

29TH ANNUAL REPORT

AXON FINANCE LIMITED

2013-2014

Registered Office : Shop No. 26, Meera Co -op Hsg Soc, Near Oshiwara Police Station,
New Link Road, Andheri (West), Mumbai -400053



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AXON FINANCE LIMITED

[Formerly Axon Infotech Limited]

CIN: L65999MH1982PLC027945

Registered Office: Shop No. 26, Meera Co operative Hsg Soc, Near Oshiwara Police Station, New Link Road, Andheri (West) Mumbai-400053

29TH ANNUAL REPORT

BOARD OF DIRECTORS

Mr. Girraj Kishor Agrawal	-	Managing Director
Mr. Tushar Ramchandra Rane	-	Director
Mr. Zubin Jasi Pardiwala	-	Director
Mr. Ashok Lalji Vishwakarma	-	CFO

BANKER

Axis Bank	-	Andheri (West)
Kotak Mahindra Bank	-	Andheri (West)
HDFC Bank	-	Andheri (West)

AUDITORS:

M/s. DMKH & Co.
C-9, Sanjay Apartments,
Near Gokul Hotel, S.V.P. Road,
Borivali (West), Mumbai- 400 092

REGISTAR & TRANSFER AGENT

M/s Sharex Dynamic (India) Pvt Ltd
Unit No.1, Luthra Industrial Premises,
Andheri Kurla Road, Safed Pool,
Andheri (East),
Mumbai- 400 072

CONTACT US:

AXON FINANCE LIMITED
Shop No. 26, Meera Co operative Hsg. Soc,
Near Oshiwara Police Station,
New Link Road, Andheri (west),
Mumbai – 400053
Email Id: axoninfotechltd@gmail.com
Website: www.axoninfotech.in

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of M/s. Axon Finance Limited [Formerly Axon Infotech Limited] will be held on 30th September, 2014, at 4.00 P.M at E/109, Crystal Plaza, Opp. Infinity mall, New Link Road, Andheri (West), Mumbai-400053

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as 31st March, 2014, the Profit & Loss Account for the year ended on that date and the reports of Director's & Auditors thereon.
2. To Reappoint Auditors and fix their remuneration and in this regard 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 Section 139 of the Companies Act, 2013, M/s. DMKH & Co., Chartered Accountants (Registration No: 116886W) be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company such remuneration as shall be fixed by the Board of Directors of the Company".

SPECIAL BUSINESS:

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

"RESOLVED THAT in suppression earlier resolution passed at General Meeting pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of 100 Crores (Rupees Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

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

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

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

REGISTERED OFFICE:

Shop No. 26 Meera Cooperative Hsg Soc
New Link Road, Andheri (West),
Mumbai: 400053.
Date: 28/08/2014

By Order of the Board

Sd/-
Girraj Kishor Agrawal
(MD & Chairman)

IMPORTANT COMMUNICATION TO MEMBERS GREEN INITIATIVE IN CORPORATE GOVERNANCE

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

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

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

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

Notes:

- 1) A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND ~~VOTE~~ ~~HIMSELF/HERSELF~~ AND A ~~PROXY~~ ~~NOT~~ BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBER UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF ~~THE~~ ~~TOTAL~~ ~~SHARE~~ ~~CAPITAL~~ OF THE COMPANY. FURTHER, MEMBER HOLDING MORE THAN TEN PERCENT ~~OF~~ ~~THE~~ ~~TOTAL~~ ~~SHARE~~ ~~CAPITAL~~ OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON MAY NOT ACT AS A PROXY ~~FOR~~ ~~ANOTHER~~ ~~MEMBER~~. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERD OFFICE ~~OF~~ ~~THE~~ ~~COMPANY~~ NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2) During the period beginning 24 hours before the time fixed for commencement of the meeting and ~~ending~~ ~~with~~ the conclusion of the meeting, members would be entitled to inspect the proxy ~~list~~ ~~lodged~~, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- 3) Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special ~~Business~~ ~~to~~ be transacted at the meeting is attached hereto.
- 4) Brief details of the Directors, who are seeking appointment / ~~re~~ ~~appointment~~, are annexed hereto as per the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement
- 5) Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 23/09/2014 to 24/09/2014 (both days inclusive).
- 6) Members are requested to notify immediately any change in their address details to the Company Registrar and share transfer agents for shares held in demat/physical form at: M/s. Sharex India Private Limited, at ~~its~~ ~~Industrial~~ ~~Premises~~, Unit No. 1, Safed Pool, Andheri (E), Mumbai 400 072.
- 7) The Securities & Exchange Board of India (SEBI) has ~~mandated~~ ~~submission~~ of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Sharex India Private ~~limited~~) of the Company.
- 8) Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there ~~under~~, permit the listed companies to send the notice of the annual general meeting and the annual report, including the ~~financial~~ ~~statements~~, boards' report etc. by electronic mode. The Company is accordingly forwarding the soft copies of ~~the~~ ~~above~~ ~~mentioned~~ documents to all those members who have registered their e mail ids with their respective depository participants or with the share transfer agent of the Company.

- 9) Corporate Members are requested to send in advance duly certified copy of Board Resolution power of attorney authorizing their representative to attend the annual general meeting.
- 10) Members/ proxies are requested to bring their copies of annual reports to the meeting
- 11) Procedure and Instruction for EVoting

In Compliance with provisions of section 108 of The Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL):

The Instructions for shareholders voting electronically are as under:

1. The voting period begins on 25/09/2014 at 09.30 a.m. and ends on 26/09/2014 at 05.30 p.m. During this period shareholders' of the company, holding shares either in physical form or in dematerialized form, as the cut-off date 28/08/2014 (Record Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
3. Click on "SHAREHOLDERS" tab.
4. Now, select the "COMPANY NAME" from the dropdown menu and click on "SUBMIT".
5. Now Enter your User Id
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Fo
PAN	Enter your 10-digit Alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use first two letters of their name and 8 digit of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field
DOE	Enter the Date Of Birth as recorded in your demat account or in the company records for the said demat account or folio in (dd/mm/yyyy) format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said demat account or folio Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details fields; mentioned in instruction (v).

9. After entering this details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' screen wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

Item Nos. 3 & 4

The members may kindly be informed that in the Annual General Meetings of your Company held on 4th September, 2006 the shareholders had authorized the Board of Directors- 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.

Hence, in order to remain compliant with the relevant provisions on borrowings and creation of security under the 2013 Act beyond 30.09.2014, consent of the members is hereby requested by way of proposed Special Resolution(s).

The Board of Directors of your Company has approved this item in the Board Meeting held on 28th August, 2014 and recommends the Resolutions as set out in the accompanying Notice for the approval of members of the Company as Special Resolutions.

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

REGISTERED OFFICE:

Shop No. 26, Meera Co-operative Hsg Soc
New Link Road, Andheri (West),
Mumbai: 400053.
Date: 28/08/2014

By Order of the Board

Sd/-
Girraj Kishor Agrawal
(MD & Chairman)

BOARD OF DIRECTORS' REPORT

To The Members of
Axon Finance Limited

Your Directors have pleasure in presenting the 29th Annual Report with Audited accounts for the year ended 31st March, 2014. The Summarised financial results of the company are given hereunder:

Financial Results

(Amount in Lacs)

Particulars	Year Ended 31/03/2014	Year Ended 31/03/2013
Total Income	779.54	337.29
Total Expenditures (Excl. Dep. & Int.)	779.46	333.85
Profit before Dep. & Int	0.08	4.09
Depreciation	0.65	0.65
Interest	0.00	0.00
Profit after Depreciation & interest	(0.57)	3.44
Provision for Taxation	(0.54)	1.14
Provision for Tax (deferred)	(0.16)	(0.05)
Profit after Tax	(1.27)	2.35
Add: Tax Adjustment for earlier year	0.00	0.00
Net Profit	(1.27)	2.35

Financial Performance

During the year under consideration your Company's total income including other income is ₹779.54 Lacs as compared to ₹337.29 Lacs in the previous year and thereby registering an increase of 131.11 % as compared to the previous year. The Net Loss after tax is ₹1.27 Lacs against the profit of ₹2.35 Lacs in the previous year, thus registering a decrease of 154.04% as compared to the previous year.

Dividend:

The Directors have decided to plough back the profits.

Directors:

During the year under review Mrs. Tanu Girraj Kishor Agarwal has resigned from the Board with effect from 23/01/2014 due to their pre-occupation. Board appreciates the valuable contribution to the Company during the tenor of their directorship.

In compliance of Section 203 (1) of the Companies Act, 2013 Mr. Ashok Lalji Vishwakarma elevated to the position of Chief Financial Officer of the Company (CFO) under Category w.e.f 21.07.2014.

Declaration of Independence by Directors:

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

Deposits:

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

Auditors:

M/s. DMKH & Co., Chartered Accountants having Registration No. 116886W, has been the Auditors of the Company since 26th September, 2008 and has completed a term of five years. As per the provisions of section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above, M/s. DMKH & Co. being eligible for reappointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 28th August, 2014, proposed the appointment of M/s. DMKH & Co. as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.

Auditors Report:

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

Application to RBI:

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

Directors' Responsibility Statement:

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

- (a) That in the preparation of the accounts for the financial year ended 31st March 2014 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 the 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, 2014 on a going concern basis.
- (e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Postal Ballot

During the year company has carried out Postal Ballot u/s 192A of the Companies Act, 1956 for change in its Main Object from technology business to Share Trading and Finance business. Commencement of new business and change of its name from M/s. Axon Infotech Limited' to M/s. Axon Finance Limited' to reflect its main business activity in its name. The Members of the Company had approved the same by casting their vote through postal ballot and company declared the result of postal ballot in its duly conveyed board meeting held on 06/03/2014 .

Change in Main Object:

Your company has altered its main object from technology business to Finance business i.e. share trading and financing, in which the company has good competitive edge and wide experience in comparison with its peer group companies in that field.

Since the company has resumed to finance and share trading activities, the management of the company has been of the view that its main object also should be get altered accordingly and decided to carry out postal ballot to seek members' approval for the same.

Change in Name:

As the members of the company are already aware, that during the year under consideration your company has changed its main object from Technology business to Finance and share trading activities. So keeping legal point in mind and to give a wider meaning and better understanding of the Company's Business to the stakeholders, the management of company was of a view that it shall be beneficial and advisable for company to have the name of the company in consonance with its main object and decided to change name of the company from 'Axon Infotech Limited' to 'Axon Finance Limited' for which company has carried out postal ballot.

Shifting of Registered Office

During the year Company has shifted its registered office within the local limit of same city from 109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai-400053 to Shop No. 26, Meera Co operative Hsg Soc, Near Oshiwade Police Station, New Link Road, Andheri (West), Mumbai-400053, to enable the company's staff to work more efficiently and comfortably by providing them with sufficient working place and condition.

Statutory Disclosures:

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

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

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

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

Conservation of Energy and Technology Absorption:

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

Foreign Exchange:

There is no inflow and outflow of Foreign Exchange

Particulars of Employee:

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

Listing of Shares:

Equity shares of your Company are listed on Bombay Stock Exchange only and the Company has paid the necessary Listing fees for the year 2014-2015.

Corporate Governance Compliance:

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

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

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

Green Initiative in Corporate Governance:

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

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

Companies Act, 2013:

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

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

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

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

Acknowledgement:

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

FOR & ON BEHALF OF THE BOARD

Place: Mumbai
Date: 28/08/2014

Sd/-
Girraj Kishor Agrawal
(Managing Director)

Sd/-
Tushar Ramchandra Rane
(Director)

CORPORATE GOVERNANCE REPORT

A) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages attainment of the highest levels of transparency, accountability and equity, in all facets of its operations and in all interactions with its stakeholders, including shareholders, employees, the government and the society in general. The Company continuously endeavors to improve on these aspects on an ongoing basis.

Given below are the Company's Corporate Governance policies and practices for FY 2014. As will be seen, the Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements in accordance with the provisions of Clause 49 of the listing agreement.

This report is for compliance of Clause 49 of the Listing Agreement, which the Company has entered into with the Stock Exchanges.

B) BOARD OF DIRECTORS

The Board of the Directors of the Company has a combination of Executive and Independent Directors with varied professional background in the field of Information Technology, Finance, Marketing, Administration and Strategic Management. As on March 31, 2014 the Board has three members on a Board.

The Board of Directors comprises of Mr. Girraj Kishor Agrawal as Managing Director, Mr. Tushar Ramchandra Rane and Mr. Zubin Jasi Pardiwala as Independent Non Executive Directors. In compliance of Section 203 (1) of the Companies Act, 2013 Mr. Ashok Lalji Vishwakarma elevated to the position of Chief Financial Officer of the Company (CFO) under KMP category w.e.f 21.07.2014.

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

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

- (i) The composition of the Board of Directors and their attendance at the meetings during the period and 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
Mr. Girraj Kishor Agrawal	M.D	13	Yes	6	-	2
Mrs. Tanu Girraj Agarwal	N.E.D	9	Yes	7	-	6
Mr. Zubin Pardiwala	I.N.E.D	8	No	3	4	4
Mr. Tushar Rane	I.N.E.D	7	Yes	5	2	10

*Resigned w.e.f 23/01/2014

N.E.D Non Executive Director

I.N.E.D Independent Non Executive Director

N.E.D- Non Executive Director

- (ii) During the period ended 31st March 2014, Thirteen (13) Board Meetings were held on the following dates. The maximum time gap between any two consecutive meetings did not exceed 4 months

29/05/2013, 05/07/2013, 23/07/2013, 12/08/2013, 27/08/2013, 14/11/2013, 22/11/2013, 23/11/2013, 24/12/2013, 23/01/2014, 31/01/2014, 13/02/2014, 25/02/2014, 06/03/2014 and 20/03/2014 .

C) CODE OF CONDUCT

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

D) AUDIT COMMITTEE

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

- (i) Brief description of terms of reference: The terms of reference of the Audit Committee are in conformity with the provisions of Subclause II of Clause 49 of the Listing Agreements with the Stock Exchanges which, inter alia include the following:-
- ¾ Oversight of the Company's financial reporting process.
 - ¾ Recommending appointment and removal of external auditors and fixing of their fees.
 - ¾ Reviewing with management the quarterly, half yearly and annual financial results / statements with special emphasis on accounting policies and practices, compliances with accounting standards and other legal requirements concerning financial statements.
 - ¾ Reviewing the adequacy of the Audit and compliance functioning including their policies, procedures, techniques and other regulatory requirements.
 - ¾ Reviewing the adequacy of internal control systems and significant audit findings.
 - ¾ Discussion with statutory and internal auditors regarding nature and scope of audit
- (ii) The composition and details of the meetings of the Audit Committee are as follows:

The Company has an adequately qualified Audit Committee. The Committee comprised three Directors. The Audit Committee comprises of Viz- Mr. Zubin Jasi Pardiwala and Mr. Tushar Ramchandra Rane, as an Independent & Non-Executive Director, Mr. Girraj Kishor Agrawal, as Executive Director. Mr. Zubin Jasi Pardiwala is Chairman of Audit Committee.

During the year under consideration the constitution of Audit Committee has been changed. Mrs. Tanu Agarwal has been resigned w.e.f. 23/01/2014 and Mr. Girraj Kishor Agrawal has been appointed as a member of Audit Committee in place of Mrs. Tanu Giriraj Kishor Agarwal w.e.f. 24/01/2014 .

Name of the Membe	Position
Mr. Zubin Pardiwala	Chairman
Mr. Girraj Kishor Agrawal@	Member
Mr. Tushar Rani	Member
Mrs. Tanu Girraj Agarwal	Member

*resigned w.e.f 23/01/2014

@Appointed w.e.f 24/01/2014

E) SHAREHOLDERS' INVESTORS' GRIEVANCE COMMITTEE

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

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

- (ii) The composition of the Shareholders Grievance Committee is as follows

The Company has an adequately qualified Shareholder Grievance Committee. As on 31 March, 2014, the Committee comprised

three Directors. The Committee comprises of Viz Mr. Zubin Jasi Pardiwala, and Mr. Tushar Ramchandra Rane, as an Independent & Non-Executive Director, Mr. Girraj Kishor Agrawal, as Executive Director. Mr. Zubin Jasi Pardiwala is Chairman of Shareholder Grievance Committee

During the year under consideration the constitution of Shareholder Grievance Committee has been changed, Mrs. Tanu Agarwal has been resigned w.e.f. 23/01/2014 and Mr. Girraj Kishor Agrawal has been appointed as a member of Shareholder Grievance Committee in place of Mrs. Tanu Girraj Kishor Agarwal w.e.f. 24/01/2014.

Name of the Member	Position
Mr. Zubin Pardiwala	Chairman
Mr. Girraj Kishor Agrawal@	Member
Mr. Tushar Rane	Member
Mrs. Tanu Girraj Agarwal	Member

*resigned w.e.f 23/01/2014

@Appointed w.e.f 24/01/2014

F) REMUNERATION COMMITTEE

The Company has constituted a Remuneration Committee with terms of reference to evaluate compensation and benefits for Directors and to frame policies and procedures for Stock Option Plans as approved by Shareholders.

This Committee also acts as Nomination Committee and Compensation Committee.

(i) The composition of the Remuneration Committee is as follows:

The Company has an adequately qualified Remuneration Committee. As on 31 March, 2014, the Committee comprised three Directors. The Committee comprises of Viz Mr. Zubin Jasi Pardiwala, and Mr. Tushar Ramchandra Rane, as an Independent & Non-Executive Director, Mr. Girraj Kishor Agrawal, as Executive Director. Mr. Zubin Jasi Pardiwala is Chairman of Remuneration Committee.

During the year under consideration the constitution of Remuneration Committee has been changed, Mrs. Tanu Agarwal has been resigned w.e.f. 23/01/2014 and Mr. Girraj Kishor Agrawal has been appointed as a member of Remuneration Committee in place of Ms. Tanu Girraj Kishor Agarwal w.e.f. 24/01/2014.

Name of the Member	Position
Mr. Zubin Pardiwala	Chairman
Mr. Girraj Kishor Agrawal@	Member
Mr. Tushar Rane	Member
Mrs. Tanu Girraj Agarwal	Member

*resigned w.e.f 23/01/2014

@Appointed w.e.f 24/01/2014

(ii) Remuneration paid to Directors during the period ended 31 March, 2014:

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

(iii) Shareholding of the Directors in the Company as on 31 March 2014:

Name Of Director	No. of Shares held
Mr. Girraj Kishor Agarwal	106460
Mr. Tushar Ramchandra Rane	Nil
Mrs. Tanu Girraj Agarwal @	Nil
Mr. Zubin Jasi Pardiwal	Nil

@Resigned w.e.f 23/01/2014

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

G) GENERAL BODY MEETINGS

- (i) Last AGM held on 27/09/2013
 (ii) The last three Annual General Meetings were held as under-

Year/Period Ended	Date of Meeting	Time
31 st March, 2011	18/08/2011	03.30 P.M
31 st March, 2012	27/09/2012	11.30 A.M
31 st March, 2013	27/09/2013	03.00 P.M

- (iii) Extra Ordinary general Meeting was held during the year: None
 (iv) Postal Ballot: During the year the Company had carried out Postal ballot for Change of Name and Main Objects of the Company. The result was declared on 06/03/2014 in duly conveyed board meeting.

H) DISCLOSURES

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

Details of Non Compliance by the Company, penalties strictures imposed on the Company 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 29th Annual General Meeting of the Company will be held on 30/09/2014 at 04.00 p.m. in Mumbai.

(ii)

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

- (iii) Book Closure date :23/ 09/2014 to 24/09/2014
 (iv) Dividend payment date : Not applicable
 (v) (a) Listing of Equity Shares: Bombay Stock Exchange
 (b) Listing fees is duly paid to the Bombay stock exchange Limited as per listing agreement.
 (vi) (a) Stock Code BSE CODE05506
 (b) Demat ISIN Numbers in NSDL & CDSL:INE663D01011 for Equity Shares
 (vii) Stock Market Data at BSE:

Month	High	Low	Close	No. of Share
April 2013	8.73	6.75	7.75	15,665
May 2013	9.00	7.85	9.00	2,953
June 2013	8.58	6.75	7.11	6,117
July 2013	7.46	6.54	7.38	13,234
August 2013	8.12	7.74	8.12	6
September 2013	9.38	8.12	8.64	1,706
October 2013	8.61	7.42	7.50	930
November 2013	7.76	6.42	7.76	20,324
December 2013	8.54	7.72	7.72	5,643
January 2014	7.34	6.15	6.40	8,187
February 2014	7.35	6.16	7.35	33,997
March 2014	7.09	6.13	6.20	8,594

(viii) Distribution of Shareholding as On 31st March, 2014

Shareholders			Shareholding	
No. of Share	Nos	%	Holding in Rs	%
1 - 5000	2362	83.40	3681130	4.82
5001 - 10000	213	7.52	1725480	2.26
10001 - 20000	110	3.88	1657450	2.17
20001 - 30000	30	1.06	748230	0.98
30001 - 40000	19	0.67	681090	0.89
40001 - 50000	21	0.74	998200	1.31
50001 - 100000	37	1.31	2865490	3.75
100001 - and above	40	1.41	64042930	83.83
Total	2832	100.00	76400000	100.00

(ix) Shareholding pattern as on 31.03.2014

Category		No. of Shars held	Percentage of Shareholding
A	Promoter's Holding		
1	Promoters		
	- Indian Promoters	1070179	14.01
	- Foreign Promoters	-	-
2	Persons acting in concei	-	-
	Sut - Total	1070179	14.01
B	Non-Promoter's Holding	-	-
3	Institutional Investors	-	-
a)	Mutual Funds and UT	-	-
b)	Banks, Financial Institutions, Insurance Compani	-	-
	(Central/State Govt. Institutions/Non Government Institutions)	-	-
C	FII's	-	-
	Sub- Total	-	-
4	Others	-	-
a)	Private Corporate Bodie	2505586	32.80
b)	Indian Public	4059095	53.13
c)	NRI's/OCB's- NRI	5105	0.07
d)	Any Other (Please specify) - Clearing Member:	35	0.00
	Sut-Total	6569821	85.99
	Grand Tota	7640000	100%

(x) DEMATERIALISATION OF SHARES

As on 31st March, 2014, 99.99% of the Company's Shares representing 703996 Shares were held in dematerialized form and the balance 4 Shares were held in physical form.

SHAREX DYNAMIC PRIVATE LIMITED,
Luthra Industrial Premises,
Unit No. 1, Safed Pool,
Andheri (East),
Mumbai – 400 072

(xi) INVESTOR CORRESPONDENCE:

For Transfer/dematerialization 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

Address for Correspondence:

Axon Finance Limited (Formerly Axon Infotech Limited)

Shop No. 26, Meera Cooperative Hsg Soc, Near Oshiwara Police Station, New Link Road, Andheri (West), Mumbai 400 053.

Web Site www.axoninfotech.in

Email Id: axoninfotechltd@gmail.com

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

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

The management discussion and analysis have been included in consonance with the code of corporate governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments 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 operation of the company during majority of the year was mainly centered in Finance Business and Share Trading. The company was dealing in Lending, Advancing and Depositing Money in Industrial and other Undertakings and Businesses and to deal in acquiring, selling, subscribing, transferring, holding, disposing, and otherwise dealing and investing in shares, securities, movables, etc.

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

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

Industry Structure and Development:

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

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

Financial Performance:

During the year under consideration your Company's total income including other income is Rs 779.54 Lacs as compared to Rs.337.29 Lacs in the previous year and thereby registering an increase of 131.11 % as compared to the previous year. The Net Loss after tax is Rs. 1.27 Lacs against the profit of Rs. 2.35 Lacs in the previous year, registering decrease of 154.04% as compared to the previous year

Segmentwise Performance

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

Subsidiary Company

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

Outlook

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

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

Risk & Concerns:

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

- ¾ Identification of the diverse risks faced by the company.
- ¾ The evolution of appropriate systems and processes to measure and monitor them.
- ¾ Risk Management through appropriate mitigation strategies within the policy framework.
- ¾ Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- ¾ Reporting these risk mitigation results to the appropriate managerial levels.
- ¾ There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increase use of technology and staff turnover. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

Opportunities and Threats:

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

- ¾ Clients are more comfortable with uniform high quality and quick service and process across the enterprise.
- ¾ There are good prospects for expanding further activities in this direction.

The company is also facing severe competition from other travel companies

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

- ¾ Heightened competition
- ¾ Increasing Compliances
- ¾ Attraction and retention of human capital.
- ¾ Regulatory changes.

Internal Control Systems and their Adequacy:

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

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

Human Resources/Industry Relations:

The company provides excellent working environment so that the individual staff can reach his/her full potential. HR strives to enable the organization to achieve its objective by constantly aligning the 'people factor' with the 'business needs'. This creates a need for constantly evolving and stimulating the systems and processes in the context of organizational culture. As part of the HR Action plan, we have initiated steps to work on each of key variables that affect human resources, both at a strategic level and at an operational level. The company is poised to take on the challenges and march towards accomplishing its mission with success.

Cautionary Statement:

Statement in the Management Discussion and analysis describing the company's objectives, exceptions or predictions may be forward 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 disasters, statutes, policies, procedures listing requirements and management guidelines. It Adheres to applicable accounting standards and polices.

Auditors' Certificate on Corporate Governance

Auditor's Certificate on Compliance of the conditions of Clause 49 of the Listing Agreement (Corporate Governance) for the year ended 31st March, 2014

To,
The Members of AXON FINANCE LIMITED
(Formerly Known as AXON INFOTECH LIMITED)

We have examined the compliance of corporate governance by AXON FINANCE LIMITED (Formerly Known as AXON INFOTECH LIMITED) for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchange.

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.

In our opinion and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions for Corporate Governance as stipulated in the above mentioned Listing Agreement except for the appointment of a Whole Time Secretary as required under Section 383A of the Companies Act, 1956.

We state that none of the Investor Grievances is pending for a period exceeding one month, as at March, 2014 against the Company as per records maintained by the Shareholders/Investors Grievance Committee.

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 of the company has conducted the affairs of the Company.

For DMKH & Co.,
(Chartered Accountants)
Firm Registration No:116886W

Sd/-
Neha Chechani
(Partner)
Membership Number:419704

Place: Mumbai
Date:29th May, 2014

INDEPENDENT AUDITORS' REPORT

To,
The Members of,
Axon Finance Limited
(Formerly Known as Axon Infotech Limited)

Report on the Financial Statements

We have audited the accompanying financial statements of AXON FINANCE LIMITED (Formerly Known as Axon Infotech Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, 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 and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 3th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013 and in accordance with the Accounting Principal Generally Accepted in India. 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 but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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 31, 2014;
- b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, the cash flows for the year ended on that date.

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, 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 subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013.
- e) On the basis of written representations received from the directors as on March 31, 2014, and on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as auditor in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For DMKH & Co.,
(Chartered Accountants)
Firm Registration No: 116886W

Sd/-
Neha Chechani
(Partner)
Membership Number:419704

Place: Mumbai
Date: 29th May, 2014

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that:

- i. a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) We have been informed that the fixed assets of the Company have been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- c) According to the information & explanation given to us, the Company has not disposed of any substantial part of its fixed assets during the year.
- ii. a) As explained to us, inventories (shares in demat form) have been physically verified by management during the year. In our opinion, the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanation given to us, the procedure of physical verification of Inventories referred to in 2(a) above followed by the management, are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) In our opinion and according to the information and explanation given to us, the company has maintained proper records of inventories. As per the information and explanation provided to us and having regard to the size of the company, no material discrepancies were noticed on physical verification of inventory as compared to book records.
- iii. a) According to the information and explanations given to us and on the basis of examination of the books of account by us, the company has not granted any interest free loan to parties covered in the Register maintained under section 301 of the Companies, Act 1956. Accordingly, the clause (ii), (iii)(c), and (iii)(d) of paragraph 4 of the order are not applicable to the company for the year
- b) The Company has not taken any loan secured or unsecured, from companies, firms or other parties entered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the clause (iii) (f) and (iii) (g) of paragraph 4 of the order are not applicable to the company for the year.
- iv. 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 with regard to the purchase of inventory (shares), fixed assets and sale of goods. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. a) In our opinion, and according to the information and explanations given to us, the transactions that are to be entered into the register maintained under Section 301 of the Companies act, 1956 have been so entered.
- b) In our opinion and according to information and explanation given to us, where such transactions are in excess of Rupees Five Lacs or more during the year in respect of any party have been made at a prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time.
- vi. The Company has not accepted any deposits during the year under the provisions of (Deposits not to be invited without issuing an advertisement) section 58A and 58AA of the Companies Act, 1956, and the rules framed thereunder are not applicable.
- vii. As explained to us, there is no formal internal audit system. However, the Company has adequate internal control procedure involving internal checking of its financial record.
- viii. According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under Section 209 (1)(d) of the Companies Act, 1956 for the Company.

- ix. a) According to the information and explanation given to us the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable.
- b) According to the information and explanation given to us, no undisputed amount payable in respect of sales tax, income tax, customs duty, wealth tax, service tax, excise duty and cess were in arrears, as at 31st March, 2014 for a period of more than six months from the date they became payable.
- x. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year
- xi. Based on our examination of the records and the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- xii. Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and securities.
- xiii. In our opinion and according to the information and explanation given to us, the Company is not a chit fund or a Nidhi/mutual benefit fund/society. Accordingly the provisions of the clause 4(xiii) of the said order are not applicable to the Company.
- xiv. The Company has maintained proper records of the transactions and contracts of the investment dealt in by the Company and timely entries have been made therein. The investments made by the Company are held in its own name.
- xv. According to the information and explanations given to us, the Company has not given any guarantees taken by others from bank or financial institutions.
- xvi. According to the information and explanation given and based on the documents and records produced, the company has not taken any term loan for the period.
- xvii. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, in our opinion that no funds raised on a short term basis which have been used for long term investment.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.
- xix. According to the information and explanations given to us, the Company has no outstanding debentures during the period under audit.
- xx. According to the information and explanations given to us, the Company has not raised any money by way of public issue during the year and accordingly the provision of the relevant clause of the order is not applicable to the Company.
- xxi. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that nothing has been noticed or reported during the course of our audit

For DMKH & Co.,
(Chartered Accountants)
Firm Registration No:116886W

Sd/-
Neha Chechani
(Partner)
Membership Number:419704

Place: Mumbai
Date: 29th May, 2014

CEO / CFO CERTIFICATION

The Board of Directors,
Axon Finance Limited
(Formerly Axon Infotech Limited)

We hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31~~st~~st March, 2014 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 violate 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, the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Axon Finance Limited

Sd/-
Girraj Kishor Agrawal
(Managing Director)

Place: Mumbai,
Date: 28/08/2014

COMPLIANCE CERTIFICATE

To
The Members of
Axon Finance Limited

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

For Axon Finance Limited

Sd/-
Girraj Kishor Agrawal
(Managing Director)

Place: Mumbai,
Date: 28/08/2014

AXON FINANCE LIMITED

(Formerly Axon Infotech Limited)
BALANCE SHEET AS AT 31st MARCH, 2014

(Amt in Rs.)

Particulars	Note No.	As at 31 March, 2014	As at 31 March, 2013
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	76,400,000	76,400,000
(b) Reserves and surplus	3	55,556,640	55,683,395
		131,956,640	132,083,395
2 Non-current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities		42,641	26,348
(c) Other long-term liabilities		-	-
(d) Long-term provisions		-	-
		42,641	26,348
3 Current liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	4	332,610	153,992
(c) Other current liabilities	5	-	3,371
(d) Short-term provisions	6	-	114,155
		332,610	271,518
TOTAL		132,331,891	132,381,260
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	7	259,504	324,577
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(v) Fixed assets held for sale		-	-
		259,504	324,577
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	8	53,170,936	65,359,647
(e) Other non-current assets		-	-
		53,170,936	65,359,647
2 Current assets			
(a) Current investments		-	-
(b) Inventories	9	76,383,384	65,639,062
(c) Trade receivables	10	-	31,876
(d) Cash and cash equivalents	11	1,783,401	395,259
(e) Short-term loans and advances	12	734,666	630,839
(f) Other current assets		-	-
		78,901,451	66,697,036
TOTAL		132,331,891	132,381,260
Significant Accounting Policies	1		
The accompanying notes are an integral part of the financial statements			

In terms of our report attached.
For DMKH & Co.
Chartered Accountants
FRN:- 116886W

Sd/-
CA. Neha Chechani
(Partner)
M.No.- 419704

Place : MUMBAI
Date : 29/05/2014

For and on behalf of the Board

Sd/-
Girraj Kishor Agrawal
(Managing Director)

Zubin Pardiwala
(Director)

Sd/-
Tushar Rane
(Director)

AXON FINANCE LIMITED

(Formerly Axon Infotech Limited)

STATEMENT FOR PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2014

(Amt in Rs.)

Particulars	Note No.	For the year ended 31 March, 2014	For the year ended 31 March, 2013
		Rs.	Rs.
1 CONTINUING OPERATIONS			
(a) Revenue from operations (gross)	13	75,119,289	29,526,077
(b) Other income	14	2,835,121	4,202,597
Total revenue:		77,954,410	33,728,674
2 Expenses			
(a) Cost of Operations	15	75,953,289	31,018,476
(b) Employee benefits expense	16	1,000,270	1,861,475
(c) Finance costs		-	28
(d) Depreciation and amortisation expense	7	65,074	65,074
(e) Other expenses	17	992,465	439,811
Total expenses		78,011,098	33,384,865
3 Profit / (Loss) before exceptional and extraordinary items and		-56,688	343,809
4 Exceptional items		-	-
5 Profit / (Loss) before extraordinary items and tax (5 ± 6)		-56,688	343,809
6 Extraordinary items		-	-
7 Profit / (Loss) before tax (7 ± 8)		-56,688	343,809
8 Tax expense:			
(a) Current tax expense for current year			114,155
(b) (Less): MAT credit (where applicable)		-	-
(c) Current tax expense relating to prior years		53,780	-
(d) Net current tax expense			-
(e) Deferred tax		16,291	-5,522
		70,071	108,632
9 Profit / (Loss) for the year		-126,759	235,177
10 Earnings per share (of Rs. 10/- each):			
(a) Basic		-0.02	0.03
(b) Diluted		-0.02	0.03
The accompanying notes are an integral part of the financial statements			

In terms of our report attached.

For DMKH & Co.
Chartered Accountants
FRN:- 116886W

For and on behalf of the Board

Sd/-
CA. Neha Chechani
(Partner)
M.No.- 419704

Sd/-
Girraj Kishor Agrawal
(Managing Director)

Sd/-
Zubin Pardiwala
(Director)

Place : MUMBAI
Date : 29/05/2014

Sd/-
Tushar Rane
(Director)

AXON FINANCE LIMITED

(Formerly Axon Infotech Limited)
Cash Flow Statement for the year ended 31 March, 2014

(Amt in Rs.)

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	Rs.	Rs.	Rs.	Rs.
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		-56,688		343,809.00
Adjustments for:				
Depreciation and amortisation	65,074		65,074.00	
Interest income	-2,835,121		-4,202,597	
		-2,770,047		-4,137,523
Operating profit / (loss) before working capital changes		-2,826,735		-3,793,714
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	-10,744,322		-13,999,100	
Trade receivables	31,876		41,490	
Short-term loans and advances	-217,977		12,895,840	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	178,618		33,130	
Other current liabilities	-3,371		3,100	
Short-term provisions			-259,150	
Long-term provisions				
		-10,755,176		-1,284,690
Cash generated from operations		-13,581,911		-5,078,404
Net income tax (paid) / refunds		-53,780		-144,000
Net cash flow from / (used in) operating activities (A)		-13,635,691		-5,222,404
B. Cash flow from investing activities				
Loans realised				
- Others	12,188,711		-	
Amounts received from sale of shares	-		6,570	
Interest Income	2,835,121		4,202,600	
		15,023,832		4,209,170
Cash flow from extraordinary items		-		-
		15,023,832		4,209,170
Net income tax (paid) / refunds				-
Net cash flow from / (used in) investing activities (B)		15,023,832		4,209,170
C. Cash flow from financing activities				
Net cash flow from / (used in) financing activities (C)		-		-
		-		-
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		1,388,141		-1,013,234
Cash and cash equivalents at the beginning of the year		395,259		1,378,390
Cash and cash equivalents at the end of the year		1,783,400		395,259
Reconciliation of Cash and cash equivalents with the Balance Sheet:		1,783,401		395,259

See accompanying notes forming part of the financial statements

In terms of our report attached.

For DMKH & Co.
Chartered Accountants
FRN:- 116886W

For and on behalf of the Board

Sd/-
CA. Neha Chechani
(Partner)
Partner
M.No.- 419704

Sd/-
Girraj Kishor Agrawal
(Managing Director)

Sd/-
Zubin Pardiwala
(Director)

Place : MUMBAI
Date : 29/05/2014

Sd/-
Tushar Rane
(Director)

AXON FINANCE LIMITED

(Formerly Axon Infotech Limited)

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 2: SHARE CAPITAL

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised: 8,000,000 Equity Shares of Rs. 10/- each (Previous year 8,000,000 Equity Shares of Rs 10/- each)	8,000,000	80,000,000	8,000,000	80,000,000
(b) Issued, subscribed and fully paid-up shares: 7,640,000 Equity Shares of Rs. 10/- each fully paid up (Previous Year 7,640,000 Equity Shares of Rs. 10/- each)	7,640,000	76,400,000	7,640,000	76,400,000
Total Issued, subscribed and fully paid-up shares	7,640,000	76,400,000	7,640,000	76,400,000

(a) Reconciliation of the shares outstanding at the beginning and end of the reporting year

	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	Rs.	Number of shares	Rs.
Equity Shares				
At the beginning of the year	7,640,000	76,400,000	7,640,000	76,400,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	7,640,000	76,400,000	7,640,000	76,400,000

(b) Shares held by each shareholder holding more than 5% of equity share capital:

Name of the shareholder	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	% Shareholding	Number of shares	% Shareholding
NIRMAL BANG SECURITIES PVT. LTD.	967,875	12.67	528,856	6.91
PERFECT CORPORATE SERVICES LTD.	-	-	440,000	5.76
SANDESH BABARAM MHABDI	-	-	710,421	9.30
UNISYS SOFTWARES AND HOLDINGS INDUS	800,000	10.47	800,000	10.47
ARVIND KALYANJI RAMBHIA	-	-	522,002	6.83
IS AIRIS TRADING PVT. LTD	567,799	7.43	-	-
BHAVYA SACHIN GALA	532,760	6.97	532,760	6.97
PUSHPABEN PANACHAND GALA	658,376	8.62	658,376.00	8.62
MANGESH MADHUKAR DHOTRE	717,421	9.39	-	-
TOTAL [5% & above]	4,244,231	55.55	4,192,415	54.86

(c) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ` 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of directors subject to the approval of the shareholders in ensuing Annual General Meeting. In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity shares held by the shareholders.

AXON FINANCE LIMITED

(Formerly Axon Infotech Limited)

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 3: RESERVES AND SURPLUS

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Securities premium account (As per last Balance Sheet)	50,000,000.00	50,000,000.00
Closing balance	50,000,000.00	50,000,000.00
(b) General reserve (As per last Balance Sheet)	5,683,400.00	6,200,000.00
Closing balance	5,683,400.00	6,200,000.00
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance		-751,781
Add: Profit / (Loss) for the year	-126,759	235,177
Less: Profit / (Loss) transfer to Genral Reserve		-
Closing balance	-126,759	-516,604
Total	55,556,641	55,683,396

NOTE- 4 TRADE PAYABLE

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Trade payables:		
Acceptances		-
Other than Acceptances	332,610	153,992
Total	332,610	153,992.00

NOTE-5 OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Unpaid dividends		-
(b) Other payables	-	3,371
Total	-	3,371.00

AXON FINANCE LIMITED

(Formerly Axon Infotech Limited)

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE-6 SHORT TERM PROVISIONS

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Provision - Others:		
(i) Provision for tax		114,150
AY 1	-	114,150.00

NOTE-8 LONG TERM LOANS & ADVANCES

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Security deposits		
Unsecured, considered good	1,089,375	1,089,375
Doubtful	-	-
(b) Other		
Unsecured, considered good	52,081,561	64,270,272
Less: Provision for doubtful deposits		-
	53,170,936	65,359,647
Total	53,170,936	65,359,647

NOTE- 9 INVENTORIES

(At lower of cost and net realisable value)

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Stock-in-trade of Share	76,383,384	65,639,062
Total	76,383,384	65,639,062

AXON FINANCE LIMITED

(Formerly Axon Infotech Limited)

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE-7 FIXED ASSETS

A.	Tangible assets	Gross block					
		Balance as at 1 April, 2013	Additions	Disposals	Borrowing cost capitalised	Other adjustments	Balance as at 31 March, 2014
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
	(a) Furniture and Fixtures	125,700	-	-	-	-	125,700
	(b) Vehicles-Motor Ca	528,000	-	-	-	-	528,000
	(c) Office equipmen	146,471	-	-	-	-	146,471
	Total	800,171	-	-	-	-	800,171
	Previous year	3,960,357	-	-	-	-	800,171

NOTE-7 FIXED ASSETS (CONTD.)

A.	Tangible assets	Accumulated depreciation and impairment			Net block		
		Balance as at 1 April, 2013	Depreciation / amortisation expense for the	Eliminated on disposal of assets	Balance as at 31 March, 2014	Balance as at 31 March, 2014	Balance as at 31 March, 2013
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
	(a) Furniture and Fixtures	72,768	7,957	-	80,725	44,975	52,932
	(b) Vehicles	340,676	50,160	-	390,836	137,164	187,324
	(c) Office equipmen	62,149	6,957	-	69,106	77,365	84,322
	Total	475,593	65,074	-	540,667	259,504	324,578
	Previous year	2,719,420	-	-	3,296,760	663,597	124,093

AXON FINANCE LIMITED

(Formerly Axon Infotech Limited)

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE- 10 TRADE RECEIVABLE

Particulars	As at 31 March, 2014	As at 31 March, 2013
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good		23,362
Doubtful		-
	-	23,362
Less: Provision for doubtful trade receivable		
	-	23,362
Other Trade receivable:		
Secured, considered good		8,514
Unsecured, considered good	-	-
Doubtful	-	-
	-	8,514
Less: Provision for doubtful trade receivable		
	-	8,514
Total	-	31,876

NOTE- 11 CASH & CASH EQUIVALENTS

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Cash on hand	826,315	203,535
(b) Balances with bank:		
(i) In current accounts	940,013	191,724
(ii) In deposit accounts	17,073	-
Total	1,783,401	395,259

NOTE- 12 SHORT TERM LOANS & ADVANCES

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Balances with government authorities		
(i) TDS receivable	734,666	630,839
	734,666	630,839
(b) Others- (Recoverable in cash or kind)		
Unsecured, considered good		
Doubtful	-	-
	-	-
Less: Provision for other doubtful loans and advances		
	-	-
Total	734,666	630,839

AXON FINANCE LIMITED

(Formerly Axon Infotech Limited)

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE- 13 REVENUE FROM OPERATIO

	Particulars	For the year ended	For the year ended
		31 March, 2014	31 March, 2013
(a)	Sale of Share	75,119,289	29,526,077
	Total	75,119,289	29,526,077

NOTE- 14 OTHER INCOM

	Particulars	For the year ended 31	For the year ended 31
		March, 2014	March, 2013
		Rs.	Rs.
(a)	Interest income		
	Interest on Fixed Deposit with Banl	1,019	3,355
	Interest on loans and advance	2,811,602	4,199,243
(b)	Dividend income	22,500	-
	Total	2,835,121	4,202,597

NOTE -15 COST OF GOODS SC

	Particulars	For the year ended 31	For the year ended 31
		March, 2014	March, 2013
		Rs.	Rs.
(a)	Opening Stock of Share	65,639,063	51,639,960
	Add: Purchases of Share	86,697,610	45,017,578
		152,336,673	96,657,538
	Less: Closing Stock of Shar	76,383,384	65,639,062
	Cost of Opereation	75,953,289	31,018,476
	Total	75,953,289	31,018,476

NOTE- 16 EMPLOYEE BENEFIT EXPENS

	Particulars	For the year ended 31	For the year ended 31
		March, 2014	March, 2013
		Rs.	Rs.
(a)	Salaries and wage:	999,020	1,853,790
(b)	Staff Welfare Expense	1,250	7,685
	Total	1,000,270	1,861,475

AXON FINANCE LIMITED

(Formerly Axon Infotech Limited)

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE- 17 OTHER EXPENSES

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	Rs.	Rs.
Advertisement Expense	23,350	21,330
Audit Fee (as per below note (i))	33,710	30,000
Bank Charges	24,761	762
Computer Expense	3,412	7,007
Conveyance	750	8,846
Electricity Expenses	11,792	10,098
Listing Fee:	25,000	25,000
Office Expenses	600	9,447
Other Transaction Charge	549,236	53,294
Postage & courier Charge	400	8,952
Printing & Stationary	1,400	10,824
Professional Charge	92,000	10,000
Rent	120,000	120,000
Repair & Maintainance	2,750	9,267
Legal & related Expense	6,500	2,500
Telephone Charge	12,520	10,502
Service tax	23,284	16,029
Share transfer charges/NSDL/CSDL Charge	61,000	85,954
Total	992,465	439,811

Note 17.1 Other expenses (contd.)

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	Rs.	Rs.
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	23,710	20,000
For taxation matters	5,000	5,000
For limited review fees	5,000	5,000
Total	33,710	30,000

ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

(a) Corporate Information

Brief Business Activity:

Dealing in Finance and Share Trading

(b) Basis Of Preparation Of Financial Statements

The financial statements have been prepared to comply in all material respects with the accounting standards notified by companies (accounting standards) rules 2006, (as amended) and the relevant provisions of the Companies Act, 1956 ("the act"). The financial statements have been prepared under the historical cost convention on an accrual basis in accordance with accounting principles generally accepted in India. The accounting policies have been consistently applied by the company and are consistent with those used in previous year

(c) 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

(d) Revenue recognition

All incomes and expenditure are recognized as per Accounting Standard 9' accounted on accrual basis except where stated otherwise.

(e) Fixed Assets

(i) Tangible fixed assets

Tangible 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 price. Borrowing costs directly attributable to acquisition of fixed assets which take 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 for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase be put to use.

(ii) Intangible fixed assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a basis which is estimated to be the useful life of the asset.

(f) Depreciation

Depreciation has been provided on Straight line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956 on pro-rata basis from the date assets have been put to use.

(g) Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognized in accordance with Accounting Standard 26 "Impairment of Assets", for the amount by which the asset's carrying amount exceeds its recoverable amount as on the carrying date. The recoverable amount is higher of the asset's fair value less costs to sell and its value in use. Value in use is the present value of the estimated future cash flows that are expected to arise from the asset or cash flows.

(h) Investments

Long term investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is of a permanent nature.

Current investments are carried individually, at the lower of cost and fair value. Costs of investments include acquisition charges such as brokerage, fees and duties.

(i) Inventories

Inventories are valued at cost or net realizable value whichever is lower.

(j) Taxation

Provision for current tax is made as per the provisions of the Income Tax Act, 1961.

Deferred tax for the year is recognized on timing difference, being the difference between taxable income and accounting income that originates in one period and is capable of reversal in one or more subsequent periods.

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is a reasonable certainty that the assets can be realized in future, however when there is an absolute depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets.

(k) Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

(l) Retirement Benefits

Liabilities in respect of bonus, gratuity, retirement benefit & leave encashment is being accounted for on cash basis.

(m) Earnings per share

The earnings considered in ascertaining the company's EPS comprise of the net profit after tax as per Accounting Standard 20 on "Earnings Per Share", issued by the Institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

(n) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

NOTES TO ACCOUNTS:

18. Balances of Loans and Advances, Secured Loans, Trade Payables & Others are subject to confirmation and consequential adjustments, if any.
19. In the opinion of the Board & to the best of their knowledge & belief the value of realization of current assets, loans & advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet & the provisions for all the loans & determined liabilities is adequate and not in excess of the amount.
20. Provision for retirement benefits to employees was provided on accrual basis, which is 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 Statement of Profit & Loss.
21. According to a technical assessment carried out by the Company, there is impairment in the carrying cost of cash generating units of the Company in terms of accounting standards issued by the Institute of Chartered Accountants of India.
22. The Company has not received the required information from suppliers regarding their dues under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid at the yearend together with interest paid/payable as required under the said Act have not been made.
23. Earnings Per Share (AS 20) :

The Earning Per Share computed as per the requirement under Accounting Standard 20 on Earnings Per Share issued by The Institute of Chartered Accountant of India, is as under

	2013-2014 (Rs.)	2012-2013 (Rs.)
Profit Attributable to Equity Share Holders (After Tax)	-1,26,688	2,35,180
Weighted Average Number of Equity Share (Nos)	76,40,000	76,40,000
Basic/ Diluted Earnings Per Share	0.00	0.03
Face Value per Equity Share	10.00	10.00

24. Deferred Tax Assets/(Liability) :

Break up of Deferred Tax Liability into major components of the respective balance is as follows:

	2013-2014 (Rs.)	2012-2013 (Rs.)
Opening Deferred Tax Liability	26,350	31,870
Adjusted during the year	16,291	5,522
Deferred Tax Liability on Account of Depreciation	42,641	26,350

25. According to a technical assessment carried out by the Company, there is no impairment in the carrying cost of cash generating units of the Company in terms of accounting standards issued by the Institute of Chartered Accountants of India.
26. Related Party Transaction :
- Related Parties and Nature of Relationship:

Related Party	Nature of Relationship
Girraj Kishor Agrawal	Managing Director
Zubin Jas Pardiwala	Director
Tushar Ramchandra Rane	Director
Five X Finance & Investment Limited	Substantial Interest of Director
Kayaguru Capital Market Private Limited	Substantial Interest of Director

Rockor Capital Market Pvt. Ltd	Substantial Interest of Director
Kayaguru health solutions Pvt limiter	Substantial Interest of Director
Banas Finance Ltd.	Substantial Interest of Director
RockonFintech Ltd.	Substantial Interest of Director
Shree Nath Commercial & Finance Lt	Substantial Interest of Director

Note: Related Parties as disclosed by the management and relied upon by auditors

Related Party Transaction

Particulars	Companies In Which Directors are substantially interested	Key Management Personnel	Relative of Key Management Personnel
LOAN TRANSACTION			
Gross Loans Give	-	-	-
Gross Loans Repa	-	-	-
<u>Purchase</u>			
Purchase of share			
Credit Balance as on 31.03.201	-	-	-
Debit Balance as on 31.03.20'	-	-	-

27. Segment Information (AS17)

Company has only one segment of activity namely "Trading and Financial Activities". Since there is No export turnover, there are no reportable geographical segments.

AS PER OUR REPORT OF EVEN DATE
For DMKH & Co.
Chartered Accountants
FRNNo. – 116886W

FOR AND ON BEHALF OF THE BOARD

Sd/-
CA Neha Chechani
(Partner)
M.No.419704

Sd/-
Girraj Kishor Agrawal
(Managing Director)

Sd/-
Zubin Pardiwala
(Director)

Place: Mumbai
Date:29/05/2014

Sd/-
Tushar Rane
(Director)

AXON FINANCE LIMITED

Registered Office: Shop No. 26, Meera Gop HSG, Nr. Oshiwara Police Station, New Link Road, Andheri (West), Mumbai: 400053.

Form No. MG711

Proxy form

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

CIN: L65999MH1982PLC027945

Name of the Company Axon Finance Limited (Formerly Axon Infotech Limited)

Registered Office: Shop No. 26, Meera Gop Hsg Soc, New Link Road, Nr. Oshiwara Police Station Andheri (W), Mumbai: 53.

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

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

1. Name: _____ Address: _____

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

2. Name: _____ Address: _____

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

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on the 30th September, 2014 Tuesday At 04.00 p.m. at E-109, Crystal Plaza, New Link Road, Opp. Infinity mall, Andheri (West), Mumbai- 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional	
		For*	Against
ORDINARY BUSINE			
1	Adoption of Balance Sheet as on 31 st March, 2014, the Profit & Loss Account for the year ended on that date and the reports of Director's & Auditors there		
2	Re-appointment of DMKH & Co., Chartered Accountants (ICAI Reg. No. 116886 Mumbai, as the Auditors of the Company to authorize the Board of Director to fix their remuneration.		
SPECIAL BUSINE			
3	Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 10 (Crores)		
4	Creation of Security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company		

Signed this _____ day of _____ 20 _____

Signature of shareholder _____

Signature of proxy holder(s) _____



Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting
- For the Resolutions, explanatory statement and notes, please refer to notice of the 29th Annual General meeting
- *It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your proxy will be entitled in the manner as he/she thinks appropriate.
- Please complete all details of member(s) in above box before submission.

AXON FINANCE LIMITED

(Formerly Axon Infotech Limited)

Registered Office: Shop No. 26, Meera Co-op HSG Nr. Oshiwara Police Station, New Link Road, Andheri (West), Mumbai: 400053.

POLLING PAPER

[Pursuant to section 109(5) and rule 7.19]

Name of the Company: Axon Finance Limited
 Registered Office: Shop No. 26, Meera Co-op Hsg Soc New Link Road, Nr. Oshiwara Police Station Andheri (West), Mumbai-53

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letter)	
2.	Postal Address:	
3.	Registered Folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent/dissent to the said resolution in following manner:

Sr. No.	Item No	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
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Ordinary Business:

1.	To consider and adopt Balance Sheet as on 31st Mar 2014, the Profit & Loss Account for the year ended on that date and the reports of Director's & Auditors thereon.			
2.	To Re-appoint DMKH & Co., Chartered Accountant (ICAI Reg. No. 116886W), Mumbai, as the Auditors of the Company to authorize the Board of Director to fix their remuneration.			

Special Business:

3.	Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs 100 Crores			
4.	Creation of Security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company			

Place:
Date:

(Signature of Shareholder)

BOOK POST

If undelivered please return to

REGISTERED OFFICE:

AXON FINANCE LIMITED

[Formerly Axon Infotech Limited]

SHOP NO. 26, MEERA CO-OPERATIVE HSG SOC,

NEAR OSHIWARA POLICE STATION,

NEW LINK ROAD, ANDHERI (WEST),

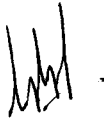


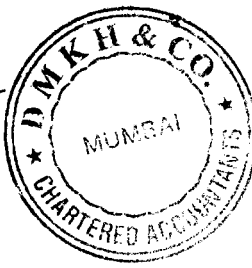
MUMBAI: 400053.

Web Site www.axoninfotech.in

Email Id: axoninfotechltd@gmail.com

FORM A

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

1.	Name of the Company	M/s. Axon Finance Limited (Formerly Axon Infotech Limited)
2.	Annual Financial Statements for the year ended	31 st March, 2014
3.	Type of Audit Observation	Unqualified
4.	Frequency of Observation	Not Applicable
5.	To be signed by-	
	<ul style="list-style-type: none">Girraj Kishor Agrawal (Managing Director)	 
	<ul style="list-style-type: none">DMKH & Company CA Neha Chechani (Auditor of the Company)	 
	<ul style="list-style-type: none">Zubin Pardiwala (Chairman of Audit Committee)	