

Five X Tradecom Limited

(Formerly Five X Finance & Investment limited)

CIN: L74110MH2010PLC201249

Regd. Off: Office No. 207/C, Shivai Ind. Estate, Bldg No. 89, Andheri Kurla Road, Sakinaka, Andheri East Mumbai - 400 072

Tel: 022 60603001 / Email: fivexfinance@gmail.com / website: www.fivexfinance.com

POSTAL BALLOT NOTICE

[pursuant to the 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 to the members of **Five X Tradecom Limited (“Company”)** pursuant to the Section 110 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to consider and if thought fit, to pass the resolution noted herein as Ordinary Resolution by way of Postal Ballot, by giving their assent/ dissent in the Postal Ballot Form annexed to this notice. The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

You are requested to carefully read the instructions printed in the Postal Ballot Form, for voting by “post” or through “electronic means” namely by –

- i. returning the ballot form duly completed in all respects, as per instructions contained in the postal ballot form, in the attached self addressed postage pre-paid envelope, so as to reach the scrutinizer not later than 5.30 P.M. on 24th July, 2019.or
- ii. casting their votes electronically from 25th June, 2019 (9.30 A.M.) to 24th July, 2019 (5.30 P.M.) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter, the results of the postal ballot will be declared by the Chairman at the Registered Office of the Company. The results will also be displayed on the website of the Company i.e. www.fivexfinance.com, besides communicating to concerned Stock Exchanges where the shares of the Company are listed. The result of postal ballot shall also be announced through newspaper advertisement.

The Company is pleased to provide remote e-voting facility to the Shareholders for transacting the business at the above said Postal Ballot. Members holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th June, 2019, may cast their vote electronically on the Business as set out in the Notice of the Postal Ballot through electronic voting system of **National Securities Depository Limited (NSDL)**.

PROPOSED RESOLUTION:

Item No.1. Appointment of Statutory Auditors to fill Casual Vacancy.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **an Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. KSPM & Associates, Chartered Accountants, Mumbai (ICAI Registration No. FRN 104723W), who has given his consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai (FRN: 116627W).

FURTHER RESOLVED THAT M/s. KSPM & Associates, Chartered Accountants, Mumbai (ICAI Registration No. FRN 104723W) be and are hereby appointed as Statutory Auditors of the Company from April 9, 2019 and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this General Meeting until the conclusion of the ensuing Annual General Meeting on remuneration and out of pocket expenses and on such other terms and conditions as may be agreed and decided by the Board.”

By Order of the Board of Directors
For **Five X Tradecom Limited**

Sd/-

Vijayshree Desai

Chairman & Managing Director

DIN : 08198477

**Address : C-5, Bhakti CHSL, Plot No. 817, Sector No - 8, Charpok,
Kandivali West, Mumbai - 400067.**

Place : Mumbai

Date: 09.04.2019

NOTES:

(1) An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of the Special Business set out above and procedures for voting through "electronic means" is annexed hereto.

(2) Please read the instructions printed on the reverse of the Postal Ballot Form, before exercising the vote.

(3) Postal ballot form & self addressed pre-paid postage envelope.

(4) In terms of Clause 16.6.3 of Secretarial Standard - 2, the resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot form or e-voting (i.e. 24th July, 2019).

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 01:

M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai (FRN: 116627W) informed to the Company their inability to continue as Statutory Auditors of the Company due to professional reason with effect from 11.03.2019. As per the provisions of Section 139(8)(i) of the Companies Act 2013 any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor. The Board in their meeting held on 09.04.2019 had filled the casual vacancy by appointing M/s. KSPM & Associates, Chartered Accountants, Mumbai (ICAI Registration No. FRN 104723W) caused by the resignation of M/s. Pravin Chandak & Associates. The said appointment of Statutory Auditors in casual vacancy arose due to resignation of M/s. Pravin Chandak & Associates, Chartered Accountant shall also be approved by the Company at a General Meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the ensuing Annual General Meeting.

The Board recommended the Ordinary Resolution as set out at Item No.01 of the Notice for approval of the Members.

None of the Director and Key Management Personnel of the Company or their relatives is, whether directly or indirectly, concerned or interested, financial or otherwise, in passing of resolution as set out at item No.01. The copy of all the documents referred to in the notice and explanatory statement are open for inspection of the shareholders of the Company at the registered office of the Company on all working days (from Monday to Saturday) except holidays, between 11:00 a.m. to 1:00 p.m. upto 24th July, 2019.

By Order of the Board of Directors
For **Five X Tradecom Limited Limited**

Sd/-
Vijayshree Desai
Chairman & Managing Director
DIN : 08198477
Address : C-5, Bhakti CHSL, Plot No. 817, Sector No - 8, Charpok,
Kandivali West, Mumbai - 400067.

Place : Mumbai
Date:09.04.2019

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 14th June, 2019.

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 14th June, 2019.
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. Nitesh Chaudhary, Practicing Company Secretary, 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, July 25, 2019. 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.

Instruction for Voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (csniteshchaudhary@gmail.com) to with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

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(Formerly Five X Finance & Investment limited)

CIN: L74110MH2010PLC201249

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Tel: 022 60603001 / Email: fivexfinance@gmail.com / website: www.fivexfinance.com

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	Appointment of Statutory Auditors to fill Casual Vacancy		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 24th July, 2019.

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. 24th July, 2019. 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 14th June, 2019 (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.