

FIVE X FINANCE & INVESTMENT LTD

Regd. Office: 305, Krishna-A, Vishal Nagar Marve Road, Malad (West), Mumbai - 400064
CIN: L65910MH2010PLC201249 / Tel: 022 60603001 / Email: fivexfinance@gmail.com / website: www.fivexfinance.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot / e-voting. The explanatory statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof, as required in terms of section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Pravin Chandak, Practicing Chartered Accountant as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6:00 P.M. on Friday, 13th day of May 2016.

In compliance with the Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 executed with the stock exchanges and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Director of the company.

The result of the voting conducted through postal ballot would be announced by the Director of the Company at its board meeting to be held on Thursday, 19th May, 2016 at E- 109, Crystal Plaza, opp. Infinity Mall, New Link Road, Andheri (West), Mumbai- 400053

The said result would be intimated to the Bombay Stock Exchange Limited, where the Company's shares are listed, published in the one English language National daily newspaper circulating in the whole or substantially the whole of India and one Regional language (Marathi) daily newspaper and displayed on the Company's website viz. www.fivexfinance.com and the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com>, along with the Scrutinizer's report.

PROPOSED RESOLUTIONS:

1. Adoption of New set of Articles of Association of the Company in conformity with Companies Act, 2013

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 5 and 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory medication(s) or re-enactment thereof for the time in force, and subject to the approval(s) of the Registrar of Companies, Maharashtra, Mumbai and such other authorities, as may be applicable in this regard, and subject to such terms, conditions and amendments or modifications as may be required or suggested by such appropriate authorities which terms, conditions and amendments or modifications the Board of Directors of the Company is authorized to accept, as it may deem, the existing Articles of Association of the Company be and are hereby replaced with a new set of Articles of Association of the Company, in place of and in substitution and to the entire exclusion of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the

end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

2. To Change the Main object of the Company, adoption of new Ancillary Objects and deletion of existing other objects of the Company.

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any of its duly authorized Committees or one or more Directors) is authorized to accept as it may deem fit, Clause III of the Memorandum of Association, in relation to the main objects to be pursued by the Company on its incorporation, be and is hereby amended and replaced to read as under:

i. Sub clause 1 Clause III A of the Memorandum of Association of the Company be and is hereby deleted and substituted for the following new clause:

To carry on in India or elsewhere the business of manufacturer, trader, buyer, seller, reseller, dealer, producer, processor, printer, designer, distributor, importer, exporter, wholesaler, retailer, improver, jobworker, agent, broker, factor, stockiest, consultant, collaborator, commission agents in all kinds of textile goods, allied products, by products and substitute for all or any of them and to treat and utilize any waste arising from any such manufacture, production or process and converters of synthetic, artificial and natural and fibre glass into materials like cloth, tapes, ropes, yarns, twines and such other articles as may be conveniently produced or manufactured including decorative hand and machine-made readymade garments, carpets, durries, mats, rugs, namdas, blankets, shawls, tweeds, lines, flannels, beds, spreads, quilts, scarfs, belts, tapestry and all other articles and to trade and invest in agricultural products and byproducts, homemade products and services, precious metals, stones and real estate activates and to trade, invest and deal in any manner in all kinds of Stock in trade, goods, services, shares, securities and chattels, to act as money monger, borrower, advisor, consultant in such manner as the Company shall think fit and to engage in dissemination of information in all aspects of businesses, organizations and industries in India and to advice upon the means and methods for extending and developing system or processes relating to production, storage, distribution, marketing and securing of orders for sale of goods in India and abroad and/or relating to the rendering of services of any other business as the Company shall think fit.

ii. The existing sub-clause 3 to 63 of Clause III B (Ancillary Objects) be and are hereby deleted and replaced with a new set of Ancillary Objects.

iii. The existing sub-clause 64 to 66 of Clause III C (Other Objects) be and are hereby deleted.

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the Registrar of Companies, Mumbai in order to give effect to the above resolution.”

3. Change the Name of the Company from “Five X Finance & Investment Limited” To “Five X Tradecom Limited”

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13(2) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of Central Government, Registrar of Companies and all other statutory approvals as may be required in this matter, consent of the Company be and is hereby granted for changing the name of the Company from **“Five X Finance & Investment Limited” To “Five X Tradecom Limited”**

“RESOLVED FURTHER THAT the name **“Five X Finance & Investment Limited”** wherever it occurs/appears in the Memorandum and Articles of Association of the Company be substituted by the name **“Five X Tradecom Limited”**

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to sign and file all the e-forms and other documents with any statutory authorities and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

4. To make investments, give loans, guarantees and provide securities beyond the prescribed limits.

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any of its duly authorized committees or one or more Directors) at its discretion to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company’s paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs. 75 Crores.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection.”

5. To Create security under section 180 (1) (a) of the Companies Act, 2013 in connection with the borrowings of the Company

To consider and, if thought fit, to give assent/dissent to 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.”

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

ITEM NO. 1:

The Articles of Association (“AoA”) of the Company is presently in force since its incorporation of the Company i.e. year 2010. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (‘New Act’). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence the Board of Directors at its meeting held on 23rd March, 2016 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders’ approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Articles of

Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 2.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution

ITEM NO. 2

The Indian Economy is currently growing at a robust rate and there is a change in consumer behavior and preferences from the traditional behavior. The market presents several attractive opportunities in the Consultancy and advisory industry and in order to enable the Company to capitalize on such opportunities which may arise from time to time, the Board of Directors of your Company are of the view that the current Main Objects clause should be altered to enable the Company to tap these opportunities. Accordingly it is proposed to amend the existing Object Clause of the Company by substituting sub-clause 1 of Clause III A. The existing sub-clause 3 to 63 of Clause III B (Ancillary Objects) be and are hereby deleted and replaced with a new set of Ancillary Objects AND The existing sub-clause 64 to 66 of Clause III C (Other Objects) be and are hereby deleted.

The Act provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 2.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

ITEM NO. 3:

The Company is in Finance and Investing Business. The Company has been expanded its business activities into Traders and dealers of Textile and Agricultural Products and services along with existing businesses. The Board of Directors of the Company proposed that in order to ensure that the name of the Company adequately reflects the business(es) being carried on by the Company; it is proposed to appropriately change the name of the Company from M/s. Five X Finance & Investment Limited to M/s. Five X Tradecom Limited.

In consideration of the above, your directors recommend you to pass the special resolution provided above in Item No.3.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

ITEM NO. 4:

The Company has made investments and loans from time to time. In this regard, it is proposed to authorize the Board of Directors of the Company to invest into securities of any Body Corporate and/or make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made up to Rs.75 Crores (Rupees Seventy Five Crores Only). As per section 186 of the Companies Act, 2013, where a Company make investment in shares, debentures, securities of other body Corporates and/or provide loan etc and such investments etc are in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company whichever is more as prescribed under Section 186 of the Companies Act, 2013 and the rules made thereunder, from time to time in one or more tranches, approval by way of Special Resolution of the shareholders is required.

It is proposed to authorize up to a maximum amount of Rs.75 Crores notwithstanding that investments along with company's existing loans or guarantee(s)/ security(ies) or investments shall be in excess of the limits prescribed under Section 186 aforesaid.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the proposed resolutions.

ITEM NO. 5:

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 Company had taken the approval of the members previously also through general meeting held on 29/09/2014 along with resolution passed u/s 180 (1)(c) of the Company Act, 2013. However resolution under section 180(1)(a) required to be pass through postal ballot route. The Board of Directors of your Company 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.

**By Order of the Board
For Five X Finance & Investment Ltd**

**Sd/-
Tanu Agarwal
(Director)**

**Place: Mumbai
Date: 23.03.2016**

Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 08th April, 2016
3. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members as on 08th April, 2016.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
7. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to fivexfinance@gmail.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
8. The Postal Ballot Notice is also being uploaded on the Company's website viz., www.fivexfinance.com and of NSDL viz., <https://www.evoting.nsdl.com>.
9. The Company has appointed Mr. Pravin Chandak, Chartered Accountant, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
10. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Director/Chairman of the Company. The results of the Postal Ballot will be declared on Thursday, May 19, 2016. The said results along with the Scrutinizer's Report will be displayed on the website of the Company, i.e.,

www.fivexfinance.com along with <https://www.evoting.nsdl.com> and intimated to the Stock Exchanges where the shares of the Company are listed.

11. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
12. The date of the declaration of the results of the postal ballot shall be the date on which the said Special Resolution will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.

Instructions for Voting:

A. Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on 13th May, 2016. Any Postal
3. Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the Postal Ballot Form will be permitted / accepted.
4. The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
5. In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
6. Votes should be cast either in favour or against, by putting the tick (√) mark in the column provided in the Ballot Form.
7. Unsigned, incomplete, tick marked at both "for" and "against", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

B. Voting through Electronics Means

8. In compliance with the Regulation 44 of SEBI (LODR) Regulations, 2015, provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, M/s. Five X Finance & Investment Limited ("the Company") is pleased to offer e-voting facility as an alternate to the postal ballot to all the shareholders of the Company.
9. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching duly filled postal ballot forms. E-voting is optional.

C. In case of Members receiving Postal Ballot intimation by e-mail:

1. Open e-mail and open PDF file viz; "E-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Open internet browser by typing the following [URL: https://www.evoting.nsdl.com](https://www.evoting.nsdl.com)
3. Click on Shareholder - Login.
4. Type user ID and password as initial password noted in step (1) above. Click Login.

5. On Login, Change Password menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for future reference. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote
7. On changing the password, the home page of e-Voting will open. Click on e-Voting: Active Voting Cycles.
8. Select E-voting Event Number ("EVEN") of Five X Finance & Investment Limited
9. Now you are ready for e-Voting as Cast Vote page opens.
10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed.
12. Once you have voted on their solution, you will not be allowed to modify your vote.
13. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to fivexfinance@gmail.com with a copy marked to www.evoting.nsdl.co.in.

D. In case of Members receiving Postal Ballot Form by Post:

1. Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

2. Please follow all steps from Sl. No. 2 to Sl. No. 13 above, to cast your vote by electronic means.
3. The e-voting period will commence on 14th April, 2016 (9.30 a.m.) and end on 13th May, 2016 (5.30 p.m.) (Both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
4. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer will then submit his report to the Chairman/Director of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on 19th May, 2015 at 04.00 p.m. at E/109, Crystal Plaza, New Link Road, Andheri (west) Mumbai 400 053. The said results will also be intimated to the stock exchanges, published in newspapers and uploaded on the Company's website viz. www.fivexfinance.com and of NSDL viz. <https://www.evoting.nsdl.com>.

E. General Instructions:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Download section of <https://www.evoting.nsdl.com>.

You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

FIVE X FINANCE & INVESTMENT LTD

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POSTAL BALLOT FORM

Sr. No.: _____

Sr. No.	Particulars required	Details
1	Name(s) of Shareholder(s) (in block letters) (including joint holders, if any)	
2	Registered address of the sole / first named shareholder	
3	Registered folio No. (for those holding physical shares) DP ID No. and Client ID No (for those holding shares in dematerialized form).	
4	Number of shares held	

I/We hereby exercise my/our vote in respect of the Special/Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Sr. No.	Description	No. of Shares	Assent / Dissent	Please put tick (√) mark below
1	Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013		I/We assent to the resolution	
			I/We dissent to the resolution	
2	Alteration of the Main Object of the Memorandum of Association of the Company		I/We assent to the resolution	
			I/We dissent to the resolution	
3	Change the name of the company from "Five X Finance & Investment Limited" to "Five X Tradecom Limited"		I/We assent to the resolution	
			I/We dissent to the resolution	
4	To make investments, give loans, guarantees and provide securities beyond the prescribed limits		I/We assent to the resolution	
			I/We dissent to the resolution	
5	To create Security under section 180(1)(a) of the Companies Act, 2013, in connection with the borrowings of the Company		I/We assent to the resolution	
			I/We dissent to the resolution	

Place: _____

Date: _____

(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Note:

- Please read the instructions printed overleaf before filling this form and for e-voting, please refer instructions under note No.C in the Postal Ballot Notice sent herewith.
- Last date of receipt of Postal Ballot Forms by scrutinizer is 13th May, 2016.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and send it duly and properly sealed to the Scrutinizer in the self-addressed business reply envelope sent herewith. However, envelopes containing Postal Ballot form, if sent by courier or by registered post/speed post at the expense of the member will also be accepted.
2. Members are requested to convey their assent or dissent in this postal Ballot form only. Assent or dissent received in any other form or manner shall be considered as invalid.
3. This Form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of Joint holding, this form should be completed and signed by the first named member and in his absence, by the next named Member.
4. Duly completed Postal Ballot form should reach the scrutinizer not later than 5.30 P.M. 13th May, 2016. All Postal Ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
5. There will be only one Postal Ballot Form for every Folio/ DP ID_Client ID No. irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authority Letter preferably with attested specimen signatures of the duly authorized signatories.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
8. A Member may request for a duplicate Postal Ballot form, if so required or can download the Postal Ballot Form from the Company's Website (www.fivexfinance.com) under 'Corporate Announcement' and the same duly completed should reach the scrutinizer not later than the last date for voting mentioned above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
9. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal will be final and binding.
10. Additionally, please note that the Postal Ballot Forms shall be considered invalid if:
 - a) A form other than one issued by the Company has been used;
 - b) It is not possible to determine without any doubt the assent or dissent of the member;
 - c) Neither assent or dissent is mentioned;
 - d) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - e) It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
 - f) The member has made any amendment to the Resolution or imposed any condition while exercising his vote.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member(s) on 8th April, 2016 (cutoff date).
12. Voting by Postal Ballot or through e-voting may be exercised by the Members or its duly constituted attorney. Exercise of vote by Postal Ballot through Proxy is not permitted.
13. The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in note C of the Notice of the Postal Ballot dated March 23, 2016.