

The background features a decorative graphic consisting of three overlapping circles in shades of blue, arranged in a descending diagonal line from the top right towards the bottom right. Two thin, light blue diagonal lines intersect at the top left corner, forming a large 'V' shape that frames the central text.

AXON INFOTECH LIMITED

**27TH ANNUAL REPORT
F.Y. 2011-12**

AXON INFOTECH LIMITED

REG.OFFICE:- E/109, CRYSTAL PLAZA, NEW LINK ROAD, ANDHERI (WEST),
MUMBAI: 400053.

27th ANNUAL REPORT

BOARD OF DIRECTORS

SHRI GIRRAJ KISHOR AGRAWAL	-	Managing Director
SMT TANU GIRIRAJ AGARWAL	-	Director
SHRI ZUBIN PARDIWALA	-	Director
TUSHAR RAMCHANDRA RANE	-	Director

AUDITORS:

DMKH & CO,
C-9, SANJAY APARTMENTS, NEAR GOKUL HOTEL,
S.V.P. ROAD, BORIVALI (W), MUMBAI- 400 092

REGISTAR & TRANSFER AGENT

M/S SHAREX DYNAMIC (INDIA) PVT. LTD
UNIT NO.1, LUTHRA INDL. PREMISES, ANDHERI KURLA ROAD,
SAFED POOL, ANDHERI (EAST), MUMBAI- 400 072.

BANKERS:

AXIS BANK LTD
HDFC BANK LTD

REGISTERED OFFICE:

E/109, CRYSTAL PLAZA,
NEW LINK ROAD, ANDHERI (WEST),
MUMBAI: 400053.

Web Site: www.axoninfotech.in

Email Id: axoninfotechltd@gmail.com

NOTICE OF TWENTY SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Members of **AXON INFOTECH LIMITED** will be held on Thursday, 27th September, 2012 at 11.30 a.m at C-250, 2nd Floor, Oshiwara Industrial Estate, Opp. Goregaon Depot, Off Link Road, Goregaon (West), Mumbai: 400104 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March 2012, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint Mrs. Tanu Giriraj Kishor Agarwal as Director of the company, who retires by rotation and, being eligible, offers herself for reappointment.
3. To re-appoint auditors and fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for time being in force) and subject to provisions of Articles of Association of Company, the consent of the Company be and is hereby accorded for appointment of Mr. Girraj Kishor Agrawal as the Managing Director of the Company, for a period of Five years with effect from 28th August, 2012 to 27th August, 2017 on the terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. Girraj Kishor Agrawal and reproduced in the Explanatory Statement enclosed herewith, which is hereby specifically sanctioned, with liberty to the Board of Directors (hereinafter referred to as “the Board” which shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment and / or remuneration and / or agreement in the best interest of the Company so as not to exceed the limits specified in Schedule XIII to the Companies Act 1956, including any statutory modification or re-enactment thereof, for the time being in force or any amendments and / or modification that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mr. Girraj Kishor Agrawal.

RESOLVED FURTHER THAT the board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

REGISTERED OFFICE
E/109, CRYSTAL PLAZA,
NEW LINK ROAD, ANDHERI (WEST),
MUMBAI: 400053.
Date: 28/08/2012

BY ORDER OF THE BOARD

Sd/-
Girraj Kishor Agrawal
Chairman

Important Communiqué to Members - Green Initiative in Corporate Governance

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail 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 ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) The Register of Members and the Transfer Book of the Company will remain closed from 25/09/2012 to 27/09/2012 (both days inclusive.)
- 3) Members / Proxies should bring attendance slip duly filled in for attending the meeting. Members are also requested to bring their copies of Annual Report.
- 4) Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat / physical form at Sharex Dynamic Private Limited, Luthra Industrial Premises, Unit No. 1, Safed Pool, Andheri (E), Mumbai – 400 072
- 5) Printed copies of the Balance Sheet, Profit and Loss Account, Director's Report, the Auditor's Report and every other documents required by the law to be annexed or attached to the Balance Sheet for the period ended 31st March, 2012 are enclosed herewith.
- 6) Members seeking any information with regard to accounts are requested to write to the company at least one week in advance so as to enable the management to keep the information ready.
- 7) Proxies in order to be effective must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the meeting.
- 8) The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is enclosed and forms part of the Notice.

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

Item No. 4

The Board of Directors at their meeting held on 28/08/2012 have subject to such consents, approvals and permissions as may be required including that of members in the ensuing general meeting and subject to the provisions of the Articles of Association of the Company, appointed Mr. Girraj Kishor Agrawal as the Managing Director of the Company for a period of period of 5 years with effect from 28th August, 2012 to 27th August, 2017 on the remuneration determined by the Board in this behalf. Accordingly the company has entered into agreement with Mr. Girraj Kishor Agrawal setting out the terms and conditions of the appointment and remuneration payable to him.

Brief Profile of the Director:

Mr. Girraj Kishor Agrawal is a Chartered Accountant. He has over 20 years of experience in the field of Finance and Taxation, he is also director of various public listed companies and private limited companies. He has wide and vast experience in Corporate Finance like ICD's , Bill Discounting, Project financing, Hire-Purchase, finance, and investment banking as he had been instrumental in syndicating such services to the clients.

The abstract of the said Agreement is as under:

1. Period: 5 years with effect from 28th August, 2012.
2. Remuneration:
 - a) Salary of Rs.12,00,000/- (Rupees Twelve Lakhs Only) per annum with such increments as may be decided by the Board subject to a ceiling of Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum.
 - b) Commission: Such Remuneration by way of commission, in addition to the above salary and perquisites calculated with reference to the net profits of the Company in a particular financial year and as may be determined by the Board of Directors of the Company, subject to the overall ceilings stipulated under section 198 and 309 of the Companies Act, 1956.

The specific amount payable to the Managing Director will be based on certain performance criteria to be laid down by the Board and will be payable annually after annual accounts have been adopted by the shareholders.

- c) Perquisites: The gross amount of salary of Managing Director is including of 40% as a various perquisites.

Minimum Remuneration:

Where in any financial year during the tenure of the Managing Director the company has no profit or its profit are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above .The Board of Directors have liberty to alter and vary the aforesaid terms and conditions relating to remuneration in line with such amendments as may be made from time to time to the Companies Act, 1956.

The appointment is terminable by notice by either of three months.

The Board or any Committee thereof is entitled to determine and revise the salary, perquisites, allowances and commission payable to the Managing Director of the Company at any time.

Your Directors, therefore, recommend the resolution at Item No. 4 for your approval.

Except Mr. Girraj Kishor Agrawal himself, none of the Directors of the Company may be considered to be interested or concerned in this appointment.

REGISTERED OFFICE
E/109, CRYSTAL PLAZA,
NEW LINK ROAD, ANDHERI (WEST),
MUMBAI: 400053.
Date: 28/08/2012

BY ORDER OF THE BOARD

Sd/-
Girraj Kishor Agrawal
Chairman

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT
THE FORTHCOMING ANNUAL GENERAL MEETING
(In pursuance of Clause 49 (vi) (A) of the Listing Agreement)**

Director seeking re-appointment

Name of the Director.	Mrs. Tanu Giriraj Kishor Agarwal
Date of Birth.	04/10/1968
Date of Appointment.	21/12/2009
Expertise in any specific functional Area.	Administration
Qualification	B.Sc
Directorships held in other companies.(excluding foreign-Companies.)	1) Shree Nath Commercial & Finance Ltd 2) Out Of City Travel Solutions Ltd 3) Rockon Fintech Ltd 4) Banas Finance Ltd 5) Handful Investrade Private Limited 6) Kayaguru Insurance Broker Private Limited 7) Kayaguru Health Solutions Limited 8) Kayaguru Wellness Private Limited 9) Five X Finance & Investment Limited
Committee position held in other Companies.	1) Member in Audit, Shareholder Grievance and Remuneration Committee of Out of City Travel Solutions Ltd. 2) Member in Audit, Shareholder Grievance and Remuneration Committee of Shree Nath Commercial & Finance Ltd.

BOARD OF DIRECTORS' REPORT

**To
The Members**

The Directors are pleased to present the 27th Annual Report together with the Audited Accounts for the financial year ended 31st March, 2012

Financial Results**(Amount in lacs)**

Particulars	Year ended 31/03/2012	Year ended 31/03/2011
Income	1040.19	1538.98
Profit before Dep. & Int.	3.73	6.54
Depreciation	2.74	5.77
Interest	0.00	0.00
Profit after Depreciation & interest	0.99	0.77
Provision for Taxation	1.08	1.76
Provision for Tax (deferred)	(0.64)	(1.55)
Profit after Tax	0.56	0.56
Add: Tax Adjustment for earlier year	0.00	0.00
Net Profit	0.56	0.56
Add : Profit B/d from earlier year	(8.07)	(8.63)
Amount available for Appropriation	(7.51)	(8.07)
Balance carried to Balance Sheet	(7.51)	(8.07)

FINANCIAL HIGHLIGHTS

During the year, Company's total income is Rs 1040.19 Lacs as compared to Rs 1538.98 lacs in the previous year and thereby registering a decrease of 32.41% as compared to the previous year. The Net Profit after tax was Rs. 0.56 Lacs against Rs. 0.56 Lacs in the previous year, registering no increase in profit.

DIVIDEND

Your Directors are not declaring any Dividend during the year under consideration.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company Mrs. Tanu Agarwal retire by rotation at the ensuing Annual General Meeting, and being eligible offers herself for reappointment.

Mr. Pradeep Dhanuka has resigned as the directors from the Board with effect from 16/07/2011. During his tenure as Director, he had greatly contributed to the performance of the Company by their vast knowledge and experience.

The management has also decided to appoint Mr. Giriraj Kishor Agrawal as Managing Director of Company at its meeting held on 28/08/2012 for the period of 5 years. Your Directors recommend the appointment of Mr. Giriraj Kishor Agrawal as Managing Director of your Company at the forthcoming Annual General Meeting.

DEPOSITS

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

FOREIGN EXCHANGE EARNINGS / OUT FLOW

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

PARTICULARS OF EMPLOYEE

During the year under review, no employee of the Company was in receipt of remuneration exceeding the sum prescribed under section 217(2A) of the Companies Act 1956, read with the Companies (particulars of employees) Rules 1975. Thus furnishing of particulars under the Companies ((particulars of employees) Rules 1975 are not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) That in the preparation of the accounts for the financial year ended 31st March 2012 the applicable accounting standards have been followed, along with proper explanation relating to all material departures.
- (ii) That they have, in the selection of the accounting policies, consulted the statutory auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that period.
- (iii) 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.
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2012 on a going concern basis.

AUDITORS

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

AUDITORS REPORT

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 217(3) of the Companies Act, 1956.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

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

LISTING OF SHARES

Equity shares of your Company are listed on Bombay Stock Exchange only and the Company has paid the necessary Listing fees for the year 2012 – 2013

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.

GREEN INITIATIVE IN CORPORATE GOVERNANCE'

The ministry of corporate Affairs (vide circular nos.17/2011 and 18/2011 dated April 21 and April 29,2011 respectively), has undertaken 'Green initiative in corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support their green initiative by registering/updating their email addresses, in respect of shares held in dematerialised form with their respective depository participants and in respect of shares held in physical form with Company Registrar & Share Transfer Agent.

ACKNOWLEDGEMENTS

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

FOR & ON BEHALF OF THE BOARD

Place: Mumbai
DATE :28/08/2012

Sd/-
Girraj Kishor Agrawal
Director

CORPORATE GOVERNANCE REPORT

A) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes that corporate governance is the application of best management practices, compliance of law in true letter and spirit and adherence to ethical standards for the effective management and distribution of wealth and discharge of social responsibility for the sustainable development of all stakeholders. Through its processes and independence of functioning, the Board of Directors of the Company provides effective leadership to the Company and its management for achieving sustained prosperity for all the stakeholders.

The cornerstone of the Company's philosophy on corporate governance is accountability to stakeholders, transparency in operations and fairness to all stakeholders. The Board considers itself as a trustee of its stakeholders including its shareholders and acknowledges its responsibilities towards them for safeguarding their interest. The overall endeavour is to take the Company forward, to maximize long term value and shareholders' wealth.

B) BOARD OF DIRECTORS

The Managing Director manages the affairs of the Company. The Board of Directors of the Company comprises an appropriate combination of Executive and Non-Executive Directors.

The Company has Managing Director and the number of Independent Directors is more than one-half of the Board. As on date the Company has 4 Directors on its Board, of which one is Managing Director and 2 Directors are independent and 1 Non-Executive Director. None of the Directors on the Board is a Member on more than 10 Committees or Chairman of more than 5 Committees (as specified in Clause 49), across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The Board of Directors comprises of Mr. Girraj Kishor Agrawal as Managing Director & Chairman, Mrs. Tanu Giriraj Agrawal as Non Executive Director, Mr. Zubin Pardiwala, as Independent Non Executive Director and Mr. Tushar Rane as Independent Non Executive Director.

a) The composition of the Board of Directors and their attendance at the meetings during the period and at the last Annual General Meeting as also number of other directorships, membership of committees are as follows: -

Name of Director	Status	No. of Board meetings Attended	Attendan ceat last AGM	No. of other Directors hips	Committee Membership	
					Committee	Membership
Mr. Girraj Kishor Agarwal*	M.D	5	Yes	8	-	2
Mrs. Tanu Giriraj Agarwal	N.E.D	5	No	9	-	6
Mr. Zubin Pardiwala	I.N.E.D	3	No	1	2	2
Mr. Tushar Rane	I.N.E.D	3	No	4	2	10

*Appointment M.D w.e.f 28/08/2012

N.E.D- Non Executive Director

I.N.E.D- Independent Non Executive Director

Notes:

During the period ended 31st March 2012, 5 Board Meetings were held on the following dates:

28/05/2011, 16/07/2011, 12/08/2011, 12/11/2011 and 14/02/2012.

C) AUDIT COMMITTEE

The Audit Committee was constituted in terms of Section 292A of the Companies Act, 1956 and as per the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges.

a) Brief description of terms of reference

The terms of reference of the Audit Committee are in conformity with the provisions of Sub-clause II of Clause 49 of the Listing Agreements with the Stock Exchanges which, inter alia, include the following:

Oversight of the Company's financial reporting process.

Recommending appointment and removal of external auditors and fixing of their fees.

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.

Reviewing the adequacy of the Audit and compliance functioning including their policies, procedures, techniques and other regulatory requirements.

Reviewing the adequacy of internal control systems and significant audit findings.

Discussion with statutory and internal auditors regarding nature and scope of audit.

b) The composition and details of the meetings of the Audit Committee are as follows:

Name of the Member	Position	Meetings held during the year	Meetings attended
Mr. Zubin Pardiwala	Chairman	4	4
Mr. Tushar Rane	Member	4	3
Mrs. Tanu Giriraj Agrawal#	Member	4	1
Mr. Girraj Kishor Agrawal*	-	4	4

Appointed as a member w.e.f. 26/06/2012

* Ceased as a Member w.e.f. 26/06/2012

*During the year constitution of Audit Committee has been changed due to appointment of Mrs. Tanu Giriraj Agrawal in place of Mr. Girraj Kishor Agrawal w.e.f. 26/06/2012 as a member.

The Chairman of the Audit Committee had not attended the 26th Annual General Meeting (AGM) due to his some preoccupations.

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

D) SHARE TRANSFER COMMITTEE

a) 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.

b) The composition of the Shareholders Grievance Committee is as follows:

Name of the Member	Position
Mr. Zubin Pardiwala	Chairman
Mrs. Tanu Giriraj Agrawal	Member
Mr. Tushar Rane#	Member
Mr. Girraj Kishor Agrawal*	-

Appointed as a member w.e.f. 26/06/2012

* Ceased as a Member w.e.f. 26/06/2012

* During the year constitution of Share Transfer Committee has been changed due to appointment of Mr. Tushar Rane in place of Mr. Girraj Kishor Agrawal w.e.f. 26/06/2012 as a member.

c) Name of Compliance Officer: Mr. Girraj Kishor Agrawal

E) REMUNERATION COMMITTEE

The Company has constituted a Remuneration Committee with terms of reference to evaluate compensation/commission and benefits for Directors. This Committee also acts as Nomination Committee and Compensation Committee.

a) The composition of the Remuneration Committee is as follows:

Name of the Member	Position
Mr. Zubin Pardiwala	Chairman
Mrs. Tanu Giriraj Agrawal	Member
Mr. Tushar Rane#	Member
Mr. Girraj Kishor Agrawal*	-

Appointed as a member w.e.f. 26/06/2012

* Ceased as a Member w.e.f. 26/06/2012

* During the year constitution of Remuneration Committee has been changed due to appointment of Mr. Tushar Rane in place of Mr. Girraj Kishor Agrawal w.e.f. 26/06/2012 as a member.

b) Remuneration Policy:

The Company while deciding the remuneration package of the directors and senior management personnel takes into consideration the following:

(i) Employment scenario

(ii) Remuneration package in the industry and

(iii) Remuneration package of the managerial talent of other industries.

The Executive and Non-Executive Directors (NEDs) are eligible for commission not exceeding an aggregate of 1% of the net profits of the Company but till date company has not paid any Commission and will pay only after the approval of member in general meeting.

The Company may pay sitting fees of 20,000 per meeting to the NEDs for attending the meetings of the Board and other Committees. But till date company is not paying any sitting fees.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to Chairman & Managing Director as approved by the shareholders of the Company. The ceiling on perquisites and allowances as a percentage of salary, is fixed by the Board as per Schedule XIII.

Remuneration paid to Directors during the period ended 31st March 2012

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

The above amounts do not include provisions for encashable leave, gratuity and premium paid for Group Health Insurance as separate premium.

d) Shareholding of the Directors in the Company as on 31st March 2012

Mr. Girraj Kishor Agrawal, Chairman and Managing Director, holds 106460 equity shares of Rs.10/- each in the Company.

None of the other non-executive director holds any shares, convertible instruments or stock options in the company. As on 31st March 2012, there are no outstanding options granted to any of the Directors of the Company.

F) GENERAL BODY MEETINGS

a) The last three Annual General Meetings were held as under:-

Year/Period Ended	Date of Meeting	Time
31 st March 2009	30/09/2009	04:00 P.M.
31 st March 2010	24/08/2010	03:30 P.M.
31 st March , 2011	18/08/2011	03.30 P.M

b) No Extra-Ordinary General Meeting of the shareholders was held during the year.

c) No Special Resolutions passed through postal ballot during the year.

G) DISCLOSURES

1. The Chairman & Managing Director and Chief Financial Officer have given a Certificate to the Board as contemplated in Clause 49 of the Listing Agreement.
2. During the period, there were no transactions materially significant with Company's promoters, directors or management or subsidiaries or their relatives that may have potential conflict with the interests of the Company at large.
3. There were no instances of non-compliance on any matter related to the Capital Markets during the last three years.

4. There were no pecuniary transactions with any of the Non-Executive Directors, except payment of sitting fee and commission, if any.
5. The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to the above.

H) MEANS OF COMMUNICATION.

- a) Statutory advertisements and financial results of the company (Quarterly, Half-yearly and Annual) are published in one English and one regional language dailies.
- b) Apart from the financial results, all official press releases of the Company and presentations made to the institutional investors and analysts, if any, are being placed on the Company's website.
- c) The company also releases all price sensitive information simultaneously to BSE.

I) GENERAL INFORMATION FOR MEMBERS

(i) **Annual General Meeting** - The 27th Annual General Meeting of the Company will be held on 27/09/2012 at 11-.30 a.m. at C-250, 2nd Floor, Oshiwara Industrial Estate, Opp. Goregaon Depot, Off Link Road, Goregaon (West), Mumbai: 400104.

(ii) Financial Calendar	:	Last AGM held on 18/08/2011
First Quarter Results Declared	:	Second Week of August, 2011
Second Quarter Results Declared	:	Second Week of November, 2011
Third Quarter Results Declared	:	Second Week of February, 2012
Fourth Quarter Results Declared	:	Second Week of May, 2012

(iii) **Book Closure date:** 25/09/2012 to 27/09/2012

(iv) **Dividend payment date:** Not applicable

(V) Listing of Equity Shares on Stock Exchanges and market information.

The Company's Equity Shares are listed on Bombay Stock Exchange the Company has paid listing fees to Bombay Stock Exchange for F.Y 2012-2013.

(VI) REGISTRAR & TRANSFER AGENTS AND SHARE TRANSFER SYSTEM

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

Sharex Dynamic (India) Private Limited,
Luthra Industrial Premises, Unit No. 1, Safed Pool, Andheri (E), Mumbai – 400 072
Tel: 022 28515606

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

- J) (i) Stock Code – BSE Code - 505506**
(ii) Demat ISIN Numbers in NSDL & CDSL INE 663D01011 for equity shares.

K) Stock Market Data at BSE

Month	High	Low	Close	No. of Shares
April 2011	20.39	11.41	17.97	119144
May 2011	18.85	15.20	15.30	15716
June 2011	16.40	14.15	15.30	33531
July 2011	16.55	13.70	15.15	66412
August 2011	15.95	13.50	14.65	33204
September 2011	16.99	12.81	14.00	22884
October 2011	15.06	12.50	12.88	30405
November 2011	14.40	11.05	13.32	22204
December 2011	13.87	10.25	10.51	12871
January 2012	12.29	10.11	11.14	18011
February 2012	12.05	10.13	11.00	22161
March 2012	11.53	9.00	10.33	9869

L) Registered Office: E-109 Crystal Plaza, New Link Road, Andheri (West), Mumbai 400053.

M) Registrar & Transfer Agents (Share transfer and communication regarding share certificate, dividends and change of address.)

SHAREX DYNAMIC PRIVATE LIMITED,

Luthra Industrial Premises,
Unit No. 1, Safed Pool, Andheri (E), Mumbai – 400 072
Tel: 022 28515606

(VII) DISTRIBUTION OF SHAREHOLDING AS ON 31st March 2012

Shareholders			Shareholding	
No. of Shares	Nos.	%	Holding in Rs.	%
1-5000	2465	84.33	3824380	5.01
5001-10000	216	7.39	1739380	2.28
10001-20000	111	3.80	1647000	2.16
20001-30000	33	1.13	802960	1.05
30001-40000	17	0.58	615540	0.81
40001-50000	17	0.58	795420	1.04
50001-100000	26	0.89	1932630	2.53
100001- and above	38	1.30	65042690	85.13
Total	2923	100.00	76400000	100.00

Shareholding pattern as on 31.03.2012

Category	No. of Shares held	Percentage of Shareholding
A Promoter's Holding		
1 Promoters		
- Indian Promoters	1070179	14.01
- Foreign Promoters	-	-
2 Persons acting in concert	-	-
Sub – Total	1070179	14.01
B Non-Promoter's Holding	-	-
3 Institutional Investors	-	-
a) Mutual Funds and UTI	-	-
b) Banks, Financial Institutions, Insurance Companies	-	-
(Central/State Govt. Institutions/Non Government	-	-

	Institutions)		
C	FII's	-	-
	Sub – Total	-	-
4	Others	-	-
a)	Private Corporate Bodies	3365644	44.053
b)	Indian Public	3177150	41.59
c)	NRI's/OCB's - NRI	18744	0.25
d)	Any Other (Please specify) - Clearing Members	8283	0.10
	Sub-Total	6569821	85.99
	Grand Total	7640000	100%

(VIII) DEMATERIALISATION OF SHARES .

As on 31st March 2012, 99.99% of the Company's Shares representing **7639996** Share were held in dematerialized form and the balance **4** Shares were held in physical form.

(IX) Investor Correspondence: For Transfer / dematerialisation of shares, payment of dividend on shares, interest and redemption of debentures, and any other query relating to the shares and debenture of the company.

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED.

Unit No. 1, Luthra Industrial Premises,
Safed Pool, Andheri (E), Mumbai – 400 072

ADDRESS FOR CORRESPONDENCE

The Company's Registered Office is situated at
E-109 Crystal plaza, New Link Road, Andheri (west), Mumbai 400 053.

Shareholder's correspondence should be addressed to Transfer Agent **Sharex Dynamic (India) Private Limited.**

Shareholders holding shares in electronic mode should address their correspondence to their respective Depository participants.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2012.

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, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

OVERVIEW

The operations of the company are centered in Finance and Share Trading.

INDUSTRY STRUCTURE AND DEVELOPMENT:

The Indian economy has witnessed all round growth in year 2011-12 and more growth and prosperity in coming future with increased investment in information Technology Market.

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

OPPORTUNITIES AND THREATS :

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

1. Clients are more comfortable with uniform high quality and quick services and security process across the enterprise.
2. The company since involved in the Information Technology enabled services for a very long time there are good prospects for expanding further activities in this direction.
3. The company is also facing server competition from other Information Technology companies and software companies.

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

1. Heightened competition
2. Increasing cost of the product
3. Increasing customer demand

OUTLOOK

The company is mainly engaged in finance and related business. The company is planning to expand and diversify the activities in this time to tap higher revenues.

RISK AND CONCERNS:

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate system of strong internal controls for business processes, with regards to operations, financial reporting, compliance with applicable laws and regulations, etc. Regular internal audits and checks ensure that responsibilities are executed effectively. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening the existing control system in view of changing business needs from time to time.

HUMAN RESOURCES/INDUSTRY RELATIONS:

Your Company firmly believes that its employees are the key to driving performance and developing competitive advantage. The emphasis has been on proper recruitment of talent and empowerment while devoting resources for their continuous development.

The basic objective has been to unlock the people potential and further developing their functional operational and behavioural competencies so as to build a team of dedicated employees who work with passion, zeal and a sense of belongingness and play a defining role in significantly accelerating the growth and transformation of the Company, thereby, consolidating its position in the market.

CAUTIONARY STATEMENT

Statement in the Management Discussion and analysis describing the company's objectives exceptions or predications may be forwards looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Several factors could make significant difference to the company's operation.

The Company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
AXON INFOTECH LIMITED.

1. We have examined the compliance of Corporate Governance by M/s. Axon Infotech Limited for the period ended on 31st March 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement except for the appointment of a Whole Time Secretary as required under Section 383A of the Companies Act, 1956.
4. We state that none of the Investor Grievances is pending for a period exceeding one month, as at 31st March, 2012 against the Company as per records maintained by the Shareholders/Investors Grievance Committee.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For DMKH & Co.
Chartered Accountants
Firm Reg. No. 116886W

Sd/-
OMPRAKASH SOMANI
PARTNER
M No. 123830

Place: Mumbai
Date: 28/08/2012

AUDITORS' REPORT

To,
The Members,
Axon Infotech Limited

1. We have audited the attached Balance Sheet of **M/S AXON INFOTECH LIMITED** as at 31st March 2012, the statement of Profit & Loss and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial Statements are free of material misstatements. An audit includes examining, on test basis, evidence supporting the amounts and disclosure in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall Financial Statement presentation. We believe that our audit provides reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004, issued by Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above, we state that:

We have obtained all the information and explanation which, to the best of our knowledge and belief, were necessary for the purpose of our audit.

- i. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books.
- ii. The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
- iii. In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956.
- iv. On the basis of written representation received from the directors, as on March 31, 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
- v. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India.
 - i) In the case of Balance Sheet, of the state of affairs of the company as at 31st March, 2012,
 - ii) In the case of the Statement of Profit & Loss, of the profit for the year ended on that date, and

iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For DMKH & Co.
Chartered Accountants,
FRN. No. 116886W

Sd/-
CA. OM PRAKASH SOMANI
Partner
M.No. 123830

Place: Mumbai
Date: 28/08/2012

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of Auditors' Report of even date on the financial statements as at and for the year ended 31st March,2012)

On the basis of such checks as were considered appropriate and according to the information and explanation given to us during the course of audit, we state that:-

i.

- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The assets have been physically verified by the management in accordance with the phased programme of verification adopted by the Company. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and nature of fixed assets, no material discrepancies have been noticed in respect of assets physically verified during the year.
- c. No substantial part of the fixed assets has been disposed off during the year.

ii.

- a. The inventory has been physically verified by the management at reasonable intervals during the year.
- b. In our opinion, the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material.

iii.

- a. In Our opinion and according to the information and explanation given to us, The Company had not given any unsecured loans to the party covered in the register maintained under section 301 of the Companies Act, 1956. Therefore clause iii(b), iii(c), iii(d) is not applicable to the company.
- b. The Company has taken unsecured loan from one company covered in register maintained under section 301 of the Companies Act, 1956. The maximum amount involved was Rs.131 lakh and the closing balance is NIL.
- c. In our opinion the rate of interest and other term and conditions of loan taken by the company are not prima facie prejudicial to the interest of the Company.
- d. The Payments of principal amounts and interest in respect of such loans during the year has been regular/as per stipulation.

iv.

In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.

v.

According to the information and explanations given to us, we are of the opinion that the company has not entered into any contracts or arrangements referred to in section 301 of the Companies Act, 1956.

- vi.** In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under.
- vii.** The Company does not have a formal system of Internal Audit, but there are adequate checks & controls at all level established by the management.
- viii.** According to the information and explanation given to us the maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for any of the activities of the company.
- ix.**
 - a.** The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other material statutory dues applicable to the company with the appropriate authorities. According to the information and explanation given to us, there are no undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
 - b.** According to the records of the Company, there are no dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Wealth Tax, Excise Duty, Cess which have not been deposited on account of any dispute.
- x.** The Company does not have any accumulated losses as at 31st March, 2012. The company has not incurred cash losses during the financial year covered by our audit and immediately preceding financial year.
- xi.** According to the records of the Company examined by us and the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders as at the Balance sheet date.
- xii.** Based on our examination of documents and records and according to the information and explanation given to us, we are of the opinion that the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii.** In our opinion, the company is not a chit fund or a nidhi/ mutual benefit fund/ society. Therefore, the provisions of clause 4 (xiii) of the Order are not applicable to the Company.
- xiv.** The Company has maintained proper records of the transactions and contracts for dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, securities, debentures and other investment have been held by the company, in its own name except to the extent of the exemption granted under section 49 of the Companies Act, 1956, and save for certain shares which are either lodged for transfer or held with transfer forms.
- xv.** In our Opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions during the year.
- xvi.** In our Opinion, and according to the information and explanations given to us, the Company did not have any term loans outstanding during the year.

- xvii.** According to the information and explanations given to us and on an overall examination of the cash flow statements and balance sheet of the company, in our opinion, the funds raised on short-term basis have, prima facie, not been used for long-term investment.
- xviii.** During the year the Company has not made any preferential allotment of shares to the parties covered and recorded in the register maintained under section 301 of the Companies Act 1956.
- xix.** According to the information and explanations given to us, during the period covered by our audit report, the company had not issued any debentures.
- xx.** The Company has not raised any money by way of public issue during the year.
- xxi.** During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

**For DMKH & Co.
Chartered Accountants,
FRN. No. 116886W**

**Sd/-
CA. OM PRAKASH SOMANI
Partner
M.No. 123830**

**Place: Mumbai
Date: 28/08/2012**

CEO / CFO CERTIFICATION

**The Board of Directors,
Axon Infotech Limited
E/109, Crystal Plaza,
New link road, Andheri (west),
Mumbai : 400053.**

We hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2012 and that to the best of our knowledge and belief;
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
 - a. Significant changes in internal control over financial reporting during the year.
 - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For AXON INFOTECH LIMITED

**Place: Mumbai,
Date: 28/08/2012**

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

COMPLIANCE CERTIFICATE

To
The Members of
Axon Infotech 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 31st March 2012.

For Axon Infotech Limited

Sd/-
Girraj Agrawal
Director / CEO

Place: Mumbai
Date: 28/08/2012

**AXON INFOTECH LIMITED
BALANCE SHEET AS AT 31st MARCH, 2012**

Particulars		Note No.	As at 31 March, 2012 ₹ in '000	As at 31 March, 2011 ₹ in '000
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2	76,400.00	76,400.00
	(b) Reserves and surplus	3	55,448.22	55,392.49
			131,848.22	131,792.49
2	Non-current liabilities			
	(a) Long-term borrowings	4	-	13,100.00
	(b) Deferred tax liabilities		31.87	95.81
	(c) Other long-term liabilities		-	-
	(d) Long-term provisions		-	-
			31.87	13,195.81
3	Current liabilities			
	(a) Short-term borrowings		-	-
	(b) Trade payables	5	120.87	973.46
	(c) Other current liabilities	6	-	0.27
	(d) Short-term provisions	7	373.30	265.49
			494.17	1,239.22
	TOTAL		132,374.26	146,227.52
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	8	389.65	663.60
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(v) Fixed assets held for sale		-	-
			389.65	663.60
	(b) Non-current investments	9	6.57	6.57
	(c) Deferred tax assets (net)		-	-
	(d) Long-term loans and advances	10	1,089.38	1,689.38
	(e) Other non-current assets		-	-
			1,095.95	1,695.95
2	Current assets			
	(a) Current investments		-	-
	(b) Inventories	11	51,639.96	50,520.75
	(c) Trade receivables	12	73.36	123.36
	(d) Cash and cash equivalents	13	1,378.39	2,768.43
	(e) Short-term loans and advances	14	77,796.95	90,455.44
	(f) Other current assets		-	-
			130,888.66	143,867.98
	TOTAL		132,374.26	146,227.52
	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

For and on behalf of the Board

Sd/-
CA. OM PRAKASH SOMANI
Partner
M.No.- 123830

Sd/-
Girraj Kishor Agrawal
Director

Sd/-
Tanu Agarwal
Director

Place : MUMBAI
Date : 28/08/2012

AXON INFOTECH LIMITED
STATEMENT FOR PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2012

Particulars		Note No.	For the year ended 31 March, 2012 ₹ in '000	For the year ended 31 March, 2011 ₹ in '000
A	CONTINUING OPERATIONS			
1	Revenue from operations (gross)	15	98,990.51	148,088.39
2	Other income	16	5,028.30	5,810.39
3	Total revenue		104,018.81	153,898.78
4	Expenses			
	(a) Cost of Goods Sold	17	101,035.09	150,742.65
	(d) Employee benefits expense	18	1,892.34	1,709.87
	(e) Finance costs		-	-
	(f) Depreciation and amortisation expense	8	273.95	577.34
	(g) Other expenses	19	717.84	791.75
	Total expenses		103,919.21	153,821.61
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		99.60	77
6	Exceptional items		-	-
7	Profit / (Loss) before extraordinary items and tax (5 ± 6)		99.60	77
8	Extraordinary items		-	-
9	Profit / (Loss) before tax (7 ± 8)		99.60	77
10	Tax expense:			
	(a) Current tax expense for current year		107.81	176.61
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		-	-
	(d) Net current tax expense		-	-
	(e) Deferred tax		-63.94	-155.64
			43.88	20.97
11	Profit / (Loss) for the year		55.73	56.20
12	Earnings per share (of Rs. 10/- each):			
	(a) Basic		0.01	0.01
	(b) Diluted		0.01	0.01
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. OM PRAKASH SOMANI

Partner

M.No.-123830

For and on behalf of the Board

Sd/-

Girraj Kishor Agrawal

Director

Sd/-

Tanu Agarwal

Director

Place : MUMBAI

Date : 28/08/2012

AXON INFOTECH LIMITED

Cash Flow Statement for the year ended 31 March, 2012

Particulars	For the year ended 31 March, 2012		For the year ended 31 March, 2011	
	₹ in '000	₹ in '000	₹ in '000	₹ in '000
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		99.60		77.17
<u>Adjustments for:</u>				
Depreciation and amortisation	273.95		577.34	
Interest income	(5,028.31)		-5,810.39	
Operating profit / (loss) before working capital changes		(4,754.36)		-5,233.05
<u>Changes in working capital:</u>		(4,654.76)		-5,155.88
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	(1,119.21)		12,133.88	
Trade receivables	50.00		3,091.17	
Short-term loans and advances	12,658.49		-50,188.57	
Long-term loans and advances	600.00		-689.38	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables	(852.60)		873.53	
Other current liabilities	(0.27)			
Other long-term liabilities				
Short-term provisions	107.81		132.40	
Long-term provisions				
		11,444.23		(34,646.98)
Cash flow from extraordinary items		0.00		-
Cash generated from operations		6,789.47		(39,802.86)
Net income tax (paid) / refunds		(107.81)		(176.61)
Net cash flow from / (used in) operating activities (A)		6,681.66		(39,979.46)
B. Cash flow from investing activities				
Loans given				
- Others			13,100.00	
Loans realised				
- Others	-13,100.00			
Interest received				
- Others				
Amounts received from sale of shares			19,214.50	
Interest Income	5,028.31		5,810.39	
		-8,071.70		38,124.89
Cash flow from extraordinary items		-		-
		-8,071.70		38,124.89
Net income tax (paid) / refunds		-		-
Net cash flow from / (used in) investing activities (B)		(8,071.70)		38,124.89
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)		(1,390.04)		-1,854.58
Cash and cash equivalents at the beginning of the year		2,768.43		4,623.00
Cash and cash equivalents at the end of the year		1,378.39		2,768.43
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
		(0.00)		

Notes:

- (i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.
(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

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. OM PRAKASH SOMANI
Partner
M.No.- 123830

Sd/-
Girraj Kishor Agrawal
Director

Sd/-
Tanu Agarwal
Director

Place : MUMBAI
Date : 28/08/2012

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 2: SHARE CAPITAL

Particulars	As at 31 March, 2012		As at 31 March, 2011	
	Number of shares in '000	₹ in '000	Number of shares in '000	₹ in '000
(a) Authorised: 8,000,000 Equity Shares of Rs. 10/- each (Previous year 8,000,000 Equity Shares of Rs 10/- each)	8,000	80,000.00	8,000	80,000.00
(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	76,400.00	7,640	76,400.00
Total Issued, subscribed and fully paid-up shares	7,640	76,400.00	7,640	76,400.00

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

	As at 31 March, 2012		As at 31 March, 2011	
	Number of shares in '000	₹ in '000	Number of shares in '000	₹ in '000
Equity Shares				
At the beginning of the year	7,640	76,400	7,640	76,400
Issued during the year	-	-	-	-
Outstanding at the end of the year	7,640	76,400	7,640	76,400

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

Name of the shareholder	As at 31 March, 2012		As at 31 March, 2011	
	Number of shares in '000	% Shareholding	Number of shares in '000	% Shareholding
CHANDRAKANT BABU MOHITE	1,036	13.56	-	-
NIRMAL BANG SECURITIES PVT. LTD.	528	6.91	-	-
PERFECT CORPORATE SERVICES LTD.	440	5.76	1,000	13.09
SANDESH BABARAM MHABDI	710	9.30	-	-
UNISYS SOFTWARES AND HOLDINGS INDUS	800	10.47	800	10.47
VRP FINANCIAL SERVICES PVT LTD	795	10.40	-	-
ARJIT SECURITIES PRIVATE LTD.	-	-	500	6.54
INSUTECH INDIA LTD.	-	-	700	9.16
TRASK INFRASTRUCTURE PVT. LTD.	-	-	700	9.16
YAMROOSH INVESTMENTS PVT. LTD.	-	-	500	6.54
KAYAGURU HEALTH SOLUTIONS PVT. LTD. (PROMOTER)	800	10.47	800	10.47
TOTAL [5% & above]	5,109	66.87	5,000	65.45

(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 is 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.

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 3: RESERVES AND SURPLUS

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹ in '000	₹ in '000
(a) Securities premium account (As per last Balance Sheet)	50,000.00	50,000.00
Closing balance	50,000.00	50,000.00
(b) General reserve (As per last Balance Sheet)	6,200.00	6,200.00
Closing balance	6,200.00	6,200.00
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	-807.51	-863.70
Add: Profit / (Loss) for the year	55.73	56.20
Less: Profit / (Loss) transfer to Genral Reserve		
Closing balance	-751.78	-807.51
Total	55,448.22	55,392.49

NOTE 4 - LONG TERM BORROWING

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹ in '000	₹ in '000
(a) Loans and advances from related parties		
Secured	-	-
Unsecured	-	-
(b) Other loans and advances (From Corporate)		
Secured	-	-
Unsecured-(Five x Finance & Investment Ltd)	-	13,100.00
Total	-	13,100.00

NOTE- 5 TRADE PAYABLE

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹ in '000	₹ in '000
Trade payables:		
Acceptances	-	-
Other than Acceptances	120.87	973.46
Total	120.87	973.46

NOTE-6 OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹ in '000	₹ in '000
(a) Unpaid dividends	-	0.27
(b) Other payables	-	-
Total	-	0.27

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE-7 SHORT TERM PROVISIONS

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹ in '000	₹ in '000
Provision - Others:		
(i) Provision for tax	373.30	265.49
(ii) Provision - others	0.00	0.00
	373.30	265.49
	373.30	265.49

NOTE-9 NON CURRENT INVESTMENT

Particulars	As at 31 March, 2012			As at 31 March, 2011		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	₹ in '000	₹ in '000	₹ in '000	₹ in '000	₹ in '000	₹ in '000
A. Long Term Investments						
(a) Investment in equity instruments:						
Reliance Industries Limited-(Nos.-170)	3.42	-	3.42	3.42	-	3
Reliance Natural Resources Limited- (Nos.-170)	0.05	-	0.05	0.05	-	0
Reliance Natural Resources Limited- (Nos.-9)	0.09	-	0.09	0.09	-	0
Reliance Communication Limited-(Nos.-170)	2.54	-	2.54	2.54	-	3
Reliance Infrastructure Limited-(Nos.-8)	0.48	-	0.48	0.48	-	0
	6.57	-	6.57	6.57	-	6.57
Aggregate Market Value Of Quoted Investment			146.19			215.57

NOTE-10 LONG TERM LOANS & ADVANCES

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹ in '000	₹ in '000
(a) Security deposits		
Secured, considered good	-	-
Unsecured, considered good	1,089.38	1,689.38
Doubtful	-	-
Less: Provision for doubtful deposits	-	-
	1,089.38	1,689.38
(b) Loans and advances to related parties	-	-
(c) Balances with government authorities	-	-
Total	1,089.38	1,689.38

NOTE- 11 INVENTORIES

(At lower of cost and net realisable value)

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹ in '000	₹ in '000
(a) Stock-in-trade of Shares	51,639.96	50,520.75
(b) Others	-	-
Total	51,639.96	50,520.75

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE-8 FIXED ASSETS

A. Tangible assets	Gross block						Accumulated depreciation and impairment				Net block	
	Balance as at 1 April, 2011	Additions	Disposals	Borrowing cost capitalised	Other adjustments	Balance as at 31 March, 2012	Balance as at 1 April, 2011	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2012	Balance as at 31 March, 2012	Balance as at 31 March, 2011
	₹ in '000	₹ in '000	₹ in '000	₹ in '000	₹ in '000	₹ in '000	₹ in '000	₹ in '000	₹ in '000	₹ in '000	₹ in '000	₹ in '000
(a) Furniture and Fixtures	125.70	-	-	-	-	125.70	56.85	7.96	-	64.81	60.89	68.85
(b) Vehicles-Motor Car	528.00	-	-	-	-	528.00	240.36	50.16	-	290.52	237.48	287.64
(c) Office equipment	146.47	-	-	-	-	146.47	48.24	6.96	-	55.19	91.28	98.24
(d) Computers	3,160.19	-	3,160.19	-	-	-	2,951.32	208.87	-	3,160.19	-	208.87
Total	3,960.36	-	3,160.19	-	-	800.17	3,296.76	273.95	-	3,570.71	389.65	663.60
Previous year	3,960.36	-	-	-	-	3,960.36	2,719.42	577.34	-	3,296.76	663.60	1,240.94

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE- 12 TRADE RECEIVABLE

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹ in '000	₹ in '000
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	-	-
Unsecured, considered good	23.36	-
Doubtful	-	-
	23.36	-
Less: Provision for doubtful trade receivables	-	-
	23.36	-
Other Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	50.00	123.36
Doubtful	-	-
	50.00	123.36
Less: Provision for doubtful trade receivables	-	-
	50.00	123.36
Total	73.36	123.36

Note: Trade receivables include debts due from:

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹ in '000	₹ in '000
1. Directors	-	-
2. Firms in which any director is a partner	-	-
3. Private companies in which Director having Substantial Interest:- --KAYAGURU HEALTH SOLUTION PVT LTD.	50.00	-
	50.00	-

NOTE- 13 CASH & CASH EQUIVALENTS

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹ in '000	₹ in '000
(a) Cash on hand	462.91	2,469.53
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	902.78	286.20
(ii) In deposit accounts	12.70	12.70
(d) Others (specify nature)	-	-
Total	1,378.39	2,768.43

NOTE- 14 SHORT TERM LOANS & ADVANCES

Particulars	As at 31 March, 2012	As at 31 March, 2011
	₹ in '000	₹ in '000
(a) Loans and advances to related parties	-	-
(b) Balances with government authorities		
(i) TDS receivable	758.62	437.64
	758.62	437.64
(c) Others- (Recoverable in cash or kind)		
Secured, considered good	-	-
Unsecured, considered good	77,038.33	90,017.80
Doubtful	-	-
	77,038.33	90,017.80
Less: Provision for other doubtful loans and advances	-	-
	77,038.33	90,017.80
Total	77,796.95	90,455.44

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE- 15 INCOME FROM OPERATIONS

	Particulars	For the year ended	For the year ended
		31 March, 2012	31 March, 2011
		₹ in '000	₹ in '000
(a)	Sale of Shares	98,990.51	148,088.39
Total		98,990.51	148,088.39

NOTE- 16 OTHER INCOME

	Particulars	For the year ended	For the year ended
		31 March, 2012	31 March, 2011
		₹ in '000	₹ in '000
(a)	Interest income		
	Interest from Bank on Deposits	-	131.66
	Interest from Bank on Other Balance	0.50	-
	Interest on loans and advances [TDS of Rs. 3,10,911 (previous year TDS of Rs. 4,37,640)]	5,012.90	5,678.73
(b)	Dividend income:	14.90	-
(c)	Other non-operating income	-	-
Total		5,028.30	5,810.39

NOTE -17 COST OF GOODS SOLD

	Particulars	For the year ended	For the year ended
		31 March, 2012	31 March, 2011
		₹ in '000	₹ in '000
(a)	Opening Stock	50,520.75	62,654.63
	Add: Purchases	102,154.30	138,608.78
		152,675.05	201,263.40
	Less: Closing Stock	(51,639.96)	(50,520.75)
	Cost of Goods Sold	101,035.09	150,742.65
Total		101,035.09	150,742.65

NOTE- 18 EMPLOYEE BENEFIT EXPENSES

	Particulars	For the year ended	For the year ended
		31 March, 2012	31 March, 2011
		₹ in '000	₹ in '000
(a)	Salaries and wages	1,875.55	1,685.46
(b)	Staff Welfare Expenses	16.79	24.41
		1,892.34	1,709.87

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE- 19 OTHER EXPENSES

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
	₹ in '000	₹ in '000
Advertisement Expenses	16.09	18.57
Audit Fee (as per below note (i))	33.09	33.09
Bank Charges	34.06	15.87
Computer Expenses	6.41	29.00
Conveyance	7.63	20.16
Electricity Expenses	9.45	-
Listing Fees	25.00	16.55
Office Expenses	10.54	26.79
Misc Expenditure	288.58	52.29
Postage & courier Charges	8.40	23.01
Printing & Stationary	11.17	36.74
Professional Charges	10.00	311.00
Rent	120.00	120.00
Repair & Maintainance	50.00	-
Legal & related Expenses	74.31	69.81
Telephone Charges	13.12	18.87
Total	717.84	791.75

Note 19 Other expenses (contd.)

Particulars		
Notes:		
Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
	₹ in '000	₹ in '000
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	27.58	27.58
For taxation matters	5.52	5.52
For company law matters	-	-
For management services	-	-
For other services	-	-
Reimbursement of expenses	-	-
Total	33.09	33.09

ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS

SIGNIFICANT ACCOUNTING POLICIES:

(a) Corporate Information

Brief Business Activity
Dealing in Finance and Share Trading
Place of Business
E-109, Crystal Plaza, New Link Road, Andheri (W), Mumbai 53.

(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

Revenue from sale of goods is recognized when significant risk and rewards of ownership are transferred to the customers. Sales are net of sales return and trade discount. Revenue from services is recognized as and when services are rendered and related costs are incurred, in accordance with the terms of the specific contracts.

Being the company engaged fully in financial transaction, we did not found any transaction of either sale & purchase of goods. All other income is accounted on accrual basis. Dividend income is accounted on cash basis.

(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 for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase 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 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 the carrying amount may not be recoverable. An impairment loss is recognized in accordance with Accounting Standard-28 "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 vis-à-vis value in at the lowest levels for which there are separately identifiable 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 incomes 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 unabsorbed 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 a 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.

(j) Retirement Benefits

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

(k) 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.

(I) 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:

- 20.** Balances of Debtors, Loans and Advances, Secured Loans, Sundry Creditors & Others are subject to confirmation and reconciliation and consequential adjustments, if any.
- 21.** 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.
- 22.** Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Accounting Standard-15 issued by ICAI and the amount has not been quantified because actuarial valuation report is not available. However, in the opinion of the management the amount involved is negligible and has no material impact on the Statement of Profit & Loss.
- 23.** 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-28 issued by the Institute of Chartered Accountants of India.
- 24.** The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the yearend together with interest paid/payable as required under the said Act have not been made.
- 25. Earnings Per Share (AS-20) :**
The Earning Per Share computed as per the requirement under Accounting Standard 20 on Earning Per Share issued by The Institute of Chartered Accountant of India, is as under:

	2011-2012 (Rs.)	2010-2011 (Rs.)
Profit Attributable to Equity Share Holders (After Tax)	55,726	56,197
Weighted Average Number of Equity Share (Nos.)	76,40,000	76,40,000
Basic/ Diluted Earnings Per Share	0.01	0.01
Face Value per Equity Share	10.00	10.00

26. Major Components of Deferred Tax Assets and Liabilities :

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

	2011-2012 (Rs.)	2010- 2011 (Rs.)
1) Opening Deferred Tax Liability	95,806	2,51,442
2) Adjusted during year the year	63,936	1,55,636
Deferred Tax Liability on Account of Depreciation:	31,870	95,806

27. 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-28 issued by the Institute of Chartered Accountants of India.

28. Accounts payable to Small Scale Industrial Undertaking under the head of Sundry Creditors – NIL
(Previous Year – NIL)

29. Related Party Transaction :

Related Parties and Nature of Relationship:

Related Party	Nature of Relation ship
GirrajKishorAgrawal	Director
TanuGirraj Kishore Agrawal	Director
Zubin Jasi Pardiwala	Director
Five x Finance & Investment Limited	Substantial Interest of Director
Handful Investrade Pvt. Ltd.	Substantial Interest of Director
Kayaguru Health Solutions Ltd.	Substantial Interest of Director
Kayaguru Insurance Broker Pvt. Ltd.	Substantial Interest of Director
Kayaguru Wellness Pvt. Ltd.	Substantial Interest of Director
Shreenath Commercial & Finance Ltd.	Substantial Interest of Director
Out of City Travel Solutions Ltd [Formerly Tilak Finance Ltd.]	Substantial Interest of Director
Rockon Fintech Ltd.	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
Purchases on behalf of them towards Share Investments and Trading Business	-	--	--
<u>Loan Transactions</u>			

Gross Loans Taken	97,50,000	35,02,500	--
Gross Loans Repaid		35,02,500	--
	2,29,00,000		
Debit Balance o/s as on 31.03.2012	50,000	--	--

30. The Company does not have a full time Company Secretary though the same is required as per the provisions of Section 383A of the Companies Act, 1956.

31. Segment Information (AS-17)

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

32. The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

AS PER OUR REPORT OF EVEN DATE

For DMKH & Co.
Chartered Accountants
FRN. – 116886W

FOR AND ON BEHALF OF THE BOARD

Sd/-
CA. OM PRAKASH SOMANI
Partner
M.No.123830

Sd/-
Girraj Agrawal
Director

Sd/-
Tanu Agarwal
Director

Place: Mumbai.
Date: 28/08/2012

AXON INFOTECH LIMITED

Regd. Off: E/109, Crystal Plaza, New Link Road, Andheri (West), Mumbai: 400053.

PROXY FORM

Reg. Folio NO _____ No. of Shares: _____
D.P. I. D* _____ Client ID* _____

I / we _____ of
_____ Being a shareholder /
shareholders of Axon Infotech Limited Hereby appoint _____ or
failing him/her _____ as my/ our proxy to attend
and vote for me / us and on my/ our behalf at the 27th Annual General meeting of the Company to be
held on 27/08/2012 at 11.30 a.m. and at any adjournment thereof.

Signed this _____ day of _____ 2012

Signature of the shareholder _____

Affix
Re. 1/-
Revenue
Stamp

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

*Applicable for shares held in electronic form.

AXON INFOTECH LIMITED

Regd. Off: E/109, Crystal Plaza, New Link Road, Andheri (West), Mumbai: 400053.

ATTENDANCE SLIP 27th Annual General Meeting

Reg.Folio No. _____ No. of shares held _____

Name of the Attending Member _____

D.P.I.D _____ Client I.D. _____

I/We hereby record my/our presence at the 27th Annual General Meeting of the company at C-250, 2nd Floor, Oshiwara Industrial Estate, Opp. Goregaon Depot, Off Link Road, Goregaon (West), Mumbai: 400104.

Signature of the shareholder(s), / Proxxy/ Representative _____

Note:

- 1) Member / proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same duly signed at the entrance.
- 2) Member/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

BOOK POST

If undelivered please return to:

REGISTERED OFFICE
E/109, CRYSTAL PLAZA,
NEW LINK ROAD, ANDHERI (WEST),
MUMBAI: 400053.

Web Site: www.axoninfotech.in

Email Id: axoninfotechltd@gmail.com