companies Act, 2013”

6. Creation of Security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company and to consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:-

“Resolved that pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favor of banks/financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments to the debenture/ bonds issued or proposed to be issued, loan and /or other credit facilities availed or proposed to be availed together with interest thereon and such other costs, charges, expenses and other moneys payable by the Company as per the terms and conditions of the issue of bonds/debentures issued/ proposed to be issued or the loan agreement and/or other documents pertaining to credit facilities entered into or proposed to be entered into by the Company, within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.”

“Resolved further that for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents /deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creation of mortgage / charge as aforesaid.”

FIVE X FINANCE & INVESTMENT LIMITED

Registered Office: 305, Krishna,
A, - Vishal Nagar, Marve Road,
Malad (west), Mumbai- 400064
Place: Mumbai
Date: 28/08/2014

FOR AND ON BEHALF OF THE BOARD

Sd/-
Tanu Agarwal
(Director)

NOTES:

1. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself and a proxy need not be a member of the company. a person can act as proxy on behalf of members' upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. further, member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person may not act as a proxy for any other person or member. the instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.
2. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.
4. Brief details of the Directors, who are seeking appointment/ re- appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement.
5. Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 22/09/2014 to 23/09/2014 (both days inclusive).
6. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: M/S. BIGSHARE SERVICES PRIVATE LIMITED at E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072.
7. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their Pan details to the share transfer agent (Big Share Services Private Limited) of the Company.
8. Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under , permit the listed companies to send the notice of the annual general meeting and the annual report, including the financial statements, boards' report etc. by electronic mode. The Company is accordingly forwarding the soft copies of the above mentioned documents to all those members who have registered their e mail ids with their respective depository participants or with the share transfer agent of the Company.
9. Corporate Members are requested to send in advance duly certified copy of Board Resolution / power of attorney authorizing their representative to attend the annual general meeting.
10. Members/ proxies are requested to bring their copies of annual reports to the meeting.

PROCEDURE AND INSTRUCTION FOR E-VOTING

1. The voting period begins on 24/09/2014 at 09.30 a.m. and ends on 25/09/2014 at 05.30 p.m. During this period shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date 28/08/2014 (Record Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
3. Click on "SHAREHOLDERS" tab.
4. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
5. Now Enter your User Id
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10-digit Alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use first two letters of their name and 8 digit of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is</p>

Five X Finance & Investment Limited

	Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	. Enter the Date Of Birth as recorded in your demat account or in the company records for the said demat account or folio in (dd/mm/yyyy) format
Dividend Bank Details	. Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said demat account or folio. . Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

9. After entering this details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Note for Institutional Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

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Registered Office: 305, Krishna,
A, - Vishal Nagar, Marve Road,
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Place: Mumbai
Date: 28/08/2014

FOR AND ON BEHALF OF THE BOARD

Sd/-
Tanu Agarwal
(Director)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES, 2013

Item No. 4

Mrs. Madhu Rajkumar Goel was appointed by the Board of Directors of the Company as additional director on 7th March, 2014 with the recommendation of the board. She holds Office until the ensuing annual general meeting under section 161 (1) of the Companies Act, 2013.

It is proposed to appoint Madhu Rajkumar Goel as Independent director of the company pursuant to section 149, Schedule IV and other applicable provision, if any, of the Companies Act, 2013. The proposed appointment is recommended by the board. In respect of her proposed appointment, the company has, as required by section 160 of the Companies Act, 2013, received a notice in writing regarding her candidature for the office of the director. Madhu Rajkumar Goel has submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that she meets the criteria of independence as provided in sub section (6). Ms. Madhu Rajkumar Goel is not disqualified from being appointed as director in terms of section 164 of the Act.

In the Opinion of the Board the proposed appointment of Mrs. Madhu Rajkumar Goel as independent director fulfills the conditions specified in the Act and the rules made there under and that the proposed appointment of Madhu Rajkumar Goel is independent of the management.

The Board of Director is of the opinion that Madhu Rajkumar Goel possesses requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the company to continue to have her association with the company as director.

The Board recommends passing of the ordinary resolution set out in item no. 4 of the Notice.

Item No. 5 & 6

Section 180(1)(c) of the Companies Act, 2013, gives powers to the Board of Directors' of the Company to borrow monies up to Rs. 100 crores under Section 293(1)(d) of the Companies Act, 1956, as well as- to secure the same by suitable mortgage/ charge on all or any of the moveable and / or immovable properties, regarded as disposal of the Company's undertakings under Section 293 (1)(a) of the Companies Act, 1956. However, as per the corresponding provisions of section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 which were notified on 12th September, 2013 and based on the clarification thereof issued by GOI, MCA vide General Circular no. 04/2014 dated 25th March, 2014, the Resolution(s) passed u/s 293 of the Companies Act, 1956 prior to 12.9.2013 with reference to borrowings (subject to the limits prescribed) and/ or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the new Act, for a period of 1 year from the date of notification of 180. Further, the provisions of the Companies 1956 Act required consent of the shareholders as an ordinary resolution for both borrowing and creation of security; however, the provisions of the 2013 Act stipulate consent of members by way of a Special Resolution.

The Board of Directors of your Company has approved this item in the Board Meeting held on 25th August, 2014 and recommends the Resolutions as set out in the accompanying Notice for the approval of members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the Company, if any.

Details of directors seeking appointment/re-appointment at the
forthcoming Annual General Meeting
(In pursuance of clause 49 (VI) (A) of the Listing Agreement)

Director Seeking Appointment

Name of the Director	Mrs. Madhu Rajkumar Goel
Date of Birth	09/02/1969
Date of Appointment	07/03/2014
Expertise in any specific functional area	H.R. & Administration
Qualification	Under Graduate
Directorships held in other companies (Excluding Foreign Companies)	1. Tilak Finance Limited 2. Banas Finance Limited 3. Rockon Fintech Limited 4. Shree Nath Commercial & Finance Limited
Committee Positions held in other companies	1. Chairman and Member in Audit, Shareholders' Grievance and Remuneration Committee of Rockon Fintech Limited 2. Member in Audit, Shareholders' Grievance and Remuneration Committee of Banas Finance Limited 3. Chairman and Member in Audit, Shareholders' Grievance and Remuneration Committee of Shree Nath Commercial & Finance Limited 4. Chairman and Member in Audit, Shareholders' Grievance and Remuneration Committee of Tilak Finance Limited

Directors seeking Re-appointment

Name of Director	Mrs. Tanu Girraj Agarwal
Date of Birth	04/10/1968
Date of Appointment	24/03/2010
Expertise in any specific functional Area.	Accounts, Finance and Taxation
Qualification	B.sc IT
Directorships held in other Companies (Excluding Foreign Companies.)	1. Banas Finance Limited 2. Rockon Fintech Limited 3. Shree Nath Commercial & Finance Limited 4. Kayaguru Capital Market Private Limited 5. Rockon Capital Market Private Limited 6. Kayaguru Health Solutions Limited 7. Handful Investrade Private Limited
Committee position held in other Companies.	1. Member in Audit, Shareholder's Grievance and Remuneration Committee of Shree Nath Commercial & Finance Limited. 2. Member in Audit, Shareholder's Grievance and Remuneration Committee of Tilak Finance Limited.

BOARD OF DIRECTOR'S REPORT

To,
The Members

Your Directors present their 5th Annual Report with Audited Report with audited statement of Accounts for the year ended on 31st March, 2014

Financial Results:

Summary of the Company's financial performance for F.Y. 2013-2014 as compared to the previous financial year is given below:

Particulars	(Amt in Lacs)	
	Year Ended 31/03/2014	Year Ended 31/03/2013
Income	578.61	1399.19
Profit before Dep. & Int.	(15.55)	7.88
Depreciation	0.70	0.70
Interest	0.14	0.02
Profit after Depreciation & Interest	(16.39)	7.17
Provision for Taxation	-	1.64
Provision for Tax (deferred)	(31.33)	0.60
Profit after Tax	(47.73)	4.94
Net profit/ (Loss)	(47.73)	4.94
Amount Available for Appropriation		4.94
Balance carried to Balance Sheet	(47.73)	4.94

Financial Highlights

During the year Company's total sales including other income is Rs 578.61 Lacs as compared to Rs. 1399.19 Lacs in the previous year and thereby registering a decrease of 58.65% as compared to the previous year. The Net Loss after tax was Rs. (47.73) Lacs against the profit of Rs. 4.94 Lacs in the previous year, registering a decrease of 1066.19% as compared to the previous year.

Considering the expectations of country's gradual improvement in effective demand and GDP growth rate coupled with upward movements in capital market, your Directors expect better performance of the Company in the coming years.

Dividend

Your Directors are not declaring any dividend during the year under consideration.

Board of Directors

During the year under review, your Board inducted Mrs. Madhu Rajkumar Goel as an Additional Director of the Company in the category of Independent Director. In terms of Section 161 of the Companies Act 2013 (corresponding Section 260 of the Companies Act 1956) Mrs. Madhu Rajkumar Goel will hold office up to the date of the ensuing Annual General meeting. The Company has received notice in writing along with deposit pursuant to Section 160 of Companies Act, 2013, proposing appointment of Mrs. Madhu Rajkumar Goel as an Independent Director. Your Board has recommended appointment of Mrs. Madhu Rajkumar Goel as Independent Director not liable to retire by rotation for a period of 5 consecutive years up to 6th March, 2019.

As per the provisions of the Companies Act, 2013 Mrs. Tanu Agarwal, Director of the Company, retires by rotation and being eligible, offers herself for re-appointment at the ensuing Annual General Meeting. Board has recommended his re-appointment. In compliance of Section 203 (1) of the Companies Act, 2013 Mrs. Tanu Giriraj Kishor Agarwal, Promoter & Director of the Company elevated to the position of Chief Financial Officer of the Company (CFO) under KMP category w.e.f 21.07.2014.

Five X Finance & Investment Limited

During the year under review Mr. Girraj Kishor Agarwal and Mr. Praveen Vidyashankar Vasishth has resigned from the Board with effect from 24/01/2014 and 07/03/2014, respectively due to their pre- occupation. Board appreciates the valuable contribution to the Company during the tenor of their directorship.

Declaration of Independence by Directors

The Independent Non-executive Directors of the Company, viz. Mr. Tushar Ramchandra Rane, Mr. Zubin Pardiwala and Mrs. Madhu Rajkumar Goel have affirmed that they continue to meet all the requirements specified under Clause 49(I)(A)(iii) of the listing agreement in respect of their position as an "Independent Director" of Five X Finance & Investment Limited.

Auditors'

M/s. Pravin Chandak & Associates, Chartered Accountants having Registration No. 116627W, have been the Auditors of the Company since 28th August, 2012 and have completed a term of two years. As per the provisions of section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above, M/s. Pravin Chandak & Associates, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 28th August, 2014, proposed the appointment of M/s. Pravin Chandak & Associates, as the Statutory Auditors of the Company for a consecutive period of five years to hold office from the conclusion of this AGM till the conclusion of the 10th AGM of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM).

Auditors' Report

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 134 (1) of the Companies Act, 2013

Deposits

Your Company has not accepted any Deposits and as such no amount on account of principal or interest on Public Deposits within the meaning of Section 73 of The Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 1975, was outstanding as on the date of the Balance Sheet.

Application to RBI

With reference to remarks made by the Auditor in its report we would like to inform to the members that since your Company is engaged in the business of Share Trading, Investment and granting of Loan & Advances, which was classified as a NBFC Activities by RBI and such Companies need to get registered with RBI and to hold valid COR to carry on such activities. With the view to comply with the provision of RBI Act, 1934, your Company has made an application to RBI to obtain Certificate of Registration in the month of March, 2014. Now the application is under consideration with RBI.

Directors' Responsibility Statement

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- In the preparation of the annual accounts for the financial year ended 31st March, 2014 the applicable accounting standards have been followed.
- Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the State of affairs of the corporation as at the end of March 31, 2014 and of the profit of the Company for the year ended on that date.
- Proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Annual Accounts of the Company have been prepared on the ongoing concern basis.

Shifting of Registered Office

During the year Company has shifted its registered office within the local limit of same city from E/109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai - 400053 to 305, Krishna - A, Vishal Nagar, Marve Road, Malad (West), Mumbai - 400064, to enable the company's staff to work more efficiently and comfortably by providing them with sufficient working place and condition.

Postal Ballot

During the year company has not carried out Postal Ballot u/s 192A of the Companies Act, 1956.

Delisting of Shares

During the year your Company had called Extra- Ordinary General meeting of the Company on 16th December, 2014 and consequently on 23rd December, 2014 due to lack of quorum for seeking approval of members for delisting of its Equity Shares of the Company from Pune Stock Exchange & Ahmadabad Stock Exchange. The Members present had approved the resolution unanimously through poll.

Listing of Shares

Your Director Feel happy to inform you that your company got listing on Bombay Stock Exchange during the year. the Equity shares of your Company are listed on Bombay Stock Exchange only and the Company has paid the necessary Listing fees for the year 2014 - 2015.

Directors Response to Remarks in Auditor's Report

"The Company did not have an internal audit system during the year" In the opinion of the Management, there are adequate internal control system and procedures commensurate with the size of the Company and nature of its business. The Company is in the process of appointing Internal Auditors.

Statutory Disclosures

As required under the provisions of section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, particulars of employees are set out in the annexure to the Directors' Report. As per the provisions of Section 219(1)(b)(iv) of the said Act, this report is being sent to all the members excluding the particulars of the employees.

Directors' Responsibility Statement as required by section 217(2AA) of the Companies Act, 1956 appears in preceding paragraph.

Certificate from auditors of the Company regarding compliance of conditions of corporate governance is annexed to this report.

A Cash Flow Statement for F.Y 2013-2014 is attached to the Balance Sheet.

Conservation of Energy and Technology Absorption

The particulars under the companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, on conservation of energy and Technology absorption are not applicable.

Foreign Exchange

There is no inflow and outflow of Foreign Exchange.

Particulars of Employee

The information required under section 217(2A) of the Companies Act 1956, read with the Companies (particulars of employees) Rules 1975, forms part of this report - Not applicable.

Corporate Governance Compliance

As required under the listing agreement with the stock exchange, corporate governance and management discussion and analysis report form part of this Annual Report.

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

The Chief Executive Officer and Chief Financial Officer Certification as required under Clause 49 of the Listing Agreements and Chief Executive Officer declaration about the Code of Conduct is Annexed to this Report.

Green Initiative in Corporate Governance

The ministry of corporate Affairs (vide circular nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken 'Green initiative in corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode.

Members are requested to support their green initiative by registering/updating their email addresses, in respect of shares held in dematerialized form with their respective depository participants and in respect of shares held in physical form with Companies RTA.

Companies Act, 2013

The Companies Act, 2013 was notified in the Official gazette of the Government of India on August, 29, 2013. On September 12, 2013 Ministry of Corporate Affairs (MCA) notified 98 sections and on March 27, 2014 the MCA notified another 198 sections which were deemed to come into force on 1st April, 2014.

The MCA wide circular No. 08/2014 dated April 4, 2014 clarified that the financial statements and the documents required to be attached, thereto, the auditors' and directors' report in respect of the financial year under reference shall continue to be governed by the relevant provisions of the Companies Act, 1956, schedules and rules made there under.

The Company has accordingly prepared the balance sheet, profit & Loss a/c, the schedules and notes thereto and the Director's report in accordance with the relevant provisions of the Companies Act, 1956, schedules and rules made there under.

The Company has to take cognizance of the new legislation and shall comply with the provisions of the Companies Act, 2013 as applicable

Acknowledgment

The Board of Directors wishes to express sincere thanks to Bankers, Shareholders, clients, Financial Institutions, customers, suppliers and employees of Companies for extending support during the year.

FOR AND ON BEHALF OF THE BOARD

Place: Mumbai
Date: 28/08/2014

Sd/-
Saloni Agrawal
(Managing Director)

Sd/-
Tanu Agarwal
(Director)

CORPORATE GOVERNANCE REPORT

A) Company's Philosophy on Corporate Governance

Effective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are built to last". It is essentially a system by which Companies are directed and controlled by the management practices, compliance of laws, rules, regulations and adherence to ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility. Above all, it is a way of life, rather than merely a legal compulsion. Your Company recognizes the strong Corporate Governance is indispensable to resilient and remains committed to a corporate culture of conscience, integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business.

Your Company has a strong legacy of fair, transparent and ethical governance practices. This has further strengthened by the adoption of the Code of Conduct for its employees, including the Managing Director and adoption of Code of Conduct for its Non- Executive Directors. The Company's Corporate Governance philosophy is also strengthened through adoption of the Code of Conduct for Prevention of Insider Trading, Code of Corporate Disclosure Practices.

Your Company has complied with the guidelines on Corporate Governance stipulated in Clause 49 of the Listing Agreement executed with the Stock Exchanges, the disclosure requirements of which are given below:

B) Board of Directors and other Details

The Board of the Directors of the Company has a combination of Executive and Independent Directors with varied professional background in the field of Information Technology, Finance, Accounting and Taxation, Marketing, Administration and Strategic Management. As on date the Board has Five members on a Board.

The Board of Directors of the Company comprises of Ms. Saloni Agarwal as a Managing Director, Mr. Tushar Rane, Mr. Zubin Pardiwala and Mrs. Madhu Rajkumar Goel as Independent Non- Executive Directors and Mrs. Tanu Agarwal as Promoter Executive Director of the Company.

In compliance of Section 203 (1) of the Companies Act, 2013 Mrs. Tanu Agrawal, Promoter & Director of the Company elevated to the position of Chief Financial Officer of the Company (CFO) under KMP category w.e.f 21.07.2014.

None of the Directors on the Board are Members of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2014 have been made by the Directors.

The Company has received declarations of independence as prescribed in Clause 49.1.A (iii) of the Listing Agreement from Independent Directors. All requisite declarations have been placed before the Board.

The composition of the Board of Directors and their attendance at the meetings during the period and at the last Annual General Meeting as also number of other directorships, membership of committees are as follows: -

Name of Director	Status	No. of B.M Attended	Attendance at last AGM	No. of other Directorships	Committee Membership	
					Chairman	Member
Ms. Saloni Agrawal	M.D	4	No	3	-	3
Mrs. Tanu Girraj Agarwal	N.E.D & CFO	11	Yes	7	-	6
Mr. Tushar Rane	I.N.E.D	7	No	5	2	10
Mr. Zubin Pardiwala	I.N.E.D	7	No	3	4	4
Mr. Girraj Kishor Agarwal*	N.E.D	8	Yes	6	-	2
Mr. Praveen Vasishth*	I.N.E.D	1	No	4	4	10
Mrs. Madhu Goel@	I.N.E.D	3	No	4	4	10

M.D Managing Director

@ Appointed w.e.f 07/03/2014

I.N.E.D Independent Non- Executive Director

* resigned w.e.f 21/01/2014 and 07/03/2014 respectively

N.E.D Non Executive Director

None of the Directors was a member in more than 10 committees or a chairman in more than 5 committees across all companies in which he/she is a Director.

Five X Finance & Investment Limited

During the F.Y. 2013-14, the Board of Directors met for 11 (Eleven) times: on 29/05/2013, 06/06/2013, 05/07/2013, 23/07/2013, 12/08/2013, 27/08/2014, 14/11/2013, 24/01/2014, 07/03/2014, 20/03/2014 and 25/03/2014.

C) Code of Conduct

The Board has laid down a Code of Conduct for Board Members and Senior Management Staff of the Company. The Board Members and Senior Management Staff have affirmed compliance with the said code of conduct.

D) Audit Committee

The Audit Committee was constituted in terms of Section 177 of the Companies Act, 2013 and as per the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges.

I. Brief description of terms of reference: The terms of reference of the Audit Committee are in conformity with the provisions of Sub-clause II of Clause 49 of the Listing Agreements with the Stock Exchanges which, inter alia, include the following:-

- Oversight of the Company's financial reporting process.
- Recommending appointment and removal of external auditors and fixing of their fees.
- Reviewing with management the quarterly, half-yearly and annual financial results / statements with special emphasis on accounting policies and practices, compliances with accounting standards and other legal requirements concerning financial statements.
- Reviewing the adequacy of the Audit and compliance functioning including their policies, procedures, techniques and other regulatory requirements.
- Reviewing the adequacy of internal control systems and significant audit findings.
- Discussion with statutory and internal auditors regarding nature and scope of audit.

II. The composition and details of the meetings of the Audit Committee are as follows:

The Company has an adequately qualified Audit Committee. As on 31 March, 2014, the Committee comprised three Directors. The Audit Committee comprises of Viz - Mr. Tushar Ramchandra Rane, as an Independent & Non-Executive Director, Mrs. Madhu Rajkumar Goel, and Mrs. Tanu Agarwal. Mr. Tushar Ramchandra Rane is Chairman of Audit Committee.

During the year under consideration the constitution of Audit Committee has been changed, Mrs. Tanu Agarwal has been appointed as a member of Audit Committee in place of Mr. Girraj Kishor Agrawal w.e.f. 24.01.2014 and Mrs. Madhu Rajkumar Goel has been appointed as a member of Audit Committee in place of Mr. Praveen Vasishth w.e.f. 07/03/2014.

Members	Designation
Mr. Tushar Rane	Chairman
Mr. Zubin Pardiwala	Member
Mrs. Madhu Goel	Member

E) Shareholders' / Investors' Grievance Committee

I. Terms of reference: The Committee was constituted to specifically look into the redressal of shareholder and investor complaints like transfer of shares, non-receipt of balance sheet and non-receipt of declared dividend.

The Company has appointed M/s. Big Share Services Private Limited, as the registrar and transfer agent to handle investor grievances in coordination with the compliance officer. All grievances can be addressed to the registrar and share transfer agent. The Company monitors the work of the registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

II. The composition of the Shareholders Grievance Committee is as follows:

The Company has an adequately qualified Shareholders Grievance Committee. As on 31 March, 2014, the Committee comprised three Directors. The Committee comprises of Viz - Mr. Tushar Ramchandra Rane, as an Independent & Non-Executive Director, Mrs. Madhu Rajkumar Goel, and Mrs. Tanu Agarwal. Mr. Tushar Ramchandra Rane is Chairman of Shareholder Grievance Committee.

During the year under consideration the Shareholders' Grievance Committee has been changed Mrs. Madhu Rajkumar Goel was as the member of the Shareholders' Grievance Committee in place of Mr. Praveen Vasishth who resigned from the directorship of the Company w.e.f. 7th March, 2014 and Mrs. Tanu Agarwal was appointed as the member of the committee in place of Mr. Girraj Kishor Agrawal who resigned from the directorship of the Company w.e.f 21/01/2014.

III. Name of Compliance Officer: Mrs. Tanu Agarwal

F) Remuneration Committee

The Company has constituted a Remuneration Committee with terms of reference to evaluate compensation/commission and benefits for Directors and to frame policies and procedures for Stock Option Plans as approved by the shareholders. The Committee also acts as Nomination Committee and Compensation Committee.

I. The composition of the Remuneration Committee is as follows:

As on 31 March, 2014, the Committee comprised three Directors. The Committee comprises of Viz - Mr. Tushar Ramchandra Rane, as an Independent & Non-Executive Director, Mrs. Madhu Rajkumar Goel, and Mrs. Tanu Agarwal. Mr. Tushar Ramchandra Rane is Chairman of Remuneration Committee.

During the year under consideration the Shareholders' Grievance Committee has been changed Mrs. Madhu Rajkumar Goel was as the member of the Shareholders' Grievance Committee in place of Mr. Praveen Vasishth who resigned from the directorship of the Company w.e.f. 7th March, 2014 and Mrs. Tanu Agarwal was appointed as the member of the committee in place of Mr. Girraj Kishor Agrawal who resigned from the directorship of the Company w.e.f 21/01/2014.

II. Remuneration paid to Directors during the period ended 31st March, 2014:

Name of the Director	Salary	Commission	Sitting Fees	Contribution To Various Funds	Total
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Nil	-	-	-	-	-

III. Shareholding of the Directors in the Company as on 31st March 2014:

Name Of Director	No. of Shares held
Ms. Saloni Agarwal	-
Mrs. Tanu Giriraj Agarwal	28800
Mr. Tushar Rane	-
Mr. Zubin Pardiwala	-
Mrs. Madhu Goel	-

None of the other non-executive director holds any shares, convertible instruments or stock options in the company. As on 31st March 2014, there are no outstanding options granted to any of the Directors of the Company.

G) General Body Meetings

I. The last three Annual General Meetings were held as under:-

Year/Period Ended	Date of Meeting	Time
31st March, 2013	27/09/2013	05.00 P.M
31 st March, 2012	27/09/2012	03.30 P.M
31st March 2011	27/09/2011	01:00 P.M

II. One Extra- Ordinary General meeting of the Company was held on 16th December, 2013 and consequently adjourned on 23rd December, 2013 due to lack of quorum and members has approved unanimously the delisting of Equity Shares of the Company from Pune Stock Exchange & Ahmadabad Stock Exchange on adjourned EGM held on 23rd December, 2013.

III. No Postal Ballot was held during the year under consideration

H) Disclosures

During the period, there were no transactions materially significant with Company's promoters, directors or management or subsidiaries or their relatives that may have potential conflict with the interests of the Company at large.

Details of Non Compliance by the Company, penalties strictures imposed on the Company by Stock Exchanges or any statutory authority, on any matter related to capital markets, during the last three years - None.

I) Means of Communication

Quarterly, Half Yearly and Yearly financial results are sent to the Stock Exchanges immediately after they are approved by the Board.

J) General Information for Members

I. Annual General Meeting - - The 5th Annual General Meeting of the Company will be held on 29/09/2014 at 01.30 p.m. in Mumbai

II.

Financial Calendar	Last AGM held on 27/09/2013
First Quarter Results Declared	Third Week of August, 2013
Second Quarter Results Declared	Third Week of November, 2013
Third Quarter Results Declared	Forth Week of February, 2014
Fourth Quarter Results Declared	Last Week of May, 2014

III. Book Closure date : 22/09/2014 to 23/09/2014

IV. Dividend payment date : Not applicable

V. a) Listing of Equity Shares: Bombay Stock Exchange

b) Listing fees is duly paid to the Bombay stock exchange Limited as per listing agreement.

VI. a) BSE Scrip Code: 536751

b) Demat ISIN Numbers in NSDL & CDSL INE750L01019 for Equity Shares.

VII. Stock Market Data at BSE:

Month	High	Low	Close	No. of Shares
April 2013	-	-	-	-
May 2013	-	-	-	-
June 2013	-	-	-	-
July 2013	-	-	-	-
August 2013	-	-	-	-
September 2013	-	-	-	-
October 2013	-	-	-	-
November 2013	8.95	2.85	2.85	536545
December 2013	2.71	1.43	1.48	2289155
January 2014	1.50	1.28	1.44	631136
February 2014	1.46	1.25	1.42	307888
March 2014	1.53	0.97	1.08	479618

VIII. Distribution of Shareholding as on 31st March, 2014

Shareholders			Shareholding	
No. of Shares	Nos.	%	Holding in Rs.	%
1 - 5000	5681	65.67	11115530	5.41
5001 - 10000	1283	14.83	9961120	4.85
10001 - 20000	710	8.20	10749090	5.22
20001 - 30000	239	2.76	5988190	2.91
30001 - 40000	223	2.58	8296940	4.03
40001 - 50000	75	0.86	3514640	1.71
50001 - 100000	210	2.42	15215610	7.40
100001 - and above	230	2.65	140702880	68.45
Total	8651	100	205544000	100

IX. Shareholding pattern as on 31.03.2014

Category		No. of Shares held	% of Shareholding
A	Promoter's Holding		
1	Promoters		
	- Indian Promoters	1056094	5.14
	- Foreign Promoters	-	-
2	Persons acting in concert		
	Sub - Total	1056094	5.14
B	Non-Promoter's Holding		
3	Institutional Investors		
a)	Mutual Funds and UTI	-	-
b)	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions / Non Government Institutions)	-	-
C	FII's		
	Sub - Total	-	-
4	Others		
a)	Private Corporate Bodies	6268962	30.50
b)	Indian Public	12881443	62.67
c)	NRI's/OCB's - NRI	324469	1.58
d)	Any Other (Please specify) - Clearing Members	23432	0.11
	Sub-Total	19497879	94.86
	Grand Total	20554400	100%

X. DEMATERIALISATION OF SHARES.

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz, National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), Percentage of Shares held in physical and dematerialized form as on 31st March, 2014

Mode	No. of Shares	% Shares
Physical Form	1186191	5.77
Electronic Form with NSDL	11337048	55.16%
Electronic Form with CDSL	8031161	39.07%

XI. INVESTOR CORRESPONDENCE:

For Transfer / Dematerialisation of Shares, payment of dividend on shares, interest and redemption of debentures and any other query relating to the shares and debenture of the Company

BIGSHARE SERVICES PRIVATE LIMITED

E-2 & 3, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka,
Andheri (E), Mumbai - 400 072

For Any other query

M/s. Five X Finance & Investment Limited
305, Krishna - A, Vishal Nagar, Marve Road,
Malad (West), Mumbai- 400064
Website: www.fivexfinance.com
Email Id: fivexfinance@gmail.com

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2014.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

Overview:

The operations of the company are centered in the Finance and Share Trading. The Company deals in Shares and Securities. The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India. Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein.

During F.Y.14, the performance of the Indian economy remained weak with GDP growth below 5% levels. Domestic demand was under pressure on account of higher import costs as a result of a weaker and more volatile Indian Rupee. However, during the latter part of the year, India experienced some early signs of improvement with the twin deficit problem of Current Account Deficit (CAD) and Fiscal Deficit gradually being addressed. In F.Y.14, CAD was the lowest in the past six years and the government was beginning to constrain the fiscal deficit.

However, the second half of the year saw an increase in positive economic activity across both developed and emerging countries. In the US, better consumer sentiment due to rising housing prices and corporate profitability led to some positive signs in the second half of the year. Going forward, the US recovery is expected to gradually gain momentum as pent-up demand is unlocked and government spending increases. According to the Congressional Budget Office, real GDP of the US is projected to grow by 3.1% in 2014 and by 3.4% in 2015.

The Canadian economy experienced moderate growth in the past few years, partly due to conservative government policies which limited job growth and economic expansion. However, the economy is expected to return to normal growth levels as both domestic and export demand increases. The Parliamentary Budget Office expects economic growth of 2.10% in 2014 and 2.70% in 2015.

The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

The global macroeconomic environment remained challenging during 2013, resulting in subdued global GDP growth of 2.1%. During the year, the developed economies continued to adopt a variety of fiscal policies to boost economic recovery even as emerging markets experienced new domestic and international headwinds.

Overall, the European economy improved further during 2013 as a result of reduced government deficits. The UK economy registered its strongest growth of 1.9% since 2007, according to the Office for National Statistics. This recovery was based on stronger growth in the manufacturing sector. The emerging economies in Eastern Europe are experiencing modest economic expansion and momentum.

Overall, most global economies remained under pressure during the year and have not reached their full potential since the recent financial crisis. However, early signs of a stronger recovery were established as the demand scenario and consumer sentiment improved.

Industry Structure and Development:

Of late, especially in the past few decades, there has been tremendous growth in the Finance Industries in India and the development thereof has been remarkable. The company has been conducting and dealing in Financing Activities since inception.

Financial year 2013-14 (FY2014) was a difficult one for India's economy. Growth during 2012-13 (F.Y.2013) was 4.50%. Thereafter, the first three quarters of F.Y.2014 continued seeing low growth: 4.40% in Q1; 4.80% in Q2; and 4.70% in Q3. The Central Statistical Organization (CSO) has estimated full year growth for F.Y.2014 at 4.90%. Thus, it will be two consecutive years of sub 5% growth.

Segment-wise Performance

The Company operates in single reported segment with main business of Investments & Inter Corporate Deposit to the Corporate Sector.

Subsidiary Company

As there are no subsidiaries of the Company, Investment made in Subsidiaries is NIL.

Outlook

The continual growth in the Finance sector is expected to give the necessary support to the Finance industry. The Company is making all efforts to accelerate growth in its business. It expects to improve its position in the market by focusing on technologically advanced and more profitable products/market segments and working aggressively in the areas of productivity, efficiency and cost reductions.

A significant portion of the Company's income arises from investment and trading operation, which are largely dependent on the conditions of the stock market. The stock market activity depends largely upon the economic growth momentum and a combination of several factors like inflation, domestic savings, surging portfolio investments into India etc. The unusual developments in the global economy indicate heightened uncertainties and new challenges for the emerging market economies like India.

Risk & Concerns:

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Globalization with increasing integration of markets, newer and more complex products and transactions and an increasingly stringent regulatory framework has exposed organizations to and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the company.
- The evolution of appropriate systems and processes to measure and monitor them.
- Risk Management through appropriate mitigation strategies within the policy framework.
- Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- Reporting these risk mitigation results to the appropriate managerial levels.
- There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increase use of technology and staff turnover. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

Opportunities and Threats:

Some of the key trends of the industry that are favorable to the company to exploit these emerging opportunities are:

- Clients are more comfortable with uniform high quality and quick service and process across the enterprise.
- There are good prospects for expanding further activities in this direction.
- The company is also facing server competition from other travel companies

Some of the key changes in the industry unfavourable to the company are:

- Heightened competition
- Increasing Compliances
- Attraction and retention of human capital.
- Regulatory changes.

Internal Control Systems and their Adequacy:

Internal control systems are embedded in the processes across all functions in the Company. These systems are being regularly reviewed and wherever necessary are modified or redesigned to ensure better efficiency and effectiveness. The systems are subjected to supervision by the Board of Directors and the Audit Committee, duly supported by Corporate Governance.

Company Complies with all Applicable statutes, policies, procedures, listing requirements and management guidelines. It Adheres to applicable accounting standards and polices.

Human Resources:

- The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements.
- The Company provided excellent working environment so that the individual staff can reach his/her full potential.
- The Company is poised to take on the challenges and march towards accomplishing its mission with success.
- The Company maintained good Industrial/Business relation in market which enhanced the Creditworthiness of the Company.

Cautionary Statement:

Statement in the Management Discussion and Analysis describing the Company's objectives exceptions or predications may be forwards looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Several factors could make significant difference to the company's operation. These include climatic conditions and economic conditions affecting demand and supply, government regulations and taxation, natural calamities etc. over which the company does not have any control.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of,
Five X Finance & Investment Limited

1. We have examined the compliance of conditions of Corporate Governance by Banas Finance Limited (the 'Company'), for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.
2. The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance, as stipulated in the above mentioned Listing Agreement.
4. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No. 116627W)

SD/-
Pravin Chandak
Partner
Membership No. 49391

Place: Mumbai
Date: 29/05/2014

CEO / CFO CERTIFICATION

To,
The Board of Directors,
Five X Finance & Investment Limited
We hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2014 and that to the best of our knowledge and belief;
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
 - a) Significant changes in internal control over financial reporting during the year.
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Five X Finance & Investment Limited

Place: Mumbai
Date: 28/08/2014

Sd/-
Tanu Agarwal
(Director/CFO)

COMPLIANCE CERTIFICATE

To
The Members of
Five X Finance & Investment Limited

It is hereby certified and examined that as provided in Clause 49 I (D) of the listing agreement with the stock exchanges, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2014.

Registered Office:
305, Krishna- A, Vishal Nagar,
Marve Road, Malad (West),
Mumbai- 400064

Date: 28/08/2014

For Five X Finance & Investment Limited

Sd/-
Tanu Agarwal
(Chairman / CFO)

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
Five X Finance & Investment Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Five X Finance & Investment Limited ("The Company") which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year ended 2014, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March, 2014.
- (b) In the case of the Profit and Loss Account, of the loss for the year ended March, 2014.
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended March, 2014.

Emphasis of Matter

The company has applied for Certification of Registration to carry on NBFC business to RBI in current Financial Year to regularize its NBFC Business which is being carried on. However, the Certification of Registration is not received till reporting date. The Auditors have directly informed to Reserve Bank of India in compliance of Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 about this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that :
- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, comply with the Accounting Standards referred to in sub-section (3C) of section 211 of Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No. 116627W)

SD/-
Pravin Chandak
Partner
Membership No. 49391

Place: Mumbai
Date: 29/05/2014

ANNEXURE TO THE AUDITOR'S REPORT ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Referred to in point 1 of "Report on Other Legal and Regulatory Requirements" of our Report of even date to the members of Five X Finance & Investment Limited on the financial statements for the year ended 31st March, 2014)

1. In respect of its fixed assets:
 - a. The Company has maintained records showing particulars including quantitative details of fixed assets in fixed assets registered. However, fixed asset register is in process of reconciliation.
 - b. As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c. In our opinion, the Company has not disposed of any part of fixed assets during the year and the going concern status of the Company is not affected.
2. As informed to us, the inventories held in dematerialized form, have been verified by the management with supportive evidence during the year. In our opinion the frequency of verification is reasonable. In our opinion, the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. On the basis of our examination of the records of inventory, we are of the opinion that Company is maintaining proper records of inventory. We are informed that no discrepancies were noticed on physical verification.
3. (a) The Company has granted unsecured loans to 4 parties covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding at any time during the year was Rs. 62.35 Lakhs and the yearend balance is Rs. NIL.
 - (b) In our opinion and according to the information and explanations given to us, the terms and conditions of the loans given by the Company are not prima facie prejudicial to the interest of the Company.
 - (c) No stipulations have been made for the recovery of the loans hence clause 4 (iii) (c) is not applicable to the company.
 - (d) No stipulations have been made for recovery of the loans given by the company hence clause 4(iii) (d) is not applicable to the company.
 - (e) The Company has taken interest free unsecured loans from 3 parties covered in the register maintained under Section 301 of the Companies Act 1956, the maximum amount outstanding at any time during the year was Rs. 1.02 Crores and the yearend balance is Rs. NIL.
 - (f) In our opinion and according to the information and explanations given to us, the terms and conditions of the loans taken by the Company are not prima facie prejudicial to the interest of the Company.
 - (g) No stipulations have been made for the repayment of the loans hence clause 4(iii) (g) is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of goods. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control.
5. According to the information and explanations given to us, we are of the opinion that the company has not entered into any contracts or arrangements referred to in section 301 of the Companies Act, 1956.
6. No deposits, within the meaning of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and rules framed there under have been accepted by the Company.
7. The Company does not have adequate internal audit system commensurate with size of the Company and nature of its business.
8. According to the information and explanation given to us the maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for any of the activities of the company.

9. (a) The Company is regular in depositing undisputed statutory dues including Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other material statutory dues applicable to the company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
10. The Company has been registered for less than five years as at 31st March 2014, so clause 4 (x) is not applicable to the Company.
11. According to the records made available to us and information and explanations given to us by the management, the company has not taken any financial assistance from any financial institutions or banks. Accordingly Clause 4(xi) of Companies (Auditor's Report) Order, 2003 is not applicable.
12. According to the information given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the company is not a chit fund or a Nidhi/ Mutual benefit fund/ Society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
14. The Company has maintained proper records of the transactions and contracts for dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, securities, debentures and other investment have been held by the company, in its own name except to the extent of the exemption granted under section 49 of the Companies Act, 1956.
15. In our Opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions during the year.
16. As per the information and records furnished to us, the Company has not accepted any term loans. Accordingly Clause 4(xvi) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, the funds raised on short-term basis have, prima facie, not been used for long-term investment.
18. According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
19. During the financial year, company had not issued any debenture. Accordingly Clause 4(xviii) of Companies (Auditor's Report) Order, 2003 is not applicable.
20. The Company has not raised any money by way of public issue during the year. Accordingly Clause 4(xx) of Companies (Auditor's Report) Order, 2003 is not applicable.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No. 116627W)

SD/-
Pravin Chandak
Partner
Membership No. 49391

Place: Mumbai
Date: 29/05/2014

FIVE X FINANCE & INVESTMENT LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014

(Amount in Indian Rupees)

	NOTES	31ST MARCH, 2014	31ST MARCH, 2013
<u>EQUITY & LIABILITIES</u>			
<u>SHAREHOLDERS' FUNDS</u>			
Share Capital	2	205,544,000	205,544,000
Reserves and Surplus	3	21,286,670	26,059,369
<u>Non Current Liabilities</u>			
Deferred Tax Liability		43,206	-
<u>CURRENT LIABILITIES</u>			
Short Term Borrowings	4	7,272,263	-
Trade Payables	5	63,428	153,090
Short Term Provisions	6	1,685	230,356
	TOTAL	234,211,252	231,986,815
<u>ASSETS</u>			
<u>NON CURRENT ASSETS</u>			
Fixed Assets			
Tangible Assets	7	150,810	220,338
Non Current Investments	8	30,049,722	-
Deferred Tax Assets		-	3,090,161
<u>CURRENT ASSETS</u>			
Inventories	9	110,055,408	81,291,417
Cash and Cash Equivalents	10	1,432,432	160,110
Short Term Loans and Advances	11	92,522,881	147,224,789
	TOTAL	234,211,252	231,986,815
Notes Forming Part of Financial Statements	1-28		

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No.116627W)

For and on behalf of the Board of Directors
of Five X Finance & Investment Limited

Sd/-
Pravin Chandak
Partner
Membership No. 049391

Sd/-
Saloni Agrawal
(Managing Director)

Sd/-
Tanu Agarawal

Place: Mumbai
Date:29-05-2014

Sd/-
Prajna Naik
(Company Secretary)

FIVE X FINANCE & INVESTMENT LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in Indian Rupees)

PARTICULARS	NOTES	31ST MARCH, 2014	31ST MARCH, 2013
INCOME			
Revenue from operations	12	48,597,079	133,903,174
Other Operating Income	13	9,263,663	6,015,613
Total Income (I)		57,860,742	139,918,787
EXPENSES			
Purchase of traded goods		86,269,884	40,003,232
(Increase)/Decrease in inventories of traded goods		(28,763,991)	95,362,456
Employee Benefits expense	14	867,345	2,462,595
Depreciation	7	69,528	69,532
Finance charges	15	14,497	1,685
Other expenses	16	1,042,811	1,302,153
Total Expenses (II)		59,500,074	139,201,653
Profit for the year before Tax	(I - II)	(1,639,332)	717,135
Tax Expenses :			
Current Tax		-	230,356
Tax of earlier years		-	(66,653)
Deferred Tax		3,133,367	59,602
Profit/(Loss) for the period		(4,772,699)	493,830
Earning per equity share:			
Basic		(0.232)	0.024
Diluted		(0.232)	0.024
Notes Forming Part of Financial Statements	1-28		

For Pravin Chandak & Associates
Chartered Accountants
(Firm Registration No.116627W)

For and on behalf of the Board of Directors
of Five X Finance & Investment Limited

Sd/-
Pravin Chandak
Partner
Membership No. 049391

Sd/-
Saloni Agrawal
(Managing Director)

Sd/-
Tanu Agarawal

Place: Mumbai
Date:29-05-2014

Sd/-
Prajna Naik
(Company Secretary)

FIVE X FINANCE & INVESTMENT LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in Indian Rupees)

Particulars	Year Ended 31st March, 2014		Year Ended 31st March, 2013	
Cash Flow from Operating Activities				
Profit Before Tax and Extraordinary items		(1,639,332)		717,134
Adjustments for:				
Preliminary Expenses Writtent off	-		716,382	
Depreciation	69,528	69,528	69,532	785,914
Operating Profit before Working Capital Changes		(1,569,804)		1,503,048
Adjustments for:				
(Increase)/Decrease in Inventories	(28,763,991)		95,362,456	
(Increase)/Decrease in Sundry Debtors	-		2,700,000	
(Increase)/Decrease in Other Receivable	54,701,908		(100,299,620)	
Increase/(Decrease) in Current Liabilities & Provision	6,953,930	32,891,847	145,270	(2,091,894)
Cash Generated From Operations		31,322,043		(588,847)
Less: Income Tax Paid		-		295,698
Cash Inflow Before Prior Period Adjustments		31,322,043		(884,545)
Less : Prior Period Adjustment		-		-
Net Cash from / (Used in) Operating Activities A		31,322,043		(884,545)
Cash Flow from Investing Activities		(30,049,722)		-
Net Cash from / (Used in) Investing Activities B		(30,049,722)		-
Cash Flow from Financing Activities C		-		-
Net Increase/ Decrease in Cash and Cash Equivalents (A+B+C)		1,272,322		(884,545)
Cash and Cash Equivalents - Opening Balance		160,110		1,044,655
Cash and Cash Equivalents - Closing Balance		1,432,432		160,110

For Pravin Chandak & Associates

Chartered Accountants

(Firm Registration No.116627W)

Sd/-

Pravin Chandak

Partner

Membership No. 049391

Place: Mumbai

Date:29-05-2014

For and on behalf of the Board of Directors

of Five X Finance & Investment Limited

Sd/-

Saloni Agrawal

(Managing Director)

Sd/-

Prajna Naik

(Company Secretary)

Sd/-

Tanu Agarawal

FIVE X FINANCE & INVESTMENT LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2014

(Amount in Indian Rupees)

PARTICULARS	31ST MARCH, 2014	31ST MARCH, 2013		
2 Share Capital				
<u>Authorised</u>				
2,10,00,000 Equity Shares of Rs. 10 each (Previous year 2,10,00,000 Equity Shares of Rs. 10 Each)	210,000,000	210,000,000		
Total Authorised Share Capital	<u>210,000,000</u>	<u>210,000,000</u>		
<u>Issued, Subscribed and Paid up</u>				
2,05,54,400 Equity Shares of Rs. 10 each (Previous year 2,05,54,400 Equity Shares of Rs. 10 Each)	205,544,000	205,544,000		
Total Issued, Subscribed And Fully Paid Up Share Capital	<u>205,544,000</u>	<u>205,544,000</u>		
a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period				
Equity shares	31st March, 2013		31st March, 2012	
	Numbers	Rs.	Numbers	Rs.
At the beginning of the period	20,554,400	205,544,000	20,554,400	205,544,000
Issued during the period	-	-	-	-
Bought back during the period	-	-	-	-
Outstanding at the end of the period	20,554,400	205,544,000	20,554,400	205,544,000
b. Terms/rights attached to equity shares				
<p>The Company has only one class of Equity Shares having par value of Rs. 10. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.</p> <p>In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.</p>				
c. Details of shareholders holding more than 5% shares				
Equity shares of Rs. 10 each fully paid	31st March, 2014		31st March, 2013	
	Numbers	% holding in the	Numbers	% holding in the
IQMS Software Limited	2,786,057	13.55	2,981,057	14.50
Isairis Trading Private Limited	1,325,925	6.45	-	-
Total	4,111,982	20.01	2,981,057	14.50

FIVE X FINANCE & INVESTMENT LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2014

(Amount in Indian Rupees)

PARTICULARS	31ST MARCH, 2014	31ST MARCH, 2013
3 <u>Reserve & Surplus</u>		
Securities Premium reserve		
Balance as per last financial statements	25,091,995	25,091,995
Add: New Equity shares issued during the year at premium	-	-
Closing balance	<u>25,091,995</u>	<u>25,091,995</u>
Statutory Reserves		
Balance as per last financial statements	500,000	500,000
Add: Transferred from statement of Profit and Loss	-	-
Closing balance	<u>500,000</u>	<u>500,000</u>
Surplus/(Deficit) in the Statement of Profit and Loss		
Balance as per last financial statements	467,374	(26,455)
Profit/ (loss) for the year	(4,772,699)	493,829
Less: Appropriations	-	-
Closing balance	<u>(4,305,325)</u>	<u>467,374</u>
Total Reserves and Surplus	<u>21,286,670</u>	<u>26,059,369</u>
4 <u>Short Term Borrowings</u>		
Short Term Borrowings	7,272,263	-
	<u>7,272,263</u>	<u>-</u>
5 <u>Trade Payables</u>		
Trade payables	63,428	153,090
Total Trade Payables	<u>63,428</u>	<u>153,090</u>
6 <u>Short Term Provisions</u>		
Provision for Income Tax	-	230,356
TDS payable	1,685	-
Total Of Short Term Provisions	<u>1,685</u>	<u>230,356</u>
8 <u>Non Current Investments</u>		
Non Trade Investment (Quoted)		
In Equity Shares		
3,27,714 equity shares of Rs. 10 each fully paid up in Confidence Finance & Trading Limited	30,049,722	-
Total Non Current Investments	<u>30,049,722</u>	<u>-</u>
Market Value of Quoted Investment	1,707,390	-

FIVE X FINANCE & INVESTMENT LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2014

(Amount in Indian Rupees)

PARTICULARS	31ST MARCH, 2014	31ST MARCH, 2013
9 <u>Inventories</u>		
(As certified by management)		
Stock-in-trade	110,055,408	81,291,417
Total Inventories	110,055,408	81,291,417
10 <u>Cash and Cash Equivalents</u>		
Cash in Hand	180,894	16,395
Balance with Banks	1,251,538	143,715
Total Cash And Cash Equivalents	1,432,432	160,110
11 <u>Short Term Loans and Advances</u>		
Loan and advances unsecured considered good		
Loans and advances to related parties	-	-
Loans and advances to others	91,799,564	146,873,017
Balance with statutory/government authorities	723,317	351,772
Total Short Term Loans And Advances	92,522,881	147,224,789

FIVE X FINANCE & INVESTMENT LIMITED

NOTE 7: FIXED ASSETS

(Amount in Indian Rupees)

ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	AS ON	ADD/(DED.)	AS ON	UPTO	ADD./ (DED.)	UPTO	AS ON	AS ON	
	01.04.2013	DURING THE YEAR	31.03.2014	31.03.2013	DURING THE YEAR	31.03.2014	31.03.2014	31.03.2013	
<u>Tangible Assets</u>									
Computer	428,932	-	428,932	208,594	69,528	-	278,122	150,810	220,338
TOTAL Rs.	428,932	-	428,932	208,594	69,528	-	278,122	150,810	220,338
Previous Year	428,932	-	428,932	139,062	69,532	-	208,594	220,338	289,870

FIVE X FINANCE & INVESTMENT LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2014

(Amount in Indian Rupees)

PARTICULARS	31ST MARCH, 2014	31ST MARCH, 2013
12 Revenue From Operations		
Sales	48,597,079	133,903,174
Total Revenue from Operations	48,597,079	133,903,174
13 Other Income		
Interest	9,263,663	6,015,613
Total Other Income	9,263,663	6,015,613
14 Employee Benefits Expense		
Salary	852,198	2,450,375
Staff Welfare	15,147	12,220
Total Employee Benefits Expense	867,345	2,462,595
15 Finance costs		
Bank Charges	14,497	1,685
Total Auditors Remuneration	14,497	1,685
16 Other Expenses		
Advertising	37,499	15,599
Auditors Remuneration		
As Audit Fees	28,090	28,090
Computer	34,783	17,490
Conveyance	8,846	9,438
Electricity	7,733	10,411
Listing Fees	279,271	70,769
Office Expenses	9,587	11,716
Office Rent	120,000	120,000
Postage & Courier	12,175	14,780
Preliminary Expenses	-	716,382
Printing & Stationery	12,951	5,684
Professional	120,026	139,134
ROC Charges	4,000	3,500
Service Tax	37,179	2,952
Share Transfer	106,180	118,482
Telephone	16,889	17,726
Transaction Charges	207,203	-
Interest on TDS	400	-
Total Other Expenses	1,042,811	1,302,153

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

17. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of financial statements

The financial statements are prepared in accordance with Generally Accepted Accounting Principles ("GAAP") in India under the historical cost convention, on accrual basis. GAAP comprises mandatory Accounting Standards issued by the Companies (Accounting Standards) Amendment Rules, 2008 and the relevant provisions of the Companies Act, 1956. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

b) Use of Estimates

The Preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to the accounting estimates is recognized prospectively.

c) Revenue recognition

1. Income from Operation is recognised upon transfer of significant risks and rewards of ownership to the buyer.
2. Other Income is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
3. Dividend is recognised when the shareholders' right to receive payment is established at the balance sheet date.

d) Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress includes expenditure incurred till the assets are put into intended use.

e) Depreciation

Depreciation is provided using the Straight Line Method at the rates and in the manner as prescribed under schedule XIV of the Companies Act, 1956. In case of Software, the same is amortized over a period of five years.

f) Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet dates and if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to extent of the carrying value of the asset that would have been determined (net of amortization / depreciation), had no impairment loss been recognized.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

g) Investments

Investments that are readily realizable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost or fair value determined on individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary decline in the value of the investments.

h) Taxation

Tax expense comprises of current income tax and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each balance sheet date, the Company re-assesses unrecognised deferred tax assets. It recognizes unrecognised deferred tax assets to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. Minimum Alternative Tax (MAT) credit is recognised as an asset and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

i) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

j) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Possible future obligations or present obligations that may but will probably not require outflow of resources or where the same cannot be reliably estimated, is disclosed as contingent liabilities in the notes to accounts of financial statements.

Contingent Assets are neither recognized nor disclosed in the financial statements.

k) Cash Flow Statement

Cash flow statement has been prepared under the 'Indirect Method'. Cash and cash equivalents, in the cash flow statement comprise unencumbered cash and bank balances.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

18. Employee benefits

Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Accounting Standard-15 issued by ICAI and the amount has not been quantified because actuarial valuation report is not available. However, in the opinion of the management the amount involved is negligible and has no material impact on the Profit & Loss Account.

19. Contingent Liability:

	<u>2013-2014</u> <u>Amount in Rs.</u>	<u>2012-2013</u> <u>Amount in Rs.</u>
Contingent Liabilities not provided for	NIL	NIL
Others	NIL	NIL

20. Earnings Per Share:

Earnings per Share, as required by the Accounting Standard 20- "Earning per Share" issued by the Institute of Chartered Accountants of India, is given below:

Particulars	<u>2013-14</u> Amount in Rs.	<u>2012-13</u> Amount in Rs.
Net profit for the period attributable to Equity Shareholders (Rs.)	(47,72,699)	4,93,830
Weighted Average No of Equity shares outstanding for Basic Earnings per share	2,05,54,400	2,05,54,400
Weighted Average No. of Equity shares outstanding for Diluted earnings per share	2,05,54,400	2,05,54,400
Basic Earning Per Shares (face value of Rs. 10/-each) (Rs)	(0.232)	0.024
Diluted earnings` per share (face valued of Rs.10/-each) (Rs.)	(0.232)	0.024

21. Related Party Transaction:

List of Related Parties:-

a) Key Management personnel :-

- i) Giriraj Kishor Agrawal
- ii) Tanu Agrawal

b) Related parties over which Key Management personnel have significant influence :-

- i) Axon Finance Limited (Formerly Axon Finance Ltd)
- ii) Banas Finance Limited
- iii) Five X Finance Investment Limited
- iv) Handful Investrade Private Limited
- v) Kayaguru Health Solutions Limited
- vi) Kayaguru Capital Market Pvt Ltd
- vii) Rockon Capital Market Pvt Ltd
- viii) Rockon Fintech Limited
- ix) Shree Nath Commercial & Finance Limited
- x) Tilak Finance Limited (Formerly Out of City Travel Solutions Ltd)
- xi) Girraj Kishore Agrawal HUF
- xii) Saloni Agrawal

c) Transaction with Related Parties:-

List of Related Party	Nature of Transaction	<u>2013-14</u>	<u>2012-13</u>
		Amount in Rs.	Amount in Rs.
Giriraj Kishore Agarwal	Other Expenses paid on behalf of Company	5,033	3,000
	Balance at year end	5,033	3,000
Banas Finance Limited	Loan Taken	NIL	NIL
	Loan Repaid	NIL	NIL
	Loan Given	52,50,000	1,29,00,000
	Loan Recovered	52,50,000	1,29,00,000
	Balance at year end	NIL	NIL
Handful Investrade Private Limited	Loan Taken	NIL	30,00,000
	Loan Repaid	NIL	30,00,000
	Loan Given	56,35,000	NIL
	Loan Recovered	56,35,000	NIL
	Balance at year end	NIL	NIL
Kayaguru Health Solutions Limited	Balance at beginning of the year	NIL	50,000
	Loan Given	29,00,000	NIL
	Loan Recovered	29,00,000	50,000
	Balance at year end	NIL	NIL
Rockon Fintech Limited	Loan Taken	56,00,000	52,00,000
	Loan Repaid	56,00,000	52,00,000
	Loan Given	NIL	NIL
	Loan Recovered	NIL	NIL
	Balance at year end	NIL	NIL

Five X Finance & Investment Limited

Shree Nath Commercial & Finance Limited	Loan Taken	79,90,000	NIL
	Loan Repaid	79,90,000	NIL
	Balance at year end	NIL	NIL
Tilak Finance Limited (Formerly Out of City Travel Solutions Ltd)	Loan Taken	99,00,000	1,62,53,000
	Loan Repaid	99,00,000	1,62,53,000
	Balance at year end	NIL	NIL

22. Major components of deferred tax liabilities:

	<u>2013-2014</u> Amount in Rs.	<u>2012-2013</u> Amount in Rs.
Deferred Tax Liability on Account of Carry Forward Losses	NIL	31,49,763
Deferred Tax Asset on Account of Depreciation	NIL	59,602
Deferred Tax Asset on Account of Carry Forward Losses	30,90,161	NIL
Deferred Tax Liability on Account of Depreciation	43,206	NIL
Deferred Tax Assets / (Liabilities)	31,33,367	30,90,161

23. Income in Foreign Currency NIL
24. Expenditure in Foreign Currency NIL
25. As per information available with the Company, none of the creditors has confirmed that they are registered under the Micro, Small and Medium enterprises Development Act, 2006.
26. Trade Receivable, Trade Payable, Short Term Borrowings and Short Term Loans and Advances balances are subject to confirmation and reconciliation.
27. Segment Information: The Company is engaged in single segment and there are no separate reportable segments as defined in AS-17.
28. Previous year's figures have been regrouped, rearranged and reclassified wherever necessary to conform to the current's classification/ presentation.

AS PER OUR REPORT OF EVEN DATE
For Pravin Chandak & Associates
(Chartered Accountants)
(Firm Registration No. 116627W)

FOR AND ON BEHALF OF THE BOARD
of Five X Finance & Investment Limited

Sd/-
Pravin Chandak
(Partner)
M. No. 049391

Sd/-
Saloni Agrawal
(Managing Director)

Sd/-
Tanu Agarwal
(Director)

Place: Mumbai
Date: 29/05/2014

Sd/-
Prajna Naik
(Company Secretary)

FIVE X FINANCE & INVESTMENT LIMITED

Registered office: 305, Krishna- A, Vishal Nagar, Marve Road, Malad (West), Mumbai- 400064

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014]

CIN: L65910MH2010PLC201249

Name of the Company: FIVE X FINANCE & INVESTMENT LIMITED

Registered Office: 305, KRISHNA- A, VISHAL NAGAR, MARVE ROAD, MALAD (WEST), MUMBAI- 400064

Name of the member (s):	
Registered Address:	
Email Id:	
Folio No/Client Id:	
DP ID:	

I/We, being the Member (s) of _____ shares of the above named company, here by appoint

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____,

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting of the company, to be held on the 29th day of September, 2014, At 01.30 p.m. at E/109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai - 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	Optional*	
		For	Against
ORDINARY BUSINESS			
1	Adoption of financial statements for the year ended 31st March, 2014 and the Directors' and Auditors' Reports thereon.		
2	To re-appoint Mrs. Tanu Agarwal (DIN: 00290966), who retires by rotation and, being eligible, offers herself for re-appointment.		
3	Appointment of M/s. Pravin Chandak & Associates, Chartered Accountants, as Statutory auditors and Fixing their remuneration.		
SPECIAL BUSINESS			
4	To regularize the appointment of Mrs. Madhu Rajkumar Goel		
5	To increase the borrowing powers of the Board of Directors under section 180(1)(c) of the Companies Act, 2013		
6	Creation of security under section 180 (1) (a) of the Companies Act, 2013		

Signed this ____ day of _____, 20____

Signature of shareholder: _____

Signature of proxy holder(s): _____

Affix
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) in above box before submission

Five X Finance & Investment Limited

FIVE X FINANCE & INVESTMENT LIMITED

CIN: L65910MH2010PLC201249

Registered Office: 305, Krishna- A, Vishal Nagar,
Marve Road, Malad (West), Mumbai- 400064

FORM MGT 14

BALLOT PAPER

In lieu of E- Voting

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]

Name of the Company:	FIVE X FINANCE & INVESTMENT LIMITED
Registered Office :	305, Krishna- A, Vishal Nagar, Marve Road, Malad (West), Mumbai- 400064

Ballot Paper				
Sr. No.	Particulars	Details		
1	Name of the First Named Shareholder (In block letters)			
2	Postal Address			
3	Registered Folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4	Class of Share			
I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in following manner:				
Sr. No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	Adoption of financial statements for the year ended 31 st March, 2014 and the Directors' and Auditors' Reports thereon.			
2	Re-appointment of Mrs. Tanu Agarwal, Director, who retires by rotation.			
3	Appointment of M/s. Pravin Chandak & Associates, Chartered Accountants, as Statutory auditors and Fixing their remuneration.			
4	Regularization the appointment of Mrs. Madhu Rajkumar Goel.			
5	To increase Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013.			
6	Creation of Security under Section 180(1)(a) of the Companies Act, 2013			
Place: Date:				
(Signature of Shareholder)				

BOOK POST

If undelivered please return to:

REGISTERED OFFICE

M/s Five X Finance & Investment Ltd
305, Krishna- A, Vishal Nagar,
Marve Road, Malad (west),
Mumbai -400064
Web site: www.fivexfinance.com
Email Id: fivexfinance@gmail.com

FORM A

Format of the Covering Letter of the Annual Report to be filed with the Stock Exchange

1	Name of the Company	Five X Finance & Investment Limited
2	Annual Financial Statements for the year ended	31 st March, 2014
3	Type of Audit Observation	Unqualified
4	Frequency of Observation	Not Applicable
5	To be signed by- <ul style="list-style-type: none"> • Saloni Girraj Kishor Agrawal (Managing Director) • Pravin Chandak & Associates Pravin Chandak (Auditor of the Company) • Tushar Rane (Chairman of Audit Committee) 	     