

**32nd ANNUAL REPORT
2018 - 2019**



PFL INFOTECH LIMITED

BOARD OF DIRECTORS

Sri P. Amresh Kumar
Sri Abhinandan Jain
Sri M.A. Zameer
Ms. Sujana Kadium

Chairman & Managing Director
Director
Independent Director
Independent Women Director

Company Identification No.
L72200TG1993PLC007005

BANKERS :

HDFC Bank

Begumpet Branch
Hyderabad - 500 016.

AUDITORS :

S L R & Associates
8-3-960/3, Ground Floor
Raghava Nilayam, Srinagar Colony
Hyderabad - 500 073.

REGISTERED OFFICE :

6-2-941, Flat No. 201, IIIrd Floor
Moghal's Emami Mansion,
Chintalbasti Road Khairatabad,
Hyderabad-500 004, Telangana. India

OFFICE :

6-2-941, Flat No. 201, IIIrd Floor
Moghal's Emami Mansion,
Chintalbasti Road Khairatabad,
Hyderabad-500 004, Telangana. India

PFL INFOTECH LIMITED

PFL INFOTECH LIMITED

6-2-941, Flat No. 201, IIIrd Floor, Moghal's Emami Mansion,
Chintalbasti Road, Khairatabad, Hyderabad - 500 004. T.S., India

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of **M/s. PFL Infotech Limited** will be held on Friday 27th September, 2019 at # 6-2-941, Flat No. 201, IIIrd Floor Moghal's Emami Mansion, Chintalbasti Road, Khairatabad, Hyderabad-500 004 Telangana at 11.00 A.M to transact the following business :

ORDINARY BUSINESS

1. ADOPTION OF AUDITED ACCOUNTS AND REPORTS

To receive, consider and adopt the Balance Sheet as at 31st March, 2019 and Profit and Loss a/c for the year ended, as on that date and the Directors' Report and Auditor's Report thereon.

2. RE-APPOINTMENT OF DIRECTOR

To appoint a director in place of Mr M.A.Zameer who retires by rotation.

3. APPOINTMENT OF AUDITORS

To appoint Statutory Auditors and fix their remuneration and for this purpose to consider and, if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT S L R & Associates, Chartered Accountants, Hyderabad, Firm Registration No 015874S be and are hereby appointed as Auditors of the Company to hold the office from the conclusion of this annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditors."

By The Order of The Board
For **PFL Infotech Limited**

Sd/-

P. Amresh Kumar
Chairman & Managing Director

Place : Hyderabad
Date : 14-08-2019

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1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Register of members and share transfer books of the company will remain closed from 25-09-2019 to 27-09-2019 (both days inclusive).
3. Members / Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
4. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
5. As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.
6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses. In respect of electronic holdings, with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register the same with our RTA, Bigshare Services Pvt Ltd, 306, Right Wing, Amruta Ville, Opp Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad 500082.
7. Electronic copy of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their Email address, physical copies of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is

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being sent in the permitted mode. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.pflinfotech.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection between 2:00 p.m. to 4:00 p.m. on all working days from Monday to Friday. Even after registering for E-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company or to its Registrar and Share Transfer Agent, at the following Email ID : bsshyd@bigshareonline.com / pflinfotech@gmail.com

8. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 32nd Annual Report of the company and the business may be transacted through e-voting. The company has engaged the services of M/s. Central Depository Services (India) Limited (CDSL) as the authorized agency to provide the e-voting facility.

The detailed instructions for E-voting are given here below.

9. Members are requested to quote their Registered Folio No. in all correspondence(s) with the Company.

Mr. S. S. Marthi (Membership No.FCS 1989), Practicing Company Secretary, is appointed as scrutinizer to conduct E-voting.

E-VOTING

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting

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Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

STEPS FOR E-VOTING

- i. The E-voting period begins on 24th September, 2019 at 9.00 a.m. and ends on 26th September, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019 (cut off Date), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on 20th September 2019.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) 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.
 - (v) Next enter the image verification as displayed and Click on Login.
 - (vi) 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.

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(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <p>(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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 field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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' menu 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (xi) Click on the EVSN 190827067 for the relevant PFL INFOTECH LIMITED on which you choose to vote..
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print "option on the Voting page.
- (xvii) 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.
- (xviii) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a 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.
 - A scanned copy of the Board Resolution and Power of

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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.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- IV. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM).
- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VI. Mr. S.S. Marthi, Company Secretary (Membership No. FCS 1989) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pflinfotech.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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DIRECTORS REPORT

To
The Members

Your Directors take pleasure in presenting before you the Thirty Second Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2019.

Financial Highlights

(Rs. In Lakhs)

Particulars	2018-2019	2017-2018
Net Sales / Income	0	65.67
Total Expenditure	4.06	9.45
Gross Operating Profit	-4.06	56.22
Interest and Finance charges	0.00	0.00
Depreciation	0.00	0.00
Loss on sale of Assets	0.00	0.00
Profit before Tax / loss	-4.06	56.22
Provision for Tax	0	17.37
Net Profit / Loss	-4.06	38.85
Paid-up Equity share capital	747.81	747.81
Reserves Excluding Revaluation Reserves	135.49	139.56
Earnings Per Share	-0.05	0.52

OPERATIONS

The company could not carry on its trading operations due to paucity of funds . The company incurred a net loss of Rs.4.06 Lakhs for the year as against Rs.38.35 Lakhs profit in the previous year.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report "Annexure -A".

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

Your Company has taken adequate steps to adhere to all the stipulations laid down under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as part of this Annual Report as "Annexure - B".

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Certificate from the Statutory Auditors of the company M/s. S L R & ASSOCIATES, Chartered Accountants confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included as part of this report as "Annexure C"

LISTING WITH STOCK EXCHANGES

The Company's Shares are listed in BSE Limited, Mumbai.

DEMATERIALISATION OF SHARES

99.45% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2019 and the balance 0.55 % is in physical form. The Company's Registrars are M/S Big Share Services Pvt Ltd, 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana-500 082.

DIRECTORS

Sri. M. A. Zameer, Independent Director of the company, retires by rotation at the ensuing general meeting and is not opting for reappointment due to preoccupation.

BOARD MEETINGS

The Board during the financial year 2018-19 met four times. Detailed information regarding the meetings of the Board is included in the report on Corporate Governance, which forms part of the Board's Report.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 ("SEBI Listing Regulations").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also

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evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- a) In the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and 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 the financial year and of the profit of the company for the same period;
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

DEPOSITS

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

RISK MANAGEMENT POLICY OF THE COMPANY

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The Company has formulated and adopted a risk management policy at its Board Meeting. As per the policy, the management continues to review and assess the risk and also the steps for mitigating the same.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility do not apply to the company.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT :

Auditors' Report

The Statutory Auditors in their report have opined that the company has not been able to recover the unsecured loans given to some parties and the interest thereon.

Your Directors are making several efforts in this regard and are confident that the same would be recovered.

Secretarial Audit Report

The secretarial auditors have commented that the company has appointed CFO and not Company Secretary.

Your Directors are making every effort to comply with the same at the earliest.

COST AUDITORS AND THEIR REPORT

The company is not required to comply with this requirement since the company is not engaged in any manufacturing activities.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) The operations of the company are not power intensive nevertheless the company continues its efforts to minimize energy wherever practicable by economizing on the use of power at the offices.

(B) Technology absorption NIL

(C) Foreign exchange earnings NIL

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(D) Foreign exchange outflow NIL

RELATED PARTY TRANSACTIONS

There were no transactions which have been entered into with related parties of the Directors or the Key Managerial Personnel of the company.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as "Annexure - E"

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975 are not applicable since the directors are not drawing any salary from the company as the company does not have any operations. The directors are paid sitting fee only for attending board meetings. The details of the sitting fee and other perks are mentioned in the corporate governance report.

ACKNOWLEDGEMENT

Your Directors take this opportunity to express their sincere thanks and place on record their appreciation of the continued assistance and co operation extended to the company by its bankers, government and semi government departments, customers, marketing agents and suppliers and in particular Shareholders for the confidence reposed in the company. Your directors also thank all the employees of the company for their dedicated service.

By The Order of The Board
For **PFL Infotech Limited**

Sd/-

P. Amresh Kumar
Chairman & Managing Director

Place : Hyderabad
Date : 14-08-2019

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DETAILS OF UNCLAIMED SHARES

The Company is required to open an unclaimed suspense account with a depository participant and transfer all the unclaimed share certificates of members after giving three reminders.

All the voting rights on unclaimed shares shall remain frozen till the rightful owner of such shares claims the shares.

As on March 31, 2019 your Company has no equity shares in the unclaimed suspense account.

S. No.	Particulars	Remarks
1.	Total number of shareholders and the outstanding shares in the suspense account lying as on 31.03.2019	Nil
2.	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	Nil
3.	Number of shareholders to whom shares were transferred from suspense account during the year;	Nil
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31.03.2019	Nil

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

The financial statements are in conformity with the requirements of the Companies Act, 2013 and the Accounting Standards issued by the Central Government. The Management of the Company accepts responsibility for the integrity and objectivity of these financial statements, as well as, for estimates and judgments relating to matters not concluded by the year-end. The management believes that the financial statements reflect fairly the form and substance of transactions and reasonably presents the company's financial condition, and results of operations. To ensure this, the Company has installed a system of internal controls, which is reviewed, evaluated and updated on an ongoing basis. Our auditors have conducted audits to provide reasonable assurance that the company's established policy and procedures have been followed. However, there are inherent limitations that should be recognized in weighing the assurances provided by any system of internal controls. These financial statements have been audited by M/s. S L R & ASSOCIATES , Chartered Accountants, Hyderabad, the Statutory Auditors of the Company.

OPPORTUNITIES, THREATS, RISKS & CONCERNS

Since the company is carrying on only trading operations it does not perceive any threats, risks and concerns for its business.

However, the company is still in the process of selecting a business which can contribute to the profitability of the company and add value to the stakeholders.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has an adequate system of internal financial controls.

DISCLAIMER

Some of the statements in this Management Discussion & Analysis, describing the Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ substantially from those expressed or implied. Important developments that could affect the Company's operation including changes in the industry structure, significant changes in political and economic environment in India, tax laws, import duties, litigation and labour relations.

By The Order of The Board
For **PFL Infotech Limited**

Sd/-

P. Amresh Kumar

Chairman & Managing Director

Place : Hyderabad
Date : 14-08-2019

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is always making efforts for improving the Corporate Governance practices in the company.

2. BOARD OF DIRECTORS

The constitution of the Board is given below :

Name of the Director	Status	No. of Other Public Directorships (*)	No. of Board Committee Position Held in Other Public Limited Companies
P. Amresh Kumar	Chairman & Managing Director	0	0
Abhinandan Jain	Independent Director	1*	1
M.A.Zameer	Independent Director	Nil	NIL
Ms. Sujana Kadium	Independent Director	1	Nil

(*) This excludes Directorships in Indian Private Limited Companies, membership of Managing Committees of various Chambers / bodies.

3. AUDIT COMMITTEE

An Audit Committee of the Company was constituted. The said committee comprises of three directors Mr. P Amresh Kumar, Abhinandan Jain, and Ms.Sujana.

TERMS OF REFERENCE

The terms of reference of the Audit Committee include:

- To review the internal control systems
- To review Quarterly and Half-yearly results
- To review the accounting and financial policies and practices
- To review reports furnished by the internal and statutory auditors,

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and ensure that suitable follow-up action is taken.

During the financial year ended 31st March 2019, four meetings of the Committee were held on 19th May, 2018, 14th August, 2018, 14th November, 2018 and 13th February, 2019

The attendance of each member of the Committee is given below :

Name of the Director	No. of Meeting Attended
P Amresh Kumar	4
Abhinandan Jain	2
Sujana Kadiam	4

4. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprising of Mr. P Amresh Kumar and Mr. M.A Zameer have been assigned the work of redressal of investors / Shareholders complaints along with approval of share transfer, sub-division / consolidation of shares, etc. The Committee oversees the performance of Registrar and Share Transfer Agents and recommends measures for overall improvement of the quality of investor services. The Share Transfers / Transmissions approved by the committee are placed at the Board Meeting from time to time.

COMPLIANCE OFFICER

The company is in the process of appointing a Compliance Officer.

5. REMUNERATION OF DIRECTORS

The details of remuneration paid to Directors are given below :

Name of the Director	Relationship with other Directors	Sitting Fee (Rs.)	Salary & Perk (Rs.)	Total (Rs.)
P. Amresh Kumar	None	0/-	0/-	0/-
Abhinandan Jain	None	0/-	0/-	0/-
M. A. Zameer	None	3500/-	0/-	14,000/-
Sujana Kadiam	None	3500/-	0/-	14,000/-
			TOTAL	28,000/-

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6. BOARD MEETINGS AND ATTENDANCE AT BOARD MEETINGS, ANNUAL GENERAL MEETINGS

The Board of Directors of the company met four Times. Meetings were held on 19th May, 2018, 14th August, 2018, 14th November, 2018 and 13th February, 2019

The company placed before the Board the annual operating plans and budgets and performance of the company from time to time.

The attendance at the Board Meeting and Annual General Meetings was as under:

Name of the Director	Attendance at Annual General Meeting	Attendance at Board Meeting
P Amresh Kumar	YES	4
Abhinandan Jain	NO	2
M. A. Zameer	YES	4
Sujana Kadium	YES	4

7. (A) GENERAL BODY MEETINGS

The Last three Annual General Meetings were held as per the details given below :

Year	Date	Time	Venue
2015-2016	17th September 2016	11.00 a.m.	PFL Infotech Ltd. Neemargomala Village, Bibinagar Mandal, Nalgonda District, T.S.
2016-2017	25th September 2017	11.00 a.m.	# 201 Moghal Emami Mansion, Khairatabad, Hyderabad, T.S.
2018-2019	27th September 2019	11.00 a.m.	# 201 Moghal Emami Mansion, Khairatabad, Hyderabad, T.S.

(B) POSTAL BALLOT

During the year ended 31st March, 2019, no resolution was passed by the Company's shareholders requiring voting by postal ballot. At the ensuing Annual General Meeting also, there is no resolution proposed to be passed through postal ballot.

PFL INFOTECH LIMITED

8. DISCLOSURES

Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its Promoters, the directors or the Management, their subsidiaries or relatives, etc., that may have potential conflict with the interests of the company at large.

During the year, there were no transactions of material nature with the Directors or the Management or the subsidiaries or relatives that had potential conflict with the interests of the company.

9. AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

A Certificate from the Auditors is enclosed along with this report.

SHAREHOLDER'S INFORMATION		
A	Registered Office	# 6-2-941, Flat No. 201, Illrd Floor Moghal's Emami Mansion, Chintalbasti Road Khairatabad, Hyderabad - 500 004.
B	Annual General Meeting Date & Time Venue	27th September 2019 at 11.00 AM PFL Infotech Ltd. # 6-2-941, Flat No. 201, Illrd Floor Moghal's Emami Mansion, Chintalbasti Road Khairatabad, Hyderabad - 500 004.
C	Financial Calendar Financial Reporting for Quarter ending June, 30 2018 Quarter ending September, 30 2018 Quarter ending December, 31 2018 Quarter ending March 31, 2019 Annual General meeting for FY ended 31st March 2019	Second week of August 2018 Second week of November 2018 Second Week of February 2019 Last week of May 2019 27th September 2019 at 11.00 AM
D	Date of Book Closure	25-09-2019 to 27-09-2019
E	Dividend Payment Date	Not Applicable

PFL INFOTECH LIMITED

F	Listing on Stock Exchange	Bombay Stock Exchange Limited P J Towers, Dalal Street Mumbai - 400 001.
G	BSE Stock Code	531769
H	Stock Market Data	The company's shares are regularly traded on The Bombay Stock Exchange Limited. The 52 week high low has been Rs.11.00 and Rs.3.43 respectively.
I	Registrar and Share Transfer Agents	Bigshare Services Pvt Ltd. 306, Right Wing, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500082.
J	Share Transfer System	Generally the shares have been transferred and returned in 30 days from the date of receipt, so long as the documents have been clear in all respects.
K	Stakeholders Relationship Committee	The Committee generally meets once in a fortnight.
L	Investor Relations	The Company has good investor relations.

M) Distribution of shareholding as on 31st March 2019.

Share holding of nominal value of		Share holders		Share Amount	
Rs.	Rs.	Number	% to total	(In Rs.)	% to total
- 1 -		- 2 -	- 3 -	- 4 -	- 5 -
1	- 5,000	1268	65.09	1502830	2.00
5,001	- 10,000	227	11.66	2036610	2.73
10,001	- 20,000	139	7.13	2114390	2.83
20,001	- 30,000	59	3.02	1480680	1.98
30,001	- 40,000	38	1.96	1371150	1.83
40,001	- 50,000	31	1.60	1454260	1.94
50,001	- 1,00,000	80	4.10	5756810	7.70
1,00,001	- and above	106	5.44	59064270	78.99
		1948	100	74781000	100.00

PFL INFOTECH LIMITED

N) SHAREHOLDING PATTERN FOR THE QUARTER ENDED: 31.03.2019

Sl. No.	Category	No. of Shares held	Percentage Of Shareholding
A	Promoter's Holding		
1	Promoters Indian Promoters: P.Amresh Kumar (Director) P.Srikanth Foreign Promoters:	483230 2500 NIL	6.46 % 0.03 % NIL
2	Persons acting in concert		
	Sub-Total	485730	6.50 %
B	Public Share Holding - Institutions		
3	Institutional investors / Venture Capital Funds	NIL	NIL
A	Mutual Funds and UTI(Govt. Financial Institutions)	NIL	NIL
B	Banking, Financial Institutions/Insurance Companies(Central/ State Government Institutions/Non-Government Institutions)	NIL	NIL
C	Foreign Institutional Investor	NIL	NIL
	Sub-Total	0	0 %
	Public Share Holding - Non-Institutions		
4	Others		
a.	Private corporate Bodies	1097126	14.67 %
b.	Indian Public	5854179	78.28 %
c.	NRIs/OCBs	23110	0.31 %
d.	Any other (Clearing Member)	17955	0.24 %
	Sub-Total		
	Grand Total	7478100	100.00 %

O) DEMATERIALISATION OF SHARES AND LIQUIDITY AS ON 31ST MARCH 2019

Out of the total shareholding of 74,78,100 equity shares 99.46 % of equity shares are in dematerialized form.

P) OUTSTANDING GDRS/ADRS/WARRANTS OR ANY OTHER CONVERTIBLE INSTRUMENT

Company has not issued any GDRs/ ADRs/ Warrants or any other convertible instruments or any issue (public issue, right issue, preferential issue etc.) which are likely to have impact on Equity Share Capital of the Company.

PFL INFOTECH LIMITED

Q) REGISTERED OFFICE AND ADDRESS FOR CORRESPONDENCE

PFL Infotech Limited

6-2-941, Flat No. 201, IIIrd Floor
Moghal's Emami Mansion,
Khairatabad, Hyderabad-500 004.
Telangana, India

R) The shareholders may address their communications/ suggestions/ grievances/ queries to :

PFL INFOTECH LIMITED

6-2-941, Flat No. 201, IIIrd Floor
Moghal's Emami Mansion,
Khairatabad, Hyderabad-500 004.
Telangana, India

ANNEXURE TO THE REPORT OF THE DIRECTORS
CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF
CONDITIONS OF CORPORATE GOVERNANCE

To
The Board of Directors of
PFL INFOTECH LIMITED

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to the compliance conditions of Corporate Governance of PFL INFOTECH LIMITED (the company) for the year ended 31-03-2019 as stipulated in Clause 15(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 of the said company with the stock exchanges.

The compliance of the conditions of the corporate governance is the responsibility of the management. Our examination conducted in the manner described in the guidance note on certification of corporate governance issued by the Institute of Chartered Accountants of India was limited to procedure and implementation thereof adopted by the company for ensuring compliance with the conditions of corporate governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statement of the company.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Regulations.

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.

Place : Hyderabad
Date : 14-08-2019

For S.L.R. & Associates,
Chartered Accountants
FRN : 015874S

Sd/-
(Satya Akash Sure)
Partner
Mem. No. : 236372

Form MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

To
The Members of
M/s. PFL Infotech Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. PFL Infotech Limited (hereinafter called "the Company").

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2018 and ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. PFL Infotech Limited ("The Company") for the financial year ended on 31st March, 2019, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder for specified sections notified and came into effect from 12th September, 2013 and sections and Rules notified and came into effect from 1st April, 2014 ;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

PFL INFOTECH LIMITED

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment, and External Commercial Borrowings (not applicable during the audit period);
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. SEBI (Listing obligations and disclosures requirements) regulation, 2015;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - vi. Other applicable laws including the following:
 - i) Income Tax Act, 1961
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company during the audit period:
- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - vi. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

PFL INFOTECH LIMITED

3. We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India to the extent applicable under the provisions of Companies Act, 2013

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

4. We further report that :

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Companies Act, 2013.
 - (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting.
 - (c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
5. We further report that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
6. We further report that the company has not appointed Company Secretary.

For MARTHI & CO.,
Company Secretaries

Place : Hyderabad
Date : 14-08-2019

S S MARTHI
Proprietor
FCS 1989, CP 1937

PFL INFOTECH LIMITED

ANNEXURE - E

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i.	CIN	L72200TG1993PLC007005
ii.	Registration Date	22-09-1993
iii.	Name of the Company	PFL INFOTECH LIMITED
iv.	Category / Sub-Category of the Company	Company Limited by shares and Indian Non-Government Company
v.	Address of the Registered office and contact details	# 6-2-941, Flat No. 201, IIrd Floor Moghal's Emami Mansion, Chintalbasti Road, Khairatabad, Hyderabad-500 004. Mobile : 96666 99809
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt Ltd. 306, Right Wing, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500082. Phone : 91-40-2337 4967, 2337 0295

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	NIL	NIL	NIL

PFL INFOTECH LIMITED

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1	NIL				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	485730	0	485730	6.50	485730	0	485730	6.50	NIL
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	485730	0	485730	6.50	485730	0	485730	6.50	NIL
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	NIL
h) Other-Individuals	0	0	0	0	0	0	0	0	NIL
i) Bodies Corp.	0	0	0	0	0	0	0	0	NIL
j) Banks / FI	0	0	0	0	0	0	0	0	NIL
k) Any Other....	0	0	0	0	0	0	0	0	NIL
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	NIL
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	NIL
b) Banks / FI	0	0	0	0	0	0	0	0	NIL

PFL INFOTECH LIMITED

c) Central Govt	0	0	0	0	0	0	0	0	NIL
d) State Govt(s)	0	0	0	0	0	0	0	0	NIL
e) Venture Capital Funds	0	0	0	0	0	0	0	0	NIL
f) Insurance Companies	0	0	0	0	0	0	0	0	NIL
g) FIs	0	0	0	0	0	0	0	0	NIL
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	NIL
i) Others (specify)	0	0	0	0	0	0	0	0	NIL
Sub-total (B)(1)	0	0	0	0	0	0	0	0	NIL
2. Non Institutions									
a) Bodies Corp.	1163884	0	1163884	15.56	1097126	0	1097126	14.67	0.89%
(i) Indian	0	0	0	0	0	0	0	0	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1973879	40820	2014699	26.94	1934958	40820	1975778	26.42	0.52%
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	3778068	0	3778068	50.52	3878401	0	3878401	51.86	1.34%
c) Others(Specify)									
i) Non Resident Indians	20795	0	20795	0.28	23110	0	23110	0.31	0.03%
ii) Clearing Members	14924	0	14924	0.20	17955	0	17955	0.24	0.04%
Sub-total (B)(2)	6951550	40820	6992370	93.50	6951550	40820	6992370	93.50	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6951550	40820	6992370	93.50	6951550	40820	6992370	93.50	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	7437280	40820	7478100	100	7437280	40820	7478100	100.00	0

PFL INFOTECH LIMITED

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	P. Amresh	483230	6.46	0	483230	6.46	0	0
2.	P. Srikanth	2500	0.03	0	2500	0.03	0	0
	Total	485730	6.50	0	485730	6.50	0	0

iii. Change in Promoters' Shareholding (please specify, if there is no change

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	485730		0	0
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
	At the end of the year	485730		0	0

PFL INFOTECH LIMITED

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebtedness at the beginning of the financial year				
	i) Principal Amount	NIL	20,15,820	NIL	20,15,820
	ii) Interest due but not paid				
	iii) Interest accrued but not				
	Total (i+ii+iii)	NIL	20,15,820	NIL	20,15,820
	Change in Indebtedness during the financial year				
	- Addition	NIL	2,26,000	NIL	2,26,000
	- Reduction		NIL		NIL
	Net Change				
	Indebtedness at the end of the financial year				
	i) Principal Amount	NIL	22,41,820	NIL	22,41,820
	ii) Interest due but not paid				
	iii) Interest accrued but not due				
	Total (i+ii+iii)		22,41,820		22,41,820

PFL INFOTECH LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961 (b) Value of perquisites u/s 17(2) Income-tax Act,1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL		NIL		NIL
2.	Stock Option	NIL		NIL		NIL
3.	Sweat Equity	NIL		NIL		NIL
4.	Commission - as % of profit - others, specify...	NIL		NIL		NIL
5.	Others, please specify	NIL		NIL		NIL
6.	Total (A)	NIL		NIL		NIL
	Ceiling as per the Act					

PFL INFOTECH LIMITED

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount	
	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	Nil				Nil
	Total (1)					
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	Nil				Nil
	Total (2)					
	Total (B)=(1+2)	Nil				Nil
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel Other Than MD / Manager /WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				

PFL INFOTECH LIMITED

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		Not Applicable		
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...		Not Applicable		
5.	Others, please specify				
6.	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty					
Punishment					
Compounding		NIL	NIL	NIL	
B. Directors					
Penalty		NIL	NIL	NIL	
Punishment					
Compounding					
C. Other Officers In Default					
Penalty		NIL	NIL	NIL	
Punishment					
Compounding					

CODE OF CONDUCT DECLARATION

Pursuant to 15(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 entered into with the stock exchange , I hereby declare that all the Board members and senior management personnel of the company have affirmed compliance with the code of conduct for the year ended March 31, 2019.

For and on behalf of the Board

Place : Hyderabad
Date : 14-08-2019

Sd/-
P. Amresh Kumar
Chairman & Managing Director

PFL INFOTECH LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF PFL INFOTECH LIMITED.

Report on the Financial Statements

We have audited the accompanying Financial Statements of PFL INFOTECH LIMITED, ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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.

PFL INFOTECH LIMITED

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the Financial Statements.

Opinion

In our opinion and basing on the verification of corroboratory evidence and other information available the investments shown in schedule 8 of the balance sheet are not realisable and should be treated as loss on impairment of financial instruments.

In respect of unsecured loans given by the company to various parties for interest, the company is unable to recover both interest and principle from the respective parties and the interest is getting accumulated to principle every year

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31st March, 2019, its profit and its 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, is in Annexure B.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have

PFL INFOTECH LIMITED

been kept by the Company so far as it appears from our examination of those books

- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 29 to the financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.L.R. & Associates
Chartered Accountants.,
(FRN : 015874S)

Sd/-

(Satya Akash Sure)

Partner

(Memb No. 236372)

Place : Hyderabad

Date : 01-08-2019

Annexure to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the

Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to the financial statements of **PFL INFOTECH LIMITED**, HYDERABAD ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

PFL INFOTECH LIMITED

Meaning of Internal Financial Controls with Reference to the Financial Statements

A company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the financial statements includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. Provides reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to the Financial Statements

Because of the inherent limitations of internal financial controls with reference to the financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at 31 March 2019, based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.L.R. & Associates
Chartered Accountants.,
(FRN : 015874S)

Place : Hyderabad
Date : 01-08-2019

Sd/-
(Satya Akash Sure)
Partner
(Memb No. 236372)

PFL INFOTECH LIMITED

Annexure B to the Auditors' Report

of PFL Infotech Limited ("The Company") on the financial statement of the company for the year ended 31st March, 2019.

- 1) In respect of its fixed assets
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us, the Company has only Computers in its fixed assets and they have been physically verified by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- 2) The Company does not have any manufacturing and trading activity and is primarily having investment income only in the current and previous financial years. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has not granted any loans as per the provisions of section 185 and 186 of the Companies Act, 2013 and hence this clause is not applicable.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- 7) In respect of statutory dues
 - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been generally regular in depositing undisputed statutory dues other than Income-Tax and income tax not paid as on date of filing is Rs. 25,26,463. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
 - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value

PFL INFOTECH LIMITED

added tax outstanding on account of any dispute.

- 8) In our opinion and according to the information and explanations given to us, the Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) In our opinion and according to the information and explanations given to us, no managerial remuneration has been paid by the company.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion and according to the information and explanations given to us, no transactions with related parties have been entered by the company during the financial year.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For S.L.R. & Associates
Chartered Accountants.,
(FRN : 015874S)

Sd/-

(Satya Akash Sure)

Partner

(Memb No. 236372)

Place : Hyderabad
Date : 01-08-2019

PFL INFOTECH LIMITED

AUDITOR'S CERTIFICATE

The Shareholders of
PFL InfoTech Limited
6-2-941, Flat No. 201, 3rd Floor
Moghal's Emami Mansion
Khairatabad, Hyderabad- 500 004.

We have examined the above cash flow statement of PFL Infotech Limited for the period ended 31-03-2019. The Statement has been prepared by the Company in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the corresponding Profit and Loss Statements and Balance Sheet of the Company covered by over report of even date to the members of the Company.

For S.L.R. & Associates
Chartered Accountants.,
(FRN : 0158745)

Place of Signature : Hyderabad
Date : 01-08-2019

Sd/-
(Satya Akash Sure)
Partner
(Memb No. 236372)

PFL INFOTECH LIMITED

Balance Sheet as at 31st March 2019

Particulars	Note	In Rupees As at 31-03-2019	In Rupees As at 31-03-2018
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	7,47,81,000	74,781,000
Reserves and surplus	4	1,35,49,570	13,955,549
LOAN FUNDS			
Unsecured Loans		22,41,820	2,015,80
Current liabilities			
Other current liabilities	5	40,04,881	2,122,204
Short-term provisions	6	0	1,737,177
TOTAL		9,45,77,271	94,611,750
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	7	13,794	13,794
Non Current Investments	8	1,35,00,000	13,500,000
Long Term Loans & Advances	9	8,02,60,382	80,260,382
Current Assets			
Cash and bank balances	10	14,515	48,994
Short-term loans and advances	11	7,88,580	788,580
TOTAL		9,45,77,271	94,611,750

Notes on Financial Statements
As per our report of even date

3 to 21

-

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For S.L.R. & Associates

Chartered Accountants.,
(FRN : 015874S)

For and on behalf of Board

Sd/-

(Satya Akash Sure)

Partner

(Memb No. 236372)

Sd/-

(P. Amresh Kumar)

Chairman & Managing Director

Sd/-

(Mohd. Abdul Zameer)

Director

Place : Hyderabad

Date : 01-08-2019

PFL INFOTECH LIMITED

Statement of profit and loss for the year ended 31 March 2019			
Particulars	Note	In Rupees As at 31-03-2019	In Rupees As at 31-03-2018
Income			
Revenue from operations		-	-
Other income	12	-	6,567,205
Total Revenue (I)		-	6,567,205
Expenditure			
Employee benefits expense	13	2,05,500	312,845
Other expenses	14	2,00,479	632,427
Total expenses (II)		4,05,979	945,272
Earnings before interest, tax, depreciation and amortisation (EBITDA) (I)-(II)		(4,05,979)	5,621,933
Finance costs		-	-
Depreciation and amortisation expense		-	-
Profit before and extraordinary items and tax		(4,05,979)	5,621,933
Extra Ordinary Items			
Profit Before Tax		(4,05,979)	5,621,933
Tax Expense			
Current tax		-	1,737,177
Adjustment of Earlier Year Tax (Excess Provision Reversed)		-	-
Deferred tax		-	-
Profit for the period from continuing operations		(4,05,979)	3,884,756
Profit/(loss) from discontinuing operations		-	-
Profit for the period		(4,05,979)	3,884,756

Earnings per equity share (nominal value of Rs.10)

Basic and Diluted 15 (0.05) 0.52

Notes on Financial Statements 1 to 21

PFL INFOTECH LIMITED

For S.L.R. & Associates

Chartered Accountants.,
(FRN : 015874S)

For and on behalf of Board

Sd/-

(Satya Akash Sure)

Partner

(Memb No. 236372)

Place : Hyderabad

Date : 01-08-2019

Sd/-

(P. Amresh Kumar)

Chairman & Managing Director

Sd/-

(Mohd. Abdul Zameer)

Director

1. CORPORATE INFORMATION

PFL Infotech(here in after referred to as the company) is a Public company domiciled in India. Its shares are listed on Bombay stock exchange

2. BASIS OF PREPARATION

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards (Amendment)) Rules 2016 and Other provisions of the Act to the extent notified and applicable as well as applicable guidance note and pronouncements of the Institute of Chartered Accountants of India (ICAI).

These financial statements have been prepared on the historical basis,except for certain assets and liabilities which are measured at fair values at the end of each reporting period,as explained in the accounting policies below.Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities have been classified as current or non current as per the company's normal operating cycle and other criteria as set under Ind AS and in the schedule iii to the act .Based on the nature of services and their realisation in cash and cash equivalents,the company has ascertained its operating cycle as twelve months for the purpose of current or non current classification of assets and liabilities.

Company's financial statements are presented in Indian rupees (INR),which is also its functional currency.All amounts have been rounded off to the nearest rupee unless otherwise indicated.

PFL INFOTECH LIMITED

3. SHARE CAPITAL

	In Rupees As at 31-03-2019	In Rupees As at 31-03-2018
Authorised share capital 80,00,000 Equity Shares of Rs.10/- each	80,000,000	80,000,000
Total	80,000,000	80,000,000
Issued,Subscribed and Fully paid up shares 74,78,100 Equity shares of Rs.10/-each fully paid up	74,781,000	74,781,000
Total Issued,Subscribed and fully paid up share capital	74,781,000	74,781,000

3.1 The details of Shareholders holding more than 5% shares :

Name of the Shareholder	In Rupees As at 31-03-2019		In Rupees As at 31-03-2018	
	No. of Shares	% held	No. of Shares	% held
P Amresh Kumar	483,230	6.46%	483,230	6.46%
Asha Sanjay Shah	729,950	9.76%	729,950	9.76%

PFL INFOTECH LIMITED

4. RESERVES AND SURPLUS

	In Rupees As at 31-03-2019	In Rupees As at 31-03-2018
Securities Premium	48,866,000	48,866,000
	48,866,000	48,866,000
<u>Surplus/(deficit) in the statement of profit and loss</u>		
Balance as per the last financial statements	(34,910,451)	(38,795,207)
Profit for the year	(405,979)	3,884,756
Less: Appropriations		
Transferred to general reserve	-	-
Total Appropriations	-	-
Net surplus in the statement of profit and loss	(35,316,430)	(34,910,451)
Total reserves and surplus	13,549,570	13,955,549
5. OTHER CURRENT LIABILITIES		
Audit Fee Payable	35,400	35,400
Other Expenses Payable	594,000	448,500
Provision for Tax 2015-16	732,369	732,369
Provision for Tax 2016-17	905,935	905,935
Provision for Tax 2017-18	17,37,177	-
	40,04,881	2,122,204
6. SHORT TERM PROVISIONS		
Provision for Income tax		1,737,177
		1,737,177

Provision for Income Tax is made for the current accounting period on the basis of the taxable profits computed in accordance with the Income Tax Act, 1961.

7. FIXED ASSETS

The company does not have any fixed assets in its block, except computers which are used in the office. Since there are no operations during the year no depreciation is provided on Fixed Assets.

PFL INFOTECH LIMITED

8. NON CURRENT INVESTMENTS

	In Rupees As at 31-03-2019	In Rupees As at 31-03-2018
In Equity Shares of Various Companies	13,500,000	13,500,000
	13,500,000	13,500,000
Details of the Investments are provided hereunder :		
Equity Shares in Shamganga Builders Pvt Ltd (16,000 shares of Rs 100/- each)	1,600,000	1,600,000
Equity Shares in Sangeeta Logistics Pvt Ltd. (17,000 shares of Rs 100/- each)	1,700,000	1,700,000
Equity Shares in Sidhi Vinayak Logistics Pvt Ltd (72,000 shares of Rs 100/- each)	7,200,000	7,200,000
Equity Shares in Satabdi Financial Services Pvt Ltd. (30,000 shares of Rs 100/- each)	3,000,000	3,000,000

The companies in which the investment in equity capital are made are unlisted entities and the investments are valued at face value of equity shares

9. LONG TERM LOANS & ADVANCES

Advance for Property	9,200,000	9,200,000
Other Advances	71,060,382	71,060,382
	80,260,382	80,260,382

Other Advances include amounts given as unsecured loans to various parties at predetermined interest rates

10. CASH AND BANK BALANCES		
Balance with banks	13,734	47,813
Cash on hand	781	1,181
	14,515	48,994
11. SHORT TERM LOANS AND ADVANCES		
Advance Tax & TDS	656,719	656,719
Income Tax Refundable	131,861	131,861
	788,580	788,580

PFL INFOTECH LIMITED

Notes on financial statements for the year ended 31st March, 2019

12. OTHER INCOME

	In Rupees As at 31-03-2019	In Rupees As at 31-03-2018
Interest on Unsecured Loans	-	6,567,205
Interest on Income Tax Refund	-	-
	-	6,567,205

The Company stopped operations of the Poultry Business and the only income during the year is the interest earned on the loans given to various parties during the year. The interest recognised is at the contracted interest rates which are provided in the books. The interest remained unrecovered at the end of the financial period.

13. EMPLOYEE BENEFIT EXPENSE		
Salaries, wages and bonus	205,000	312,000
Contribution to provident and other fund	-	-
Staff welfare expenses	-	845
	205,500	312,845
14. OTHER EXPENSES		
Audit Fees & Expenses	35,400	35,400
Bank Charges	377	679
Legal & Professional Charges	-	50,000
Office Maintenance	-	1,500
Printing & Stationery	-	28,352
Rent	-	30,000
Postage and Stationary	25,000	23,780
Conveyance	-	1,050
Share Registry Charges	109,412	68,260
Stock Exchange Expenses	-	332,188
CDSL Fee	-	26,934
Sitting Fees	25,000	30,000
Advertisement, Publicity & Conveyance	5,290	4,284
	200,479	632,427

PFL INFOTECH LIMITED

15. EARNINGS PER SHARE

	In Rupees As at 31-03-2019	In Rupees As at 31-03-2018
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	(405,979)	3,884,756
ii) Weighted Average number of equity shares used as denominator for calculating EPS	7,478,100	7,478,100
iii) Basic and Diluted Earnings per share	(0.05)	0.52
iv) Face Value per equity share	10,00	10.00

16. Employee Benefits

Since there are no employees eligible for any retirement benefits as per the terms of the contract, no gratuity or leave encashment provisions are made as per AS 15

17. Impairment of Assets :

In terms of the requirements of the Accounting standards-28 on "Impairment of Assets" issued by the Institute of Chartered Accountants of India, no provision for impairment in value has been considered necessary by the management as there are no assets carried in the books, except computers.

18. Provision, Contingent Liabilities and Contingent Assets :

As per the best estimate of the management, no provision is required to be made as per Accounting Standard (AS) 29 "Provision, Contingent Liabilities and Contingent Assets" as notified by the Companies (Accounting Standards) Rules 2006, in respect of any present obligation as a result of a past event that could lead to a probable outflow of resources which would be required to settle the obligation.

19. Auditors' Remuneration

Audit Fees	30,000	30,000
Tax Audit Fee	-	-
Other Matters	-	-
GST / Service Tax	5,400	5,400
Total	35,400	35,400

PFL INFOTECH LIMITED

20. Segment Reporting

As the Company has stopped operations and deriving the income from only other sources, segment reporting under Accounting Standard – 17 of ICAI is not applicable.

21. Related Party Transactions

The Company has made the following transactions with related parties as per the provisions of Accounting Standard 18 issued by The Institute of Chartered Accountants of India.

Description	Companies in which Directors	Directors	Relatives of Directors	Total
Payment of Salaries	-	-	-	-
Total	-	-	-	-

No amount was overdue to the above referred related parties as on 31st March 2016. No provision for doubtful debts was made and no amount was written off in the period in respect of debts due from/or to the related parties.

I. Directors :

- a. P Amresh Kumar Chairman & Managing Director

Signatures to "Notes on Financial Statements"

For S.L.R. & Associates

Chartered Accountants.,
(FRN : 015874S)

For and on behalf of Board

Sd/-

(Satya Akash Sure)

Partner
(Memb No. 236372)

Place : Hyderabad
Date : 01-08-2019

Sd/-

(P. Amresh Kumar)

Chairman & Managing Director

Sd/-

(Mohd. Abdul Zameer)

Director

PFL INFOTECH LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2019

		31-03-2019		31-03-2018
A. CASH FLOW FROM OPERATIONAL ACTIVITIES				
Net Profit before Tax	(4,05,979)		56,21,933	
Depreciation	-		-	
Loss on Sale of Fixed Assets	-		-	
Preliminary Exp.written off	-		-	
Operating Profit before working capital charges		(4,05,979)		56,21,933
ADJUSTMENT IN CAPITAL CHANGES				
Increase/(Decrease) in Current Assets	-		-	
Increase/(Decrease) in Short Term Provision	(17,37,177)		2,33,062	
Decrease/(Increase) in Current Liabilities	18,82,677		8,79,985	
INCREASE / DECREASE IN NET CURRENT ASSETS		1,45,500		1,113,047
CASH GENERATED FROM OPERATIONS		(2,60,479)		6,734,980
Less: Taxes Paid		-		1,737,177
Net Cash Used in Operating Activities (A)		(2,60,479)		4,997,803
B. CASH FLOW FROM INVESTING ACTIVITIES				
Receipts from Sale of Fixed Assets	-		-	
Current Investment	-		-	
Investment Shares	-		-	
Payments for Purchase of Fixed Assets	-		-	
Increase/(Decrease) in Loans & Advances	-	(49,10,486)		
Increase in Loans & Advances Given	-		-	
Decrease Capital Work in Progress	-		-	
Net Cash Generated by Investing Activities (B)				(49,10,486)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Increase in Share Capital	-		-	
Decrease in Share Application Money	-		-	
Decrease in Secured Loans	-		-	
Decrease in Unsecured Loan	2,26,000		-	
Increase in Unsecured Loans	-		-	
Financing Activities (C)		2,26,000		-
Net Increase / Decrease in Cash/Bank at the beginning of the year		(34,479)		87,317
Cash/Bank at the beginning of the year		5,45,733		458,416
Cash/Bank at the end of the year		5,11,254		545,733

For S.L.R. & Associates

Chartered Accountants.,
(FRN : 015874S)

Sd/-

(**Satya Akash Sure**)

Partner (Memb No. 236372)

Sd/-

(**P. Amresh Kumar**)

Chairman &
Managing Director

Sd/-

(**Mohd. Abdul Zameer**)

Director

Place : Hyderabad, Date : 01-08-2019

PFL INFOTECH LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

1 REGISTRATION NO	: 7005		
Balance Sheet Date	31.03.2019	State Code	: 01
2 CAPITAL RAISED DURING THE YEAR (Amount in Rs)			
Public Issue	: Nil	Rights Issue	: Nil
Bonus Issue	: Nil	Private Placement	: Nil
3 POSITION OF MOBILISATION AND DEVELOPMENT OF FUNDS			
Total Liabilities	9,45,77,271	Total Assets :	9,45,77,271
Secured Loans	-	Unsecured Loans :	-
APPLICATION OF FUNDS			
Net Fixed Assets	13,794	Investments	13,500,000
Other Non Current Assets	80,260,382	Misc. Exp	-
Net Current Assets	(32,01,786)		
4 PERFORMANCE OF COMPANY			
Turnover	-	Total Exp	4,05,979
Profit / Loss before tax	(4,05,979)	Profit & (Loss) after tax	(4,05,979)
Earning per share in Rs.	(0.05)	Dividend Rate	Nil
5 GENERIC NAMES OF THREE PRINCIPAL PRODUCTS / SERVICES OF COMPANY			
(AS PER MONETARY TERMS)			
Item Code No. ITC	: 1059100		
Product Description	: One day old chicks / Software		

For S.L.R. & Associates

Chartered Accountants.,
(FRN : 015874S)

For and on behalf of Board

Sd/-

(Satya Akash Sure)

Partner

(Memb No. 236372)

Sd/-

(P. Amresh Kumar)

Chairman & Managing Director

Sd/-

(Mohd. Abdul Zameer)

Director

Place : Hyderabad

Date : 01-08-2019

PFL INFOTECH LIMITED

PFL INFOTECH LIMITED

6-2-941, Flat No. 201, IIIrd Floor Moghal's Emami Mansion,
Chintalbasti Road, Khairatabad, Hyderabad - 500 004.

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies vide its circular no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices / annual reports etc. through email to its members. To support this green initiative of the MCA whole heartedly, members who have not yet registered their email address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in physical mode are requested to intimate their e-mail address at which they would like to receive the above documents electronically, either to the company or to its Registrar and Share Transfer Agent. Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agent, Bigshare Services Pvt Limited or to the company

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011)

To,

Bigshare Services Pvt Ltd.

306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashoda Hospital,
Raj bhavan Road, Somajiguda, Hyderabad - 500 082.

Dear Sir,

I/We shareholder (s) of PFL INFOTECH LIMITED, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication in electronic mode (through email).

I/We request you to kindly register my / our below mentioned email id in the Company's records for sending such communication through email.

Folio No. /DP ID No.* and

Client ID No.*

*Applicable for members holding shares in electronic form.

Name of the Sole / First Shareholder :

Name of the Joint Shareholders (if any) :

No. of Shares held :

E-mail id for receipt of documents in

Electronic mode :

Date :

Place :

Signature :

Note : (Sole / First Shareholder)

1. Shareholders are requested to inform the Company's Registrar and Share Transfer Agents M/s.Bigshare Services Pvt. Ltd, as and when there is change in their registered email-id.
2. For shares held in demat form, shareholders are also requested to inform /update their email-ids to their respective Depository Participants.

PFL INFOTECH LIMITED

PFL INFOTECH LIMITED

6-2-941, Flat No. 201, IIIrd Floor Moghal's Emami Mansion,
Chintalbasti Road, Khairatabad, Hyderabad - 500 004.

PROXY FORM

Regd. Folio No. / DPID - Client ID No.

I/We of in the district of
..... being a member / members of PFL Infotech Limited hereby appoint

..... of
in the district of or failing him/her of
..... in the district of as my/our

proxy to vote for me/us on my/our behalf at the 32nd Annual General Meeting of the
Company to be held on Friday, the September 27th, 2019 at 11.00 A.M. at # 6-2-
941, Flat No. 201, IIIrd Floor, Moghal's Emami Mansion, Chintalbasti Road,
Khairatabad, Hyderabad - 500 004.

Signed this day of2019.

Affix
1 Rupee
Revenue
Stamp

.....

Signature of Shareholder/s

Note: The Proxy in order to be effective should be duly stamped, completed and
signed and must be deposited at the Registered Office of the Company not less
than 48 hours before the time for holding the aforesaid meeting. The Proxy need not
be a member of the Company.

.....

PFL INFOTECH LIMITED

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6-2-941, Flat No. 201, IIIrd Floor Moghal's Emami Mansion,
Chintalbasti Road, Khairatabad, Hyderabad - 500 004.

(To be handed over at entrance of the Meeting Venue)

ATTENDANCE SLIP

Regd. Folio No. / DPID - Client ID No.

SHAREHOLDER'S NAME :
(in Block Capitals)

In case of Proxy
NAME OF PROXY :
(in Block Capitals)

No. of Shares held

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company held on Friday, the September 27, 2019 at 11.30 A.M. at PFL INFOTECH LIMITED Regd. Office: # 6-2-941, Flat No. 201, IIIrd Floor, Moghal's Emami Mansion, Chintalbasti Road, Khairatabad, Hyderabad - 500 004.

Signature of Shareholder/s / Proxy

Note : Please bring this Attendance Slip when coming to the Meeting.

PFL INFOTECH LIMITED

Form No. MGT - 12

Polling Paper

(Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (C) of the Companies (Management and Administration) Rules, 2014)

Name of the Company : PFL INFOTECH LIMITED

Regd. Office : # 6-2-941, Flat No. 201, 3rd Floor,

Moghal's Emami Mansion, Khairatabad, Hyderabad - 500 004, Telangana.

CIN : L72200TG1993PLC007005

BALLOT PAPER

S. No.	Particulars	Details
1	Name of the first named shareholder (In Block Letters)	
2	Postal address	
3	Registered Folio No./*DP ID and Client ID No. (* applicable to investors holding shares in dematerialized form) (* as per Company records)	
4	Class of Share	Equity Shares

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

S.No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the Balance Sheet as at 31st March, 2019 and Profit and Loss a/c for the year ended, as on that date and the Directors Report and Auditor's Report thereon.			
2.	To appoint a director in place of M.A.Zameer who retires by rotation.			
3.	To appoint Statutory Auditors and fix their remuneration and for this purpose to consider and, if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution.			

PFL INFOTECH LIMITED

	"RESOLVED THAT S L R &ASSOCIATES, Chartered Accountants, Hyderabad, Firm Registration No 015874S be and are hereby appointed as Auditors of the Company to hold the office from the conclusion of this annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditors."			
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Place : Hyderabad

Date :

(Signature of the Shareholder)

BOOK - POST

If undelivered please return to :

PFL INFOTECH LIMITED

6-2-941, Flat No. 201, 3rd Floor,
Moghal's Emami Mansion,
Khairatabad, Hyderabad - 500 004, Telangana.