

NOTICE OF 02/2017-18 BOARD MEETING OF FIVE X TRADECOM LIMITED

Date: 10/08/2017

To,
The Board of Directors
Five X Tradecom Limited

Sub: Notice Cum Agenda of (2/2017-18) Board Meeting

Notice is hereby given that a meeting of the Board of Directors of **Five X Tradecom Limited** will be held on Friday, 18th August, 2017 at 10:00 A.M. at E-109, Crystal Plaza, New Link road, Andheri (W), Mumbai 53, to transact the following business:

Item No.	Agenda Item	Page No.	
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1.	To grant Leave of Absence, if any.	3	3
2.	To take a note of previous board meeting held on 22 nd May 2017	4	4
3.	To take a note of previous committee meeting.	5	5
4.	To consider and approve Boards report for FY 2016-17 and draft of Notice of 8 th Annual general Meeting.	6	6
5.	To ratify the appointment of M/s. Pravin Chandak & Associates, as a Statutory Auditor of the Company for F.Y. 2017-18 and to fix their remuneration	7	7
6.	To re-appoint Mrs. Tanu Giriraj Agarwal (DIN: 00290966), who is retiring by rotation and being eligible, for re-appointment	8	8
7.	To regularize and recommend to the members, the appointment of Mr. Girraj Kishor Agrawal (DIN: 00290959) as a Director, liable to retire by rotation.	9	9
8.	To Determine fee for delivery of any documents through a particular mode to a member.	10	10
9.	To consider and fix the dates for the closing of Register of Members and Transfer Books.	11	11

10.	To Consider and fix day, date, time and venue and calendar of events and Notice for 8 th Annual General Meeting of the Company	12	12
11.	To appoint Scrutinizer for conducting e-voting and poll process for 8 th Annual General Meeting of the Company.	13	13
12.	To review and take note on Comments/Qualification, made by Secretarial / Statutory auditors in their Audit Report for the F.Y 2016-2017.	14	14
13.	To give authority to the Director/Promoter/Authorized Representative of the Company to attend general meeting of other Companies	15	15
14.	To accept the resignation of Ms. Seema Siddhu, Director of the Company.	16	16
15.	To take a note of closure of trading window.	17	17
16.	To take a note on Registers maintained under Companies Act, 2013.	18	18
17.	Any other items with the permission of Chairman.	19	19

You are requested to make it Convenient to attend the meeting.

Yours Faithfully,
For Five X Tradecom Limited

Sd/-
Nikita D. Joshi
Company Secretary & Compliance Officer
Mem. No.: A47351

ITEM NO. 1

TO GRANT LEAVE OF ABSENCE, IF ANY

ITEM NO. 2

TO TAKE A NOTE OF PREVIOUS (01/2017-17) BOARD MEETING

Board members are requested to confirm, approve and sign the minutes of the last Board Meeting held on 22nd May, 2017 and are therefore requested to Board to take on record

ITEM NO. 3

- (I) TO TAKE ON RECORD MINUTES OF PREVIOUS AUDIT COMMITTEE MEETING HELD ON 20TH MAY 2017.**

- (II) TO TAKE ON RECORD MINUTES OF PREVIOUS STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING HELD ON 28TH APRIL 2017.**

ITEM NO. 4

TO CONSIDER AND APPROVE BOARDS REPORT FOR FY 2016-17 AND DRAFT OF NOTICE OF 8TH ANNUAL GENERAL MEETING

Board's report prepared pursuant to provisions of section 134 of the Companies Act, 2013, along with its annexure shall be placed before the Board for their approval and also draft of notice of calling 8th Annual General meeting of the Company.

“RESOLVED THAT the Director's Report of the Company, for the Financial Year ended March 31, 2017, as placed before the meeting, be and is hereby considered, approved and taken on record by the Board of Directors;

RESOLVED FURTHER THAT Mr. Amit Gulecha, Managing Director and Mrs. Tanu Agarwal Director of the Company be and are hereby authorized to sign the Directors' Report, on behalf of the Board of Directors;

RESOLVED FURTHER THAT Notice for 8th Annual General Meeting as placed before the meeting be and is hereby approved by the Directors of the Company.”

ITEM NO. 5

TO RATIFY THE APPOINTMENT OF M/S. PRAVIN CHANDAK & ASSOCIATES, AS A STATUTORY AUDITOR OF THE COMPANY FOR F.Y. 2017-18 AND TO FIX THEIR REMUNERATION

Board is informed that pursuant to provisions of section 139 of Companies Act, 2013, M/s Pravin Chandak & Associates was appointed as Statutory Auditor of the Company for a period of 5 year in an AGM held in 2014. Further as per section 139, the said appointment is required to be ratified by members at every AGM of the Company. Thus Board is requested to consider and approve the matter of ratification of appointment of Auditors.

Board is also requested to consider, discuss and approve the matter of remuneration to Auditors, taking into account recommendation of Audit Committee, and pass the following resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, if any, appointment of M/s. Pravin Chandak & Associates, Chartered Accountants (Registration No: 116627W) be and is hereby ratified as a Statutory Auditors of the Company provided that the appointment M/s. Pravin Chandak & Associates, shall be from the conclusion of 8th Annual General Meeting till the conclusion of 9th Annual General Meeting;

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

ITEM NO. 6

TO RE-APPOINT MRS. TANU GIRIRAJ AGARWAL (DIN: 00290966), WHO IS RETIRING BY ROTATION AND BEING ELIGIBLE, FOR RE-APPOINTMENT

Board is hereby informed that as per section 152(6) of the Companies Act, 2013 unless the Articles of Association provide for retirement by rotation of all directors at every annual general meeting, at least two-thirds of the total number of directors of a public company shall be persons whose office is liable to retirement by rotation and sub-section (7) provides that one-third of such directors shall retire by rotation at each annual general meeting of the company.

Board is further informed that Mrs. Tanu Giriraj Agarwal, a director, who has been on the Board, holding longest position amongst the other directors, and thus retiring at the ensuing annual general meeting, and being eligible offered himself for re-appointment.

Board is requested to consider the said matter and pass following resolution:

“RESOLVED THAT Mrs. Tanu Giriraj Agarwal, Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

ITEM NO. 7

TO REGULARIZE AND RECOMMEND TO THE MEMBERS, THE APPOINTMENT OF MR. GIRRAJ KISHOR AGRAWAL (DIN: 00290959) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.

Board members are informed that Mr. Girraj Kishor Agrawal was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 on 12/10/2016 to hold office till the date of ensuing Annual general Meeting. Company has received a notice, pursuant to section 160 of the Companies Act, 2013, along with a deposit of Rs. 1 lakhs, proposing his candidature as a Director of the Company which is subject to approval of Members.

Board is further informed that Mr. Girraj Kishor Agrawal is proposed to be appointed as a Director liable to retire by rotation, pursuant to section 152 of the Company and requested to pass following resolution :

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification (s) or re-enactment thereof), and subject to members’ approval, Mr. Girraj Kishor Agrawal (DIN: 00290959), who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the companies act, 2013 and who is eligible for appointment and in respect of whom the company has received a notice, pursuant to Section 160, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation at Annual General meeting of the Company.”

ITEM NO. 8

TO DETERMINE FEE FOR DELIVERY OF ANY DOCUMENTS THROUGH A PARTICULAR MODE TO A MEMBER

Board Members are requested to determine fees for delivery of any document through particular mode to any member of the Company and pass following resolution:

“RESOLVED THAT pursuant to the provisions of Section 20(2) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members is hereby given to the Board of Directors of the Company (the ‘Board’ which term shall include its Committee(s) constituted / to be constituted by it to exercise its powers including the powers conferred by this resolution) to levy amount of Rs.25/- (Rupees y Only) per such document as a fee to member to enable recovery of expenses incurred by the Company towards complying with such request for delivery of any documents through a particular mode;

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

ITEM NO. 9

TO CONSIDER AND FIX THE DATES FOR THE CLOSING OF REGISTER OF MEMBERS AND TRANSFER BOOKS.

Board is informed that as per section 91 of the Companies Act, 2013, the register of members and share transfer books are required to be closed for AGM and the date of Book closure are fixed from 19/09/2017 to 21/09/2017.

Board is requested to pass following resolution:

“RESOLVED THAT the register of members and share transfer books of the Company be closed from 19/09/2017 to 21/09/2017 (both day inclusive).”

ITEM NO. 10

TO CONSIDER AND FIX DAY, DATE, TIME AND VENUE AND CALENDAR OF EVENTS AND NOTICE FOR 8TH ANNUAL GENERAL MEETING OF THE COMPANY

Board is requested to consider and fix day, date, time and venue for 8th Annual General meeting of the Company and also finalize calendar of event and draft of Notice of Annual General Meeting.

ITEM NO. 11

TO APPOINT SCRUTINIZER FOR CONDUCTING E-VOTING AND POLL PROCESS FOR 8TH ANNUAL GENERAL MEETING OF THE COMPANY.

Board is informed that in compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, company is required to provide to its members, the facility to exercise their right to vote on resolutions proposed to be considered at General Meeting by electronic means along with poll at general meeting.

Further, Board is informed that Scrutinizer is required to be appointed to conduct the entire voting process in transparent manner. Company has received consent from Mr. Pravin Chandak, Chartered Accountant and partner of M/s. Pravin Chandak & Associates, to act as Scrutinizer.

Board is requested to discuss and pass following resolution:

“RESOLVED THAT Mr. Pravin Chandak, Chartered Accountant, who has given his consent to act as such, be and is hereby appointed as the Scrutinizer for Scrutinizing the E-Voting Process at the ensuing Annual General Meeting, under Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and providing the report thereof and Board be and is hereby authorized to fix the professional fees.”

ITEM NO. 12

TO REVIEW AND TAKE NOTE ON COMMENTS /QUALIFICATION, MADE BY SECRETARIAL / STATUTORY AUDITORS IN THEIR AUDIT REPORT FOR THE F.Y 2016-2017.

Board is requested to take a note of comments/qualification, made by Secretarial Auditor and Statutory Auditor, in their Audit Report for FY 2016-17.

ITEM NO. 13

TO GIVE AUTHORITY TO THE DIRECTOR/PROMOTER/AUTHORIZED REPRESENTATIVE OF THE COMPANY TO ATTEND GENERAL MEETING OF OTHER COMPANIES

Board is informed that Company has received some notices for Annual General Meeting of other Companies in which Five X is a shareholder. Board is requested to appoint authorised representative under section 113 of Companies Act, 2013, to attend Annual general Meeting of the other Companies on behalf Banas Finance Limited.

Board is requested to pass following resolution:

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013 Mr. Girraj Kishor Agrawal and Mrs. Tanu Agarwal, be and are hereby authorized to attend and vote, either through electronic voting or through poll and appoint proxy (ies) to attend an Annual General Meeting/Extra Ordinary General Meeting of any company in which the company is the member.

ITEM NO. 14

TO ACCEPT THE RESIGNATION OF MS. SEEMA SIDDHU, DIRECTOR OF THE COMPANY

Board informed that Company has received resignation letter, from Ms. Seema Sidhu, (DIN: 06924919), Director of the Company.

Board is further requested to accept the same and pass following resolution:

“RESOLVED THAT the resignation of Ms. Seema Sidhu, (DIN: 06924919), as a Director of the Company with effect from 18th August 2017 be and is hereby approved;

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all necessary acts, deeds as required to give effect to this resolution including filing of necessary forms with ROC, Mumbai.”

ITEM NO. 15

TO TAKE A NOTE OF CLOSURE OF TRADING WINDOW.

Board is informed that pursuant to the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as per the terms of "Code of Conduct for Prevention of Insider Trading" of the Company, the trading window shall be closed from 10th August 2017 up to 20th August, 2017 for Directors and Designated Employees as defined in the Code.

ITEM NO. 16

TO TAKE A NOTE ON REGISTERS MAINTAINED UNDER COMPANIES ACT, 2013.

Statutory Registers maintained under Companies Act 2013, including Register of Contracts and Register of Loans shall be placed before members at the Board meeting.

Board Members are requested to take a note of same.

ITEM NO. 17

**ANY OTHER ITEMS WITH THE PERMISSION OF
CHAIRMAN.**