

2012-
2013

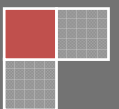
Five X Finance & Investment Limited

4th Annual Report

Regd Off:- E/109, Crystal Plaza, New Link Road, Andheri
(West), Mumbai 400 053.

Web site: www.fivexfinance.com

Email Id: fivexfinance@gmail.com



FIVE X FINANCE & INVESTMENT LTD

Registered Office: - E/109, Crystal Plaza, New Link Road, Andheri (West) Mumbai - 400 053.

4th ANNUAL REPORT

BOARD OF DIRECTORS

Ms. Saloni Girraj Kishor Agrawal	-	Managing Director
Mr. Girraj Kishor Agrawal	-	Director
Mrs. Tanu Girraj Agarwal	-	Director
Mr. Praveen Vasishth	-	Director
Mr. Tushar Rane	-	Director
Mr. Zubin Pardiwala	-	Director

COMPANY SECRETARY

Ms. Prajna Naik

BANKERS:

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

AUDITORS:

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

REGISTAR & TRANSFER AGENT

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

REGISTERED OFFICE

E/109, Crystal Plaza, New Link Road,
Andheri (West), Mumbai: 400 053.
Web site: www.fivexfinance.com
Email Id: fivexfinance@gmail.com

NOTICE

Notice is hereby given that the 4th Annual General Meeting of the Company will be held on Friday 27th September, 2013 at the registered office of the Company situated at E/109, Crystal Plaza, New Link Road, Andheri (West) Mumbai 400 053 at 5.00 p.m to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013 and the Report of Directors and Auditor.
2. To Re-appoint Mr. Tushar Ramchandra Rane as Director of the company, who retires by rotation and, being eligible, offers him selves for reappointment.
3. To Re-appoint Statutory Auditors and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**Resolved that** Mr. Zubin Jasi Pardiwala, who was appointed as an Additional Director on 29/05/2013 pursuant to Section 260 of the Companies Act, 1956, 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 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

REGISTERED OFFICE

E/109, Crystal Plaza,
New Link Road, Andheri (West)
Mumbai: 400 053.
Place: Mumbai
Date: 27th August, 2013

FOR AND ON BEHALF OF THE BOARD

Sd/-
Girraj Kishor Agrawal
(Director)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Register of Members and the Transfer Book of the Company will remain closed from 26/09/2013 to 27/09/2013 (both days inclusive).
3. 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 Bigshare Services Private Limited, E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri(E), Mumbai - 400 072.
4. Members/Proxies should bring attendance slip duly filled in for attending the meeting. Members are also requested to bring their copies of Annual Report.

5. Printed copies of the Balance Sheet, Profit and Loss Account, Director's Report, the Auditor's Report and every other documents required by the law to be annexed or attached to the Balance Sheet for the period ended 31st March, 2013 are enclosed herewith.
6. Members seeking any information with regard to accounts are requested to write to the company at least one week in advance so as to enable the management to keep the information ready.
7. Proxies in order to be effective must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES, 1956.

Item Nos. 4

Mr. Zubin Jasi Pardiwala, have been appointed as Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 read with Articles of Association of the Company with effect from 29/05/2013. The terms of the directors expire at the ensuing Annual General Meeting of the Company. The Company has received notice from the member proposing to appoint Mr. Zubin Jasi Pardiwala as Director of the Company.

None of the Directors of the Company are interested in the resolution, except Mr. Zubin Jasi Pardiwala to the extent of his appointment as Director of the Company.

REGISTERED OFFICE

**E/109, Crystal Plaza,
New Link Road, Andheri (West)
Mumbai: 400 053.
Place: Mumbai
Date: 27th August, 2013**

FOR AND ON BEHALF OF THE BOARD

**Sd/-
Girraj Kishor Agrawal
(Director)**

Details of the Directors seeking Appointment / Re-appointment at the forth coming Annual General Meeting.
(In pursuance of Clause 49 (VI) (A) of the Listing agreement)

Director seeking Re- appointment

Name of the Director.	Mr. Tushar Rane
Date of Birth	01/05/1980
Date of Appointment.	19/06/2012
Expertise in any specific functional Area.	Administration
Qualification	B.A
Directorships held in other companies. (Excluding foreign- Companies.)	1. Axon Infotech Limited 2. Banas Finance Limited 3. GCV Services Limited 4. Out Of City Travel Solutions Ltd 5. Rockon Fintech Limited.
Committee position held in other Companies.	1. Member of Audit, Shareholders Grievance and Remuneration Committee of Axon Infotech Limited. 2. Member of Audit, Shareholders Grievance and Remuneration Committee of Banas Finance Limited. 3. Member of Audit, Shareholders Grievance and Remuneration Committee of Out of City Travel Solutions Ltd. 4. Member of Audit, Shareholders Grievance and Remuneration Committee of Rockon Fintech Limited.

Director seeking Appointment

Name of the Director.	Mr. Zubin Jasi Pardiwala
Date of Birth	24/02/1974
Date of Appointment.	29/05/2013
Expertise in any specific functional Area.	Administration and Software
Qualification	B.Com, GNIT
Directorships held in other companies. (Excluding foreign- Companies.)	1. Axon Infotech Limited 2. Reqpar Technologies Private Limited 3. Shree Nath Commercial & Finance Ltd
Committee position held in other Companies.	1. Member of Audit, Shareholders Grievance and Remuneration Committee of Axon Infotech Limited. 2. Member of Audit, Shareholders Grievance and Remuneration Committee of Shree Nath Commercial & Finance Ltd.

DIRECTOR'S REPORT

To,
The Members,

Your Directors have pleasure in presenting the 4th Annual Report together with the Audited Accounts of the Company for the period ended on 31st March, 2013.

Financial Results

(Amt. In Lacs)

Particulars	Year Ended 31/03/2013	Year Ended 31/03/2012
Income	1399.19	1151.04
Profit before Dep. & Int.	7.87	5.00
Depreciation	0.70	0.70
Interest	0.00	0.00
Profit after Depreciation & Interest	7.17	4.29
Provision for Taxation	1.64	1.22
Provison for Tax (deferred)	0.60	0.10
Profit after Tax	4.94	2.97
Net profit/ (Loss)	4.94	2.97
Amount Available for Appropriation	4.94	2.97
Balance carried to Balance Sheet	4.94	2.97

FINANCIAL HIGHLIGHTS

During the year under consideration Company's total sales including other income is Rs 1399.19 Lacs as compared to Rs.1151.04 Lacs in the previous year and thereby registering an increase of 21.56% as compared to the previous year. The Net Profit after tax is Rs.4.94 Lacs against Rs.2.97 Lacs in the previous year, registering an increase of 33.33% as compared to the previous year.

DIVIDEND

Your Directors decided to plough back the profit and therefore dividend is not declared.

BOARD OF DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company Mr. Tushar Rane retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Zubin Jasi Pardiwala was appointed as the additional Director on 29/05/2013. He is being regularized in this Annual General Meeting.

There has been no other change in composition of Board during the year under consideration.

DEPOSITS

Your company has not accepted any deposits within the meaning of Sec. 58A of The Companies Act, 1956.

AUDITORS OBSERVATIONS

The observations of Auditors are explained where necessary in the appropriate notes to the accounts in this report.

AUDITORS

M/s. Pravin Chandak & Associates, Chartered Accountants, statutory auditors of the Company retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-appointment. The Company has received a certificates from them under Section 224(1-B) & 226(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

None of the Employees of the Company qualifies for remuneration under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and hence no particulars are given.

STATUTORY INFORMATION

The particulars required under section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 relating to conservation of energy, technology absorption are not applicable to the Company and foreign exchange earnings and out go are NIL.

RESEARCH & DEVELOPMENT

No specific research and development were carried out during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed:-

- a) That in the preparation of the accounts for the financial year ended 31st March 2013 the applicable accounting standards have been followed, along with proper explanation relating to all material departures.
- b) That they have, in the selection of the accounting policies, consulted the statutory auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that period.
- c) They have taken 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, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the accounts for the financial year ended 31st March, 2013 on a going concern basis.

FOREIGN EXCHANGE EARNINGS / OUTFLOW

During the year under review there has been no Foreign exchange Inflow & Outflow.

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.

LISTING OF SHARES

Equity shares of your Company are listed on Pune and Ahmedabad Stock Exchange and the Company has paid the necessary Listing fees to Pune Stock Exchange for the year 2013 - 2014.

Your Company has also applied for listing on Bombay Stock Exchange under Direct Listing. The Application is under process with the BSE.

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 dematerialised form with their respective depository participants and in respect of shares held in physical form with Registrar and Transfer Agent of the Company.

ACKNOWLEDGEMENTS

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.

REGISTERED OFFICE

E/109, Crystal Plaza,
New Link Road, Andheri (West)
Mumbai: 400 053.
Place: - Mumbai
Date: 27th August, 2013

FOR AND ON BEHALF OF THE BOARD

Sd/-
Saloni Agrawal
(Managing Director)

Sd/-
Girraj Agrawal
(Director)

CORPORATE GOVERNANCE REPORT

A) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes in transparent dealings and integrity and compliance of rules and regulations. The Company firmly believes that good corporate governance is pre-requisite to meet the stakeholders' requirements and needs. The mandatory requirements of the code of Corporate Governance as per clause 49 of the listing agreement have been implemented by your Company.

B) BOARD OF DIRECTORS

The Board of Directors comprises of Ms. Saloni Agrawal as Managing Director of Company and Mr. Girraj Kishor Agrawal, Mrs. Tanu Girraj Agarwal as Promoter Non Executive Directors, and Mr. Praveen Vasishth, Tushar Rane and Zubin Pardiwala as Independent Non Executive Directors.

a) 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 Board Meetings Attended	Attendance at last AGM	No. of other Directorships	Committee Membership	
					Chairman	Member
Ms. Saloni Agrawal	M.D	3	No	3	-	2
Mr. Girraj Kishor Agarwal	N.E.D	7	Yes	8	-	2
Mrs. Tanu Girraj Agarwal	N.E.D	3	Yes	9	-	6
Mr. Praveen Vasishth	I.N.E.D	4	No	4	4	10
Mr. Tushar Rane	I.N.E.D	4	No	5	2	10
Mr. Zubin Pardiwala*	I.N.E.D	-	No	3	2	6

* Mr. Zubin Pardiwala appointed w.e.f. 29/05/2013

N.E.D Non Executive Director

W.T.D Whole Time Director

I.N.E.D Independent Non Executive Director

Notes:

During the period ended 31st March 2013, 8 Board Meetings were held on the following dates:

16/05/2012, 14/08/2012, 28/08/2012, 01/10/2012, 12/11/2012, 24/12/2012, 12/02/2013 and 30/03/2013.

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 comprises of viz Mr. Tushar Rane, Non-Executive Independent Director as Chairman of Audit Committee, Mr. Praveen Vasishth and Mr. Girraj Agrawal as members of Committee.

The Committee met four times during the period ended 31st March 2013.

The terms of reference of the Committee are as per the guidelines set out in Clause 49 of the listing agreement with the Stock Exchanges and section 292A of the Companies Act, 1956 and inter alia it briefly includes review of quarterly and Annual financial statements, the statutory Auditor's Report on the financial statements, Internal audit reports, internal controls, Accounting policies and to generally interact with the Internal Auditors and Statutory Auditors.

E) SHAREHOLDERS / INVESTORS' GRIEVANCE COMMITTEE

The Committee comprises of Mr. Praveen Vasishth, Mr. Tushar Rane and Mr. Girraj Agrawal. The Committee normally meets as and when required to approve transfer of shares and other shares related matters. Mr. Tushar Rane is the Chairman of the Committee.

F) REMUNERATION COMMITTEE

Remuneration Committee comprises of Mr. Tushar Rane as Chairman of the committee, Mr. Praveen Vasishth and Mr. Girraj Kishor Agarwal are committee members. During the year under review, no Meeting was held.

The details of remuneration paid to Chairman and whole time Director of the Company during the period ended 31st March, 2013 are given below.

Remuneration paid to Directors during the period ended 31st March 2013

Name of the director	Salary	Perquisites	Contribution to various funds	Total
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
Nil	-	-	-	-
-	-	-	-	-

G) GENERAL BODY MEETINGS

The last Three Annual General Meetings were held as under:-

Year/Period Ended	Date of Meeting	Time
31 st March, 2012	27/09/2012	03.30 P.M
31st March 2011	27/09/2011	01:00 P.M
31st March 2010	12/08/2010	10:00 A.M

H) DISCLOSURES

1. 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.
2. Details of Non Compliance by the Company, penalties 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 4th Annual General Meeting of the Company will be held on 30/09/2013 at 1.30 p.m. at Registered Office in Mumbai.

ii. Financial Calendar	:	Last AGM held on 27/09/2012
First Quarter Results Declared	:	Third Week of August, 2012
Second Quarter Results Declared	:	Third Week of November, 2012
Third Quarter Results Declared	:	Third Week of February, 2013
Fourth Quarter Results Declared	:	Last Week of May, 2013

iii. Book Closure date : 26/09/2013 to 30/09/2013

iv. Dividend payment date : Not applicable

v. (a) Listing of Equity Shares : Pune Stock Exchange and Ahmedabad Stock Exchange and Listing application is filed at BSE.

(b) Listing fees is duly paid to the Pune Stock Exchange as per Listing Agreement.

vi. (a) Stock Code: Nil

(b) Demat ISIN Numbers in NSDL & CDSL INE 750L01019 for Equity Shares.

Stock Market Data at Pune Stock Exchange and Ahmedabad Stock Exchange: There has been no trading on Pune Stock Exchange and Ahmadabad Stock Exchange during the year under consideration.

viii. REGD. OFFICE:

E/109, Crystal Plaza, New Link Road,

Andheri (West), Mumbai: 400 053.

Web site: www.fivexfinance.com

Email Id: fivexfinance@gmail.com

ix. REGISTRAR & TRANSFER AGENTS AND SHARE TRANSFER SYSTEM

All documents, transfer deeds, demat requests and other communication in relation thereto should be addressed to the R & T Agents at its following address:

BIGSHARE SERVICES PRIVATE LIMITED

E-2 & 3, Ansa Industrial Estate,

Saki Vihar Road, Sakinaka,

Andheri (E), Mumbai - 400 072

Share transfers in physical form are processed within about 2 weeks from the date of receipt of the valid and completed documents.

x. **Investor Relation Officer:** Ms. Prajna Naik

xi. Share Transfer System as per Listing Agreement and Companies Act, 1956

xii. DISTRIBUTION OF SHAREHOLDING AS ON 31st March, 2013

Shareholders			Shareholding	
No. of Shares	Nos.	%	Holding in Rs.	%
1 - 5000	5617	66.51	10963480	5.33
5001 - 10000	1276	15.11	9847040	4.79
10001 - 20000	668	7.91	9992880	4.86
20001 - 30000	214	2.53	5315800	2.59
30001 - 40000	231	2.74	8617870	4.19
40001 - 50000	55	0.65	2493120	1.21
50001 - 100000	186	2.20	13339370	6.49
100001 - and above	198	2.34	144974440	70.53
Total	8445	100	205544000	100

XII. Shareholding pattern as on 31.03.2013

Category	No. of Shares held	Percentage of Shareholding
A Promoter's Holding		
1 Promoters		
- Indian Promoters	1056521	5.14
- Foreign Promoters		
2 Persons acting in concert		
Sub – Total	1056521	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	6299871	30.65
b) Indian Public	13014383	63.45
c) NRI's/OCB's - NRI	176329	0.86
d) Any Other (Please specify) - Clearing Members	7296	0.04
Sub-Total	19497879	94.86
Grand Total	20554400	100%

XIII. DEMATERIALISATION OF SHARES.

As on 31st March, 2013, 94.23% of the Company's Shares representing 1,93,69,009 Share were held in dematerialized form and the balance 1185391 Shares were held in physical form.

XIV. 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

Any other query

E/109, Crystal Plaza, New Link Road,
Andheri (West), Mumbai: 400 053.

Web site: 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, 2013.

The management discussion and analysis have been included in consonance with the code of corporate governance as approved by 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 mainly centered in Finance Business and Share Trading. The Company is dealing in Lending, Advancing money to Individual, Firm, Corporate and other Undertakings and to receive money on deposit or loan to carry on business as financier's factors and to dealing in shares, securities, movables, immovable properties, financiers and capitalists.

INDUSTRY STRUCTURE AND DEVELOPMENT:

The Indian economy has witnessed all round growth in year 2012-13 and more growth and prosperity in coming future with increased investment in financial activities and financial Market.

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.

Coming to the finance industry where the company is also involved, major developments have taken place for the past few decades in view of the fact that plethora of finance companies have come into existence with various finance products and there has been tremendous finance growth due to foreign collaboration, foreign equity participation etc, under Finance Division, dealing in equity shares and stock is the main activity of the company.

SUBSIDIARY COMPANY

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

OPPORTUNITIES AND THEREATS:

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

1. Clients are more comfortable with uniform high quality and quick service and process across the enterprise.
2. There are good prospects for expanding further activities in this direction.

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

1. Heightened competition
2. Increasing Compliances

SEGMENT-WISE PERFORMANCE

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

INITIATIVES BY THE COMPANY

The Company is making every effort to locate new client base to boost its business by providing service quickly and easily.

OUTLOOK

India's GDP growth is expected to consolidate at 5 percent in financial year 2012-13 compared to 6.2 percent in financial year 2011-12 on account of continued tightening by RBI to manage inflation. But medium term prospects remain positive due to robust expansion in private services, strong consumption in both rural and urban sectors. In the short term, outlook may turn cautious and growth may disappoint if interest rates and inflation remain sticky. Higher cost of financing might lower capital expenditure and delay expansion plans of companies. Consumer demand, that has remained robust till now, may also get impacted as interests on auto loans, personal loans, educational loans, housing loans will increase the company's approach would be to continue to grow by focusing of returns while balancing risk.

RISK AND CONCERNS:

Due to stiff competitions in the finance fields where the company's activities are centred in, the overall margins are under pressure but maintainable with constant effort and good services.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

1. Company Compliance with all applicable statutes, policies, procedures, listing requirements and management guidelines.
2. All transaction are being accurately recorded and verified.
3. Adherence to applicable accounting standards and polices.

HUMAN RESOURCES/INDUSTRY RELATIONS:

1. The Company provided excellent working environment so that the individual staff can reach his/her full potential.
2. The company is poised to take on the challenges and march towards accomplishing its mission with success.
3. 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 dose not have any control.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Five X Finance & Investment Ltd

1. We have examined the compliance of Corporate Governance by M/s. Five X Finance & Investment Limited ended on 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 generally complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We further 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. 049391

Place: Mumbai
Date: 29/05/2013

AUDITORS REPORT

To
The Members
M/S. 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, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year ended March 2013, 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,2013.
- (b) in the case Statement of Profit and Loss Account, of the profit for the year ended March,2013 and

(c) in the case of Cash Flow Statement, of the cash flows for the year ended March,2013.

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.
 - e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

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

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

Place: Mumbai
Date: 29/05/2013

ANNEXURE TO THE AUDITOR'S REPORT ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

(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, 2013)

1. In respect of its fixed assets:
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - 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 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 interest free unsecured loans to 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. 92 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 5 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. 3.75 crore 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 Inventory (shares), 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. In our opinion and according to information and explanation given to us, the company has 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.

b) According to the records of the Company, there are no dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Wealth Tax, Excise Duty, cess which have not been deposited on account of any dispute.
10. The company has been registered for less than five years as at 31st March 2013, 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. 049391

Place: Mumbai
Date: 29/05/2013

CEO / CFO CERTIFICATION

**The Board of Directors,
Five X Fiance & Investment Ltd**
E/109, Crystal Plaza,
New Link Road, Andheri (West)
Mumbai - 400 053.

We hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2013 and that to the best of our knowledge and belief;
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii) 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

**Sd/-
Girraj Kishor Agrawal
(Director/CEO)**

**Place: Mumbai
Date: 27/08/2013**

COMPLIANCE CERTIFICATE

To
The Members of
Five X Finance & Investment Ltd

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, 2013.

REGISTERED OFFICE:

E-109, Crystal Plaza,
New Link Road
Andheri (West),
Mumbai – 400053

Place: Mumbai

Date: 27/08/2013

For Five X Finance & Investment Ltd

Sd/-
Girraj Kishor Agrawal
(Director / CEO)

M/S FIVE X FINANCE & INVESTMENT LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2013****(Amount in Indian Rupees)**

	NOTES	31ST MARCH, 2013	31ST MARCH, 2012
<u>EQUITY & LIABILITIES</u>			
<u>SHAREHOLDERS' FUNDS</u>			
Share Capital	2	205,544,000	205,544,000
Reserves and Surplus	3	26,059,369	25,565,540
<u>CURRENT LIABILITIES</u>			
Trade Payables	4	153,090	7,820
Short Term Provisions	5	230,356	122,271
TOTAL		231,986,815	231,239,631
<u>ASSETS</u>			
<u>NON CURRENT ASSETS</u>			
Fixed Assets			
Tangible Assets	6	220,338	289,870
Deferred Tax Assets		3,090,161	3,149,763
<u>CURRENT ASSETS</u>			
Inventories	7	81,291,417	176,653,873
Trade Receivables	8	-	2,700,000
Cash and Cash Equivalents	9	160,110	1,044,655
Short Term Loans and Advances	10	147,224,789	46,685,088
Other Current Assets	11	-	716,382
TOTAL		231,986,815	231,239,631
Notes Forming Part of Financial Statements	1-26		

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/-
Girraj Kishor Agrawal
(Director)

Place: Mumbai
Dated: 29/05/2013

M/S FIVE X FINANCE & INVESTMENT LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013****(Amount in Indian Rupees)**

Particulars	Year Ended 31st March, 2013		Year Ended 31st March, 2012	
Cash Flow from Operating Activities				
Profit Before Tax and Extraordinary items		717,134		429,112
Adjustments for:				
Preliminary Expenses Writtent off	716,382		-	
Depreciation	69,532	785,914	69,532	69,532
Operating Profit before Working Capital Changes		1,503,048		498,644
Adjustments for:				
(Increase)/Decrease in Inventories	95,362,456		(1,522,257)	
(Increase)/Decrease in Sundry Debtors	2,700,000		(1,200,000)	
(Increase)/Decrease in Other Receivable	(100,299,620)		316,218	
Increase/(Decrease) in Current Liabilities & Provision	145,270	(2,091,894)	61,900	(2,344,139)
Cash Generated From Operations		(588,847)		(1,845,495)
Less: Income Tax Paid		295,698		122,271
Cash Inflow Before Prior Period Adjustments		(884,545)		(1,967,766)
Less : Prior Period Adjustment		-		-
Net Cash from / (Used in) Operating Activities A		(884,545)		(1,967,766)
Cash Flow from Investing Activities		-		2,787,516
Net Cash from / (Used in) Investing Activities B		-		2,787,516
Cash Flow from Financing Activities C		-		-
Net Increase/ Decrease in Cash and Cash Equivalents		(884,545)		819,750
Cash and Cash Equivalents - Opening Balance		1,044,655		224,905
Cash and Cash Equivalents - Closing Balance		160,110		1,044,655

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/-
Girraj Kishor Agrawal
(Director)

Place: Mumbai
Dated: 29/05/2013

M/S FIVE X FINANCE & INVESTMENT LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2013

(Amount in Indian Rupees)

PARTICULARS	31ST MARCH, 2013	31ST MARCH, 2012
2 <u>Share Capital</u>		
<u>Authorised</u>		
2,10,00,000 Equity Shares of Rs. 10 each	210,000,000	210,000,000
(Previous year 2,10,00,000 Equity Shares of Rs. 10 Each)		
Total Authorised Share Capital	210,000,000	210,000,000
<u>Issued, Subscribed and Paid up</u>		
2,05,54,400 Equity Shares of Rs. 10 each	205,544,000	205,544,000
(Previous year 2,05,54,400 Equity Shares of Rs. 10 Each)		
Total Issued, Subscribed And Fully Paid Up Share Capital	205,544,000	205,544,000

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

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.

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.

C. Details of shareholders holding more than 5% shares in

Equity shares of Rs. 10 each fully paid	31st March, 2013		31st March, 2012	
	Numbers	% holding in the class	Numbers	% holding in the class
IQMS Software Limited	2,981,057	14.50	2,981,057	14.50
Total	2,981,057	14.50	2,981,057	14.50

3 Reserve & Surplus		
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	(26,455)	(322,971)
Profit/ (loss) for the year	493,829	296,516
Less: Appropriations	-	-
Closing balance	<u>467,374</u>	<u>(26,455)</u>
Total Reserves and Surplus	<u><u>26,059,369</u></u>	<u><u>25,565,540</u></u>
4 Trade Payables		
Trade payables	153,090	7,820
Total Trade Payables	<u>153,090</u>	<u>7,820</u>
5 Short Term Provisions		
Provision for Income Tax	230,356	122,271
Total Of Short Term Provisions	<u>230,356</u>	<u>122,271</u>
7 Inventories		
(As certified by management)		
Stock-in-trade	81,291,417	176,653,873
Total Inventories	<u>81,291,417</u>	<u>176,653,873</u>
8 Trade Receivables		
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	-	2,700,000
Others	-	-
Total Trade Receivables	<u>-</u>	<u>2,700,000</u>

9 <u>Cash and Cash Equivalents</u>		
Cash in Hand	16,395	318,556
Balance with Banks	143,715	726,099
Total Cash And Cash Equivalents	160,110	1,044,655
10 <u>Short Term Loans and Advances</u>		
Loan and advances unsecured considered good		
Loans and advances to related parties	-	5,450,000
Loans and advances to others	146,873,017	35,474,112
Balance with statutory/government authorities	351,772	5,760,976
Total Short Term Loans And Advances	147,224,789	46,685,088
11 <u>Other Current Assets</u>		
Preliminary Expenses	-	716,382
	-	716,382

M/S FIVE X FINANCE & INVESTMENT LIMITED**NOTE 6: FIXED ASSETS**

(Amount in Indian Rupees)

ASSETS	GROSS BLOCK		DEPRECIATION		NET BLOCK			
	AS ON 01.04.2012	ADD/(DED.) DURING THE YEAR	AS ON 31.03.2013	UPTO 31.03.2012	ADD./ (DED.) DURING THE YEAR	UPTO 31.03.2013	AS ON 31.03.2013	AS ON 31.03.2012
<u>Tangible Assets</u>								
Computer	428,932	-	428,932	139,062	69,532	208,594	220,338	289,870
TOTAL Rs.	428,932	-	428,932	139,062	69,532	208,594	220,338	289,870
Previous Year	428,932	-	428,932	69,530	69,532	139,062	289,870	359,402

M/S FIVE X FINANCE & INVESTMENT LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2013

(Amount in Indian Rupees)

PARTICULARS	31ST MARCH, 2013	31ST MARCH, 2012
12 Revenue From Operations		
Sales	133,903,174	113,801,213
Interest	6,015,613	1,302,937
Total Revenue from Operations	139,918,787	115,104,150
13 Employee Benefits Expense		
Salary	2,450,375	1,380,450
Staff Welfare	12,220	5,310
Total Employee Benefits Expense	2,462,595	1,385,760
14 Auditors Remuneration		
As Audit Fees	28,090	16,854
Total Auditors Remuneration	28,090	16,854
15 Other Expenses		
Advertising	15,599	-
Bank Charges	1,685	21,977
Computer	17,490	6,412
Conveyance	9,438	-
Electricity	10,411	6,459
Listing Fees	70,769	48,090
Office Expenses	11,716	-
Office Rent	120,000	120,000
Postage & Courier	14,780	2,431
Preliminary Expenses	716,382	316,218
Printing & Stationery	5,684	11,100
Professional	139,134	-
ROC Charges	3,500	-
Service Tax	2,952	-
Custodian Fees	118,482	46,801
Transaction Charges	-	91,240
Telephone	17,726	5,246
Repair & Maintenance	-	8,450
Interest	-	2,004
Total Other Expenses	1,275,748	686,428

FIVE X FINANCE & INVESTMENT LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. 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 recognised 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. Fixed Assets costing Rs. 5,000/- or less are fully depreciated in the year of acquisition.

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**16. CONTINGENT LIABILITY:**

	2012-2013 Amount in Rs.	2011-2012 Amount in Rs.
Contingent Liabilities not provided for	NIL	NIL
Others	NIL	NIL

17. EARNING 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	2012-2013 Amount in Rs.	2011-2012 Amount in Rs.
Net profit/(loss) for the year attributable to equity shareholders (Rs.)	4,93,829	2,96,517
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 Earnings per share (face valued of Rs 10/-each) (Rs.)	0.024	0.014
Diluted Earnings per share (face valued of Rs 10/-each) (Rs.)	0.024	0.014

18. RELATED PARTY TRANSACTION:**List of Related Parties:-**

- a) Key Management person
 - i) Giriraj Kishor Agrawal
 - ii) Tanu Agarwal
 - iii) Saloni Agarwal
- b) Related parties over which Key Management personnel have Significant Influence :-
 - i) Axon Infotech Ltd.
 - ii) Banas Finance Ltd.
 - iii) Shree Nath Commercial & Finance Ltd
 - iv) Rockon Fintech Limited
 - v) Out of City Travel Solutions Ltd
 - vi) Kayaguru Health Solutions Limited
 - vii) Handful Investrade Pvt Ltd
 - viii) Girraj Kishor Agarwal HUF

Transaction with Related Parties:-

List of Related Party	Nature of Transaction	2012-13 Amount in Rs.	2011-12 Amount in Rs.
Girraj Kishor Agrawal	Other Expenses paid on behalf of Company	3,000	NIL
Axon Infotech Ltd	Balance at beginning of the year	NIL	1,31,00,000
	Loan Given	7,50,000	21,00,000
	Loan Recovered	7,50,000	1,52,00,000
	Balance at year end	NIL	NIL
Out of City Travels Solutions Ltd	Loan Taken	1,62,50,000	NIL
	Share Purchased	3,000	NIL
	Loan Repaid	1,62,50,000	NIL
	Balance at year end	NIL	NIL
Shree Nath Commercial & Finance Ltd	Balance at beginning of the year	54,00,000	1,55,50,000
	Loan Given	50,00,000	NIL
	Loan Recovered	1,04,00,000	1,01,50,000
	Balance at year end	NIL	54,00,000
Rockon Fintech Ltd.	Loan Taken	52,00,000	NIL
	Loan Repaid	52,00,000	NIL
	Share Sales	NIL	9,50,000
	Share Purchased	NIL	9,50,000
	Balance at year end	NIL	NIL
Kayaguru Health Solutions Ltd.	Balance at beginning of the year	50,000	NIL
	Loan Given	NIL	54,00,000
	Loan Recovered	50,000	53,50,000
	Balance at year end	NIL	50,000
Handful Investrade Pvt. Ltd	Shares purchased	5,69,710	NIL
	Loan Taken	33,00,000	10,00,000
	Loan Repaid	33,00,000	10,00,000
	Balance at year end	NIL	NIL
Girraj Kishor Agrawal HUF	Loan Taken	43,00,000	NIL
	Share Purchased	6,57,000	NIL
	Loan Repaid	43,00,000	NIL
	Balance at year end	NIL	NIL

Banas Finance Ltd	Share sold	68,00,000	NIL
	Loan Taken	61,00,000	12,00,000
	Loan Repaid	61,00,000	12,00,000
	Balance at year end	NIL	NIL

19. MAJOR COMPONENTS OF DEFERRED TAX LIABILITIES:

	2012-2013 Amount in Rs.	2011-2012 Amount in Rs.
Deferred Tax Assets on carry forward losses	31,49,763	31,49,763
Deferred Tax Liability on Depreciation	59,602	NIL
Deferred Tax Assets/(Liability)	30,90,161	31,49,763

20. Income in Foreign Currency NIL
21. Expenditure in Foreign Currency NIL
22. 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.
23. 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.
24. Trade payables, Trade receivables, Short Term Borrowings and Short Term loan and advances balances are subject to confirmation and reconciliation.
25. Segment Information: The Company is engaged in single segment and there are no separate reportable segments as defined in AS-17.
26. 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)

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

Sd/-
Pravin Chandak
(Partner)
M. No. 049391
(Firm Registration No. 116627W)

Sd/-
Saloni Agrawal
(Managing Director)

Sd/-
Girraj Kishor Agrawal
(Director)

Place: Mumbai
Date: 29/05/2013

Five X Finance & Investment Ltd

Regd. Off: E/109, Crystal Plaza, New Link Road, Andheri (West), Mumbai 400 053.

PROXY FORM

Reg. Folio No. _____

No. of Shares: _____

D.P. I. D* _____

Client ID* _____

I/we _____ of _____ Being a shareholder/shareholders of Five X Finance & Investment Ltd Hereby appoint _____ or failing him/her _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the 4th AGM of the Company to be held on 27/09/2013 at 5.00 P.M and at any adjournment thereof.

Signed this _____ day of _____, 2013

Affix
Re. 1/-
Revenue
Stamp

Signature of the shareholder _____

Note: The Proxy form duly completed and signed must be deposited at the registered office of the company not less than 48 hours before the time for holding the Meeting.

*Applicable for shares held in electronic form.

Five X Finance & Investment Ltd

Regd. Off: E/109, Crystal Plaza, New Link Road, Andheri (West), Mumbai 400 053.

ATTENDANCE SLIP 4th Annual General Meeting

Reg. Folio No. _____

No. of Shares: _____

D.P. I. D* _____

Client ID* _____

Name of the Attending Member _____

I/We hereby record my/our presence at the 4th Annual General Meeting of the Company at Regd. Office at E/109, Crystal Plaza, New Link Road, Andheri (West) Mumbai 400 053.

Signature of the shareholder(s), / Proxy / representative _____

Note:

1) Member / proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same duly signed at the entrance.

2) Member/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

BOOK POST

If undelivered please return to:

REGISTERED OFFICE:

E/109, Crystal Plaza,
New Link Road,
Andheri (West),
Mumbai - 400 053.

Web site: www.fivexfinance.com

Email Id: fivexfinance@gmail.com