


FORM A

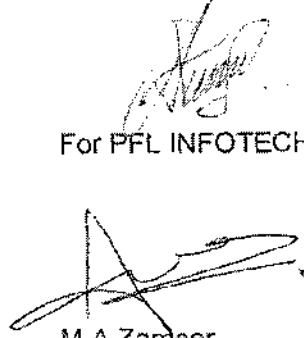
Pursuant to Clause 31 (a) of the Listing Agreement

1. Name of the company : **PFL INFOTECH LIMITED**
2. Annual financial statements for the year ended : **31st March 2015.**
3. Type of Audit observation Un-qualified / Matter of Emphasis : **UN-QUALIFIED**
4. Frequency of observation Whether appeared first time.../ repetitive.../ since how long period : **N/A**


For PFL INFOTECH LTD

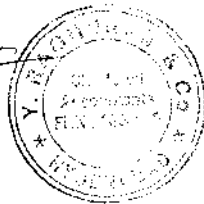

P. AMRESH KUMAR
Chairman & Managing Director

For PFL INFOTECH LTD


M.A. Zameer
Director

For Y.Raghuram & Co
Chartered Accountants
Registration No: 009415S


Y. Raghuram
Partner
M. No. 022678



28th ANNUAL REPORT

2014 - 2015



PFL INFOTECH LIMITED

BOARD OF DIRECTORS

Sri P. Amresh Kumar

Chairman & Managing Director

Sri Abhinandan Jain

Director

Sri M.A. Zameer

Independent Director

Ms. Sujana

Independent Women Director

Company Identification No.

L72200TG1993PLC007005

BANKERS :

HDFC Bank

Begumpet Branch

Hyderabad - 500 016.

AUDITORS :

Y. Raghu Ram & Co

Plot No. 118, Phase - I,

Kamalapur, 8-3-833/118,

Srinagar Colony, Hyd - 73.

REGISTERED OFFICE :

Sy. No. 221, Neemargomula Village

Bibinagar Mandal

Nalgonda Dist - 508 126.

Telangana. India

OFFICE :

201, Moghal Emami Mansion,

Opp. Shadan College Lane,

Khairatabad, Hyderabad - 500 004.

Telangana State, India

PFL INFOTECH LIMITED

PFL INFOTECH LIMITED

Sy. No. 221, Neemargomula Village, Bibinagar Mandal,
Nalgonda Dist, Telangana - 508 126. India

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of M/s. PFL Infotech Limited will be held on Monday 31st August, 2015 at Neemargomula Village, Bibinagar Mandal, Nalgonda District, Telangana - 508126 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, 2015 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 Sri M. A. Zameer who retires by rotation and being eligible offers himself for reappointment.

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 Y Raghuram & Co, Chartered Accountants, Hyderabad, Firm Registration No 0094155 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."

SPECIAL BUSINESS

4. APPOINTMENT OF INDEPENDENT DIRECTOR

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

" RESOLVED THAT Ms. Sujana Kadiam, who was appointed as an Women Independent Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member of the Company in terms of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

Place : Hyderabad
Date : 31-07-2015

Sd/-
P. Amresh Kumar
Chairman & Managing Director

PFL INFOTECH LIMITED

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 27-08-2015 to 31-08-2015 (both days inclusive). The despatch of Annual Report to share holder who do not have email id's the cut off date is 31-07-2015.
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. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of the Clause - 35B of the Listing Agreement 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 28th Annual Report of the company and the business may be transacted through e-voting. The company has engaged the services of Central Depository Services Limited (CDSL) as the authorized agency to provide the e-voting facility.

The instructions for shareholders voting electronically are as under :

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

PFL INFOTECH LIMITED

STEPS FOR E-VOTING

- (i) The evoting period begins on 28th August, 2015 at 9.00 a.m. and ends on 30th August, 2015 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 (record date) of 21st August , 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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 21st August 2015.
- (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 for m 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.
- (vii) If you are a first time user follow the steps given below :

	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department
PAN	(Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use 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.

PFL INFOTECH LIMITED

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.
	<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 (v).

- (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.
- (xi) Click on the EVSN for the relevant PFL INFOTECH LTD 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.

PFL INFOTECH LIMITED

- 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 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.

Information required to be furnished under clause 49 of the listing agreement for directors seeking appointment/reappointment in forthcoming annual general meeting:

Name of Director	Ms. Sujana Kadium
Date of Birth	06-02-1983
Date of Appointment	31-03-2015
Qualification	Post Graduate/Master/Equivalent
Expertise	HR Professional
Other directorship	Nil
Chairman/Members of the Committee in other Companies	Nil
No of shares held in the Company	Nil

(II)

Name of Director	Mr. M. A. Zameer
Date of Birth	17-07-1986
Date of Appointment	30-07-2014
Qualification	B.Com.
Expertise	Administration
Other directorship	Nil
Chairman/Members of the Committee in other Companies	Nil
No of shares held in the Company	Nil

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PFL INFOTECH LIMITED

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

ITEM NO. 4

Ms Sujana Kadium was appointed as an Additional Director on the Board of the Company w.e.f. March 31, 2015. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Ms Sujana Kadium holds office upto the date of this 29th Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Ms Srujana Kadium as an Independent Director of the Company, liable to retire by rotation along with the prescribed deposit of Rs.1,00,000/-.

Save and except Ms Sujana Kadium none of the other Directors / Key Managerial Personnel and their relatives are in any way, are concerned or interested, financially or otherwise, in the resolution set out in item no. 4.

Ms Sujana Kadium is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to be appointed as a Director.

The Board recommends the appointment of Ms Srujana Kadium as Independent Director liable to retire by rotation and propose to pass the resolution set out in Item No. 5 of the notice as an Ordinary Resolution.

PFL INFOTECH LIMITED

DIRECTORS REPORT

To
The Members

The Directors have pleasure in presenting before you the Twenty Eighth Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2015.

FINANCIAL RESULTS : (Rs. In Lakhs)

Particulars	2014-2015	2013-2014
Net Sales / Income	40.83	49.56
Total Expenditure	13.17	10.45
Gross Operating Profit	27.66	39.11
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	27.66	39.11
Provision for Tax	8.55	12.09
Net Profit / Loss	19.11	27.02
Paid-up Equity share capital	747.81	747.81
Reserves Excluding Revaluation Reserves	39.59	20.48
Earnings Per Share	0.26	0.36

OPERATIONS

The total turnover of the company for the year ended 31st March, 2015 amounted to Rs. 40.83 Lakhs as against Rs.49.56 Lakhs in the previous year. The company earned a net profit of Rs. 19.11 Lakhs for the year as against Rs.27.02 Lakhs in the previous year.

The company continued with its activity of trading operations.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report, pursuant to Clause 49 of the Listing Agreement, forms part of this Report and is annexed hereto as "Annexure A".

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. A report on Corporate

PFL INFOTECH LIMITED

Governance is included as part of this Annual Report as "Annexure - B". Certificate from the Statutory Auditors of the company M/s. Y. Raghuram & Co, Chartered Accountants confirming the compliance with the conditions of Corporate Governance as Stipulated under Clause 49 of the Listing Agreement is included as part of this report as "Annexure C"

LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fee for the year 2015-16 to BSE where the Company' Shares are listed.

DEMATERIALISATION OF SHARES

99.45% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2015 and 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 Rd, Somajiguda, Hyderabad, Telangana-500 082.

Number of Board Meetings held

The Board of Directors duly met 6 times during the financial year from 1st April, 2014 to 31st March, 2015. The dates on which the meetings were held are as follows:

30th May, 2014, 30th July, 2014, 25th August, 2014, 11th November, 2014, 10th February, 2015 and 31st March, 2015.

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 Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the 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 the 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 the 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

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constructive contribution and inputs in meetings, etc. In addition, the Chairman was also 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.

Appointment of Independent Directors

Your Directors state that Mr. Mohammed Abdul Zameer & Ms. Sujana Kadium who have been appointed as Independent Director & Independent Women Director possess appropriate balance of skills, expertise and knowledge and are qualified for appointment as Independent Directors.

Sri P. Srikanth and Jashwant Pashabhai Makwana, have resigned from the directorship of the company due to preoccupation.

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 and Clause 49 of the Listing Agreement.

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, 2015, 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;

PFL INFOTECH LIMITED

- 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 from public

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

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 does 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:

The auditors' report and secretarial auditors' report does not contain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an annexure which forms part of this report - "Annexure - D"

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

PFL INFOTECH LIMITED

(B) Technology absorption	NIL
(C) Foreign exchange earnings	NIL
(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.

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 withdrawing any salary from the company as the company do not have any operations further the directors are provided 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 the 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 without which your company would not have achieved those results.

FOR AND ON BEHALF OF THE BOARD
For **PFL Infotech Limited**

Place : Hyderabad

Date :

Sd/-

(P. Amresh Kumar)

Chairman & Managing Director

PFL INFOTECH LIMITED

ANNEXURE - A

MANAGEMENT RESPONSIBILITY STATEMENT

The financial statements are in full conformity with the requirements of the Companies Act, 2013 and the Accounting Standards issued by the Central Government. The Management of 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. Y RAGHURAM & co , Chartered Accountants, Hyderabad, the Statutory Auditors of the Company.

FOR AND ON BEHALF OF THE BOARD
For **PFL Infotech Limited**

Place : Hyderabad
Date : 31-07-2015

Sd/-
(P. Amresh Kumar)
Chairman & Managing Director

PFL INFOTECH LIMITED

ANNEXURE - B

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is continuously making efforts for improving the Corporate Governance practices in the company which can contribute substantially in achieving good governance and thus resulting in enhancement of value to its stakeholders, customers, employees, Banks, Government Agencies, etc.

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	2	1
P. Srikanth	Director	1	Nil
Abhinandan Jain	Director	1	1
Jashwant Pashabhai Makwana	Director	Nil	1
M.A.Zameer	Director	Nil	NIL
Ms. Sujana Kadiam	Director	Nil	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. Abhinandan Jain, Mr. Jashwant pashabahi Makwana and Mr. P. Srikanth. Since Mr Jashwant Pashabhai Makwana and Mr Srikanth have resigned the audit committee is being reconstituted.

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

PFL INFOTECH LIMITED

- To review reports furnished by the internal and statutory auditors, and ensure that suitable follow-up action is taken.

During the financial year ended 31st March 2015, six meetings of the Committee were held on 30th May, 2014, 30th July, 2014, 25th August, 2014, 11th November, 2014, 10th February, 2015 and 31st March .

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

Name of the Director	No. of Meeting Attended
Abhinandan Jain	6
Jashwant Makwana	6
P. Srikanth	4

4. SHARE TRANSFER COMMITTEE

The Share Transfer Committee comprising of P. Amresh Kumar and Mr. P Srikanth 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. Due to the resignation of Mr Srikanth the committee is being reconstituted.

COMPLIANCE OFFICER

Mr. CS. Suresh Bachalakura, Company Secretary, is the Compliance Officer of the company.

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	Related to Mr. P.Srikanth	0/-	0/-	0/-
P. Srikanth	Related to Mr. P.Amresh Kumar	0/-	0/-	0/-
Abhinandan Jain	None	0/-	0/-	0/-
Jashwant Pashabhai Makwana	None	0/-	0/-	0/-
M. A. Zameer	None	0/-	0/-	0/-
Sujana Kadium	None	Nil	0/-	0/-
			TOTAL	0/-

PFL INFOTECH LIMITED

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

The Board of Directors of the company met Six Times were held on 30th May, 2014, 30th July, 2014, 25th August, 2014, 11th November, 2014, 10th February, 2015 and 31st March, 2015. . 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
MR. P Amresh Kumar	YES	5
Sri P Srikanth	YES	5
Abhinandan Jain	NO	5
Jashwant Pashabhai Makwana	NO	5
M. A. Zameer	YES	5
Sujana Kadium	NO	NIL

7. (A) GENERAL BODY MEETINGS :

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

Year	Date	Time	Venue
2011-2012	26th September 2012	10.30 a.m.	PFL Infotech Ltd. Neemargomala Village, Bibinagar Mandal, Nalgonda District, A.P
2012-2013	18th September 2013	10.30 a.m.	PFL Infotech Ltd. Neemargomala Village, Bibinagar Mandal, Nalgonda District, A.P
2013-2014	27th September 2014	11.00 a.m.	PFL Infotech Ltd. Neemargomala Village, Bibinagar Mandal, Nalgonda District, A.P

(B) POSTAL BALLOT

During the year ended 31st March, 2015, 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	PFL Infotech Ltd. Sy. No. 221, Neemargomala Village, Bibinagar Mandal, Nalgonda District, Telangana - 508 126.
B	Annual General Meeting Date & Time Venue	31st August, 2015 at 11.00 AM PFL Infotech Ltd. Sy. No. 221, Neemargomala Village, Bibinagar Mandal, Nalgonda District, Telangana - 508 126.
C	Financial Calendar Financial Reporting for Quarter ending June, 30 2015 Quarter ending September, 30 2015 Quarter ending December, 31 2015 Quarter ending March 31, 2016 Annual General meeting for FY ended 31st March 2015	Last week of July 2015 Last week of October 2015 Last week of January 2016 Last week of May 2016 31st August 2015 at 11.00 AM
D	Date of Book Closure	27-08-2015 to 31-08-2015
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.733.00 and Rs.40..10 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	Share Transfer Committee	The Share Transfer Committee generally meets once in a fortnight.
L	Investor Relations	The Company has good investor relations.

M) Distribution of shareholding as on 31st March 2015.

Share or Debenture holding of nominal value of		Share / Debenture holders		Share / Debenture Amount	
Rs.	Rs.	Number	% to total	(In Rs.)	% to total
- 1 -		- 2 -	- 3 -	- 4 -	- 5 -
1	- 5,000	795	81.5385	285910	0.3823
5,001	- 10,000	34	3.4872	293880	0.3930
10,001	- 20,000	19	1.9487	283750	0.3794
20,001	- 30,000	12	1.2308	290480	0.3884
30,001	- 40,000	10	1.0256	353890	0.4732
40,001	- 50,000	6	0.6154	274100	0.3665
50,001	- 1,00,000	25	2.5641	1748220	4203378
1,00,001	- 999999999	74	7.5897	71250770	95.2792
		975	100	74781000	100.00

PFL INFOTECH LIMITED

N) SHAREHOLDING PATTERN FOR THE QUARTER ENDED: 31.03.2015

Sl. No.	Category	No. of Shares held	Percentage Of Shareholding
A	Promoter's Holding		
1	Promoters Indian Promoters: P.Amresh Kumar (Director) P.Srikanth (Director) Foreign Promoters:	483230 2500 NIL	6.46 % 0.03 % NIL
2	Persons acting in concert		
	Sub-Total	485730	6.49 %
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	2375154	31.7615 %
b.	Indian Public	4361503	58.323 %
c.	NRIs/OCBs	30927	0.4136 %
d.	Any other (Clearing Member)	224786	3.0059 %
	Sub-Total	6992370	93.51 %
	Grand Total	7478100	100.00 %

O) DEMATERIALISATION OF SHARES AND LIQUIDITY AS ON 31ST MARCH 2015

Out of the total shareholding of 74,78,100 equity shares 99.45 % 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 likely to have impact on Equity Share Capital of the Company.

PFL INFOTECH LIMITED

Q) REGISTERED OFFICE

PFL INFOTECH LIMITED
SY. NO. 221, NEEMARGOMULA VILLAGE
BIBINAGAR MANDAL
NALGONDA DIST - 508 126. TELANGANA, INDIA

R) ADDRESS FOR CORRESPONDENCE

201, Moghal Emami Mansion
Opp. Shadan College Lane
Kahiratabad, Hyderabad,
Telangana, India, 500 004.

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

PFL INFOTECH LIMITED

201, Moghal Emami Mansion
Opp. Shadan College Lane
Kahiratabad, Hyderabad,
Telangana, India, 500 004.

PFL INFOTECH LIMITED

ANNEXURE - C

**Y. RAGHURAM & CO
CHARTERED ACCOUNTANTS**

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 31-03-2015 as stipulated in clause 49 of the listing agreement 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 clause 49 of the above - mentioned listing agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Y. Raghuram & Co.,
Chartered Accountants.,
FRN : 009415S

Place : Hyderabad
Date : 23-07-2015

Sd/-
(Y. Raghuram)
Partner

PFL INFOTECH LIMITED

ANNEXURE - D

**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, 2015

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, 2014 and ended 31st March, 2015, 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, 2015, 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 Byelaws 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. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - b. 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

PFL INFOTECH LIMITED

Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

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 and
 - ii. The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited;
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.

Place : Hyderabad
Date : 24-07-2015

For MARTHI & CO.,
Company Secretaries

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 2015

[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	Sy. No. 221, Neemargomala Village, Bibinagar Mandal, Nalgonda District - 508 126., Telangana
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.

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	Trading		100%
2			
3			

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				
2					
3					
4					

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	502590	0	502590	6.72	485730	0	485730	6.49	(0.225)
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):-	502590	0	502590	6.72	485730	0	485730	6.49	(0.225)
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.									
(i) Indian	1535097	0	1535097	20.53	2375154	0	2375154	31.76	11.23
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	574002	21620	595622	7.96	202542	21620	224162	2.99	(4.96)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	4636811	19800	4656611	62.27	4117641	19700	4137341	55.33	(6.94)
c) Others(Specify)									
i) Non Resident Indians	49708	0	49708	0.66	30927	0	30927	0.41	(0.25)
ii) Clearing Members	138472	0	138472	1.85	224786	0	224786	03.00	1.156
Sub-total (B)(2)	6934090	41420	6975510	93.28	6951050	41320	6992370	93.50	0.22
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6934090	41420	6975510	93.28	6951050	41320	6992370	93.50	0.22
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	7436680	41420	7478100	100.00	7436780	41320	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	500090	6.69	0	483230	6.4619	0	0.23
2.	P. Srikanth	2500	0.03	0	2500	0.0334	0	0
	Total	502590	6.72	0	485730	6.4954	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	502590	6.72	502590	6.72
	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):	13-05-2014 Sold 2000 Shares 16-05-2014 Sold 1000 Shares 19-05-2014 Sold 2000 Shares 08-07-2014 Sold 5000 Shares 14-10-2014 Sold 5590 Shares 31-10-2014 Sold 1270 Shares			
	At the end of the year	485730	6.4954	485730	6.4954

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 Indebted- ness
	Indebtedness at the beginning of the financial year				
	i) Principal Amount	NIL	22,04,000	NIL	22,04,000
	ii) Interest due but not paid				
	iii) Interest accrued but not				
	Total (i+ii+iii)				
	Change in Indebtedness during the financial year				
	- Addition	NIL	3,11,820	NIL	3,11,820
	- Reduction		NIL		NIL
	Net Change				
	Indebtedness at the end of the financial year				
	i) Principal Amount	NIL	25,15,820	NIL	25,15,820
	ii) Interest due but not paid				
	iii) Interest accrued but not due				
	Total (i+ii+iii)		25,15,820		25,15,820

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	0/-				0/-
	Total (1)					
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	0/-				0/-
	Total (2)					
	Total (B)=(1+2)	0/-				0/-
	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	NA			

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					

PFL INFOTECH LIMITED

INDEPENDENT AUDITORS' REPORT

To the members of **PFL Infotech Limited**

We have audited the accompanying financial statements of PFL Infotech Limited as at 31st March 2015 which comprise the Balance Sheet as at 31st March 2015, Profit and Loss Statement for the year ended on that date and a summary of 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 standalone 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 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 Standalone 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 there under.

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.

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

PFL INFOTECH LIMITED

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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 standalone financial statements.

Opinion :

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31st 2015
- b) in the case of the Profit and Loss Statement, of the Profit for the year ended on that date;

Report on Other Legal and Regulatory Requirements :

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the company, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books

PFL INFOTECH LIMITED

- (c) the Balance Sheet and the Profit and Loss 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 referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
- (f) 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 does not have any pending litigations which would impact its financial position.
 - 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 Y. Raghuram & Co.,
Chartered Accountants.,
(FRN : 009415S)

Place : Hyderabad
Date : 29-05-2015

Sd/-
(Y. Raghuram)
Partner
(Memb No. 022678)

PFL INFOTECH LIMITED

Annexure to the Auditors' Report

of PFL Infotech Limited ("The Company") on the financial statement of the company for the year ended 31st March, 2015.

- 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) According to the information and explanations given to us, the Company has not granted / taken any loans, secured or unsecured, to / from Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Thus paragraph 3(iii) of the Order is not applicable.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- 5) According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.
- 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,

PFL INFOTECH LIMITED

amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

- b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.
- 8) The Company has no accumulated losses as at the end of the year and the Company has not incurred any cash losses during current year covered by audit and the immediately preceding financial year.
- 9) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
- 10) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- 11) In our opinion and according to the information and explanations given to us, no term loans were taken during the year.
- 12) In our opinion and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For Y. Raghuram & Co.,
Chartered Accountants.,
(FRN : 009415S)

Place of Signature : Hyderabad
Date : 29-05-2015

Sd/-
(Y. Raghu Ram)
Partner
(Memb No. 022678)

PFL INFOTECH LIMITED

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 31-03-2015 as stipulated in clause 49 of the listing agreement 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 clause 49 of the above - mentioned listing agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Y. Raghuram & Co.,
Chartered Accountants.,
(FRN : 009415S)

Place of Signature : Hyderabad
Date : 29-05-2015

Sd/-
(Y. Raghuram)
Partner
(Memb No. 022678)

PFL INFOTECH LIMITED

AUDITOR'S CERTIFICATE

The Shareholders of
PFL InfoTech Limited
Neemargomala Village,
Bibinagar Mandal,
Nalgonda Dist.

We have examined the above cash flow statement of PFL Infotech Limited for the period ended 31-03-2015. The Statement has been prepared by the Company in accordance with the requirements of listing agreement clause 32 with the corresponding Profit and Loss Statement and Balance Sheet of the Company covered by over report of even date to the members of the Company.

For Y. Raghuram & Co.,
Chartered Accountants.,
(FRN : 009415S)

Place of Signature : Hyderabad
Date : 29-05-2015

Sd/-
(Y. Raghu Ram)
Partner
(Memb No. 022678)

PFL INFOTECH LIMITED

Balance Sheet as at 31st March 2015			
Particulars	Note	In Rupees As at 31-03-2015	In Rupees As at 31-03-2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	74,781,000	74,781,000
Reserves and surplus	3	3,959,524	2,048,149
LOAN FUNDS			
Unsecured Loans		2,515,820	2,204,000
Current liabilities			
Other current liabilities	4	73,208	80,708
Short-term provisions	5	854,725	1,208,581
TOTAL		82,184,277	80,322,438
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	6	13,794	13,794
Intangible assets	6	-	-
Non Current Investments	7	21,000,000	21,000,000
Long Term Loans & Advances	8	60,436,457	58,397,285
Current assets			
Cash and bank balances	9	82,218	314,731
Short-term loans and advances	10	651,808	596,628
TOTAL		82,184,277	80,322,438
Notes on Financial Statements	1 to 20	-	-
As per our report of even date			

For Y. Raghuram & Co

Chartered Accountants
(FRN : 009415S)

Sd/-

(Y. Raghu Ram)

Partner

Memb No. 022678

Place : Hyderabad

Date : 29-05-2015

For and on behalf of Board

Sd/-

(P. Amresh Kumar)

Chairman & Managing Director

Sd/-

(M.A. Zameer)

Director

PFL INFOTECH LIMITED

Statement of profit and loss for the year ended 31 March 2015			
Particulars	Note	In Rupees As at 31-03-2015	In Rupees As at 31-03-2014
Income			
Revenue from operations		-	-
Other income	11	4,083,225	4,956,251
Total Revenue (I)		4,083,225	4,956,251
Expenditure			
Employee benefits expense	12	666,000	483,512
Other expenses	13	651,125	561,473
Total expenses (II)		1,317,125	1,044,985
Earnings before interest, tax, depreciation and amortisation (EBITDA) (I)-(II)		2,766,100	3,911,266
Finance costs		-	-
Depreciation and amortisation expense		-	-
Profit before and extraordinary items and tax		2,766,100	3,911,266
Extra Ordinary Items			
Loss on Sale of Assets		-	-
Profit Before Tax		2,766,100	3,911,266
Tax Expense			
Current tax		854,725	1,208,581
Adjustment of Earlier Year Tax (Excess Provision Reversed)		-	-
Deferred tax		-	-
Profit for the period from continuing operations		1,911,375	2,702,685
Profit/(loss) from discontinuing operations		-	-
Profit for the period		1,911,375	2,702,685

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

Basic and Diluted	14	0.26	0.36
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Notes on Financial Statements 1 to 20

PFL INFOTECH LIMITED

For Y. Raghuram & Co

Chartered Accountants
(FRN : 009415S)

For and on behalf of Board

Sd/-

(Y. Raghu Ram)

Partner

Sd/-

(P. Amresh Kumar)

Chairman & Managing Director

Sd/-

(M.A. Zameer)

Director

Place : Hyderabad

Date : 29-05-2015

Notes on financial statements for the year ended 31st March, 2015

1. SIGNIFICANT ACCOUNTING POLICIES

1.1. Accounting Convention

The financial statements are prepared under the historical cost convention in accordance with applicable accounting standards and relevant presentational requirements of the Companies Act, 2013.

1.2. Fixed Assets

Fixed Assets are stated at cost and include installation charges, freight, duties, taxes and expenditure incurred during construction period wherever applicable. Assets under erection / commissioning are shown as capital work in progress. All expenditure during the construction period is allocated to Buildings and Plant & Machinery in the same proportion of the balances in the respective heads as on the date of commissioning of the project.

1.3. Depreciation

Depreciation on the fixed assets is provided on Written Down Value Method at the rates and in the manner prescribed in Schedule - II to the Companies Act, 2013 for all the assets during the year under consideration.

1.4. Revenue Recognition

The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis.

1.5. Employee Benefits

"Retirement benefits to the employees have not been provided as no employee is eligible for the same. No Provision has been made in respect of Gratuity Liability. Provident Fund and ESI as no employee is eligible for the same, leave encashment shall be accounted on cash basis.

1.6. Provision For Income Tax

Provision for Current Tax :

Provision for Income Tax is made taking into consideration the Provisions of Income Tax Act, 1961.

PFL INFOTECH LIMITED

Provision for Deferred Taxation :

As per the AS 22, since there is no reasonable certainty that the Company will get profits so as to absorb the carried forward losses and depreciation, the deferred tax asset has not been recognized in the financial statements.

2. SHARE CAPITAL

	In Rupees As at 31-03-2015	In Rupees As at 31-03-2014
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

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

Name of the Shareholder	In Rupees As at 31-03-2015		In Rupees As at 31-03-2014	
	No. of Shares	% held	No. of Shares	% held
P Amresh Kumar	483,230	6.46%	500,090	6.69%
Acradia Share & Stock Brokers Pvt. Ltd.	647,260	8.66%	322,884	4.32%
Asha Sanjay Shah	729,950	9.76%	408,954	5.47%

PFL INFOTECH LIMITED

3. RESERVES AND SURPLUS

	In Rupees As at 31-03-2015	In Rupees As at 31-03-2014
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	(46,817,851)	(49,520,536)
Profit for the year	1,911,375	2,702,685
Less: Appropriations		
Transferred to general reserve	-	-
Total Appropriations	-	-
Net surplus in the statement of profit and loss	(44,906,476)	(46,817,851)
Total reserves and surplus	3,959,524	2,048,149
4. OTHER CURRENT LIABILITIES		
Audit Fee Payable	33,708	33,708
Other Expenses Payable	39,500	47,000
	73,208	80,708
5. SHORT TERM PROVISIONS		
Provision for Income tax	854,725	1,208,581
	854,725	1,208,581

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.

PFL INFOTECH LIMITED

6. 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.

7. NON CURRENT INVESTMENTS

	In Rupees As at 31-03-2015	In Rupees As at 31-03-2014
In Equity Shares of Various Companies	21,000,000	21,000,000
	21,000,000	21,000,000
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
Share Application Money in BT Driving Power & Mining Corp. Pvt Ltd	7,500,000	7,500,000
8. LONG TERM LOANS & ADVANCES		
Advance for Property	9,200,000	9,200,000
Other Advances	51,236,457	49,197,285
	60,436,457	58,397,285

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

9. CASH AND BANK BALANCES

Balance with banks	49,324	112,836
Cash on hand	32,894	201,895
	82,218	314,731
10. SHORT TERM LOANS AND ADVANCES		
Advance Tax & TDS	519,947	464,767
Income Tax Refundable	131,861	131,861
	651,808	596,628

PFL INFOTECH LIMITED

Notes on financial statements for the year ended 31st March, 2015

11. OTHER INCOME

	In Rupees As at 31-03-2015	In Rupees As at 31-03-2014
Interest on Unsecured Loans	4,083,225	4,956,251
Interest on Income Tax Refund	-	-
	4,083,225	4,956,251

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

12. EMPLOYEE BENEFIT EXPENSE

Salaries, wages and bonus	666,000	474,000
Contribution to provident and other fund	-	-
Staff welfare expenses	-	9,512
	666,000	483,512

13. OTHER EXPENSES

Audit Fees & Expenses	33,708	33,708
Bank Charges	613	2,080
Legal & Professional Charges	60,000	78,000
Office Maintenance	16,000	25,285
Printing & Stationery	18,000	8,340
Rates & Taxes	-	67,210
Rent	96,000	90,000
Conveyance	10,500	-
ROC Filing Fees	22,000	-
Share Registry Charges	90,973	72,854
Stock Exchange Expenses	128,192	44,944
CDSL Fee	1,307	-
Interest on Income Tax	171,726	-
Telephone expenses	-	6,600
Misc. Expenses	2,106	14,366
Travelling & Conveyance	-	63,846
Vehicle Maintenance	-	54,240
	651,125	561,473

PFL INFOTECH LIMITED

14. EARNINGS PER SHARE

	In Rupees As at 31-03-2015	In Rupees As at 31-03-2014
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	1,911,375	2,702,685
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	0.26	0.36
iv) Face Value per equity share	10.00	10.00

15. 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

16. 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.

17. 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.

18. Auditors' Remuneration

Audit Fees	30,000	30,000
Tax Audit Fee	-	-
Other Matters	-	-
Service Tax	3,090	3,090
Total	33,090	33,090

PFL INFOTECH LIMITED

19. 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.

20. 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 2014. 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.

Directors :

P Amresh Kumar

Chairman & Managing Director

Signatures to "Notes on Financial Statements"

As per our report of even date

For Y. Raghuram & Co

Chartered Accountants

(FRN : 009415S)

Sd/-

(Y. Raghuram)

Partner

Memb No. 022678

For and on behalf of Board

Sd/-

(P. Amresh Kumar)

Chairman & Managing Director

Sd/-

(M.A. Zameer)

Director

Place : Hyderabad

Date : 29-05-2015

PFL INFOTECH LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015

		31-03-2015		31-03-2014
A. CASH FLOW FROM OPERATIONAL ACTIVITIES				
Net Profit before Tax	2,766,100		3,911,266	
Depreciation	-		-	
Loss on Sale of Fixed Assets	-		-	
Preliminary Exp.written off	-		-	
Operating Profit before working capital charges		2,766,100		3,911,266
ADJUSTMENT IN CAPITAL CHANGES				
Increase/(Decrease) in Current Assets	55,180		106,724	
Decrease/(Increase) in Current Liabilities	(7,500)		-	
INCREASE / DECREASE IN NET CURRENT ASSETS		47,680		106,724
CASH GENERATED FROM OPERATIONS		2,718,420		3,804,542
Less: Taxes Paid		987,494		987,494
Net Cash Used in Operating Activities (A)		1,730,926		2,817,048
B. CASH FLOW FROM INVESTING ACTIVITIES				
Receipts from Sale of Fixed Assets	-		-	
Investment in Shares	-		-	
Payments for Purchase of Fixed Assets	-		-	
Decrease in Loans & Advances Given	(2,039,172)		(2,049,360)	
Decrease Capital Work in Progress	-		-	
Net Cash Generated by Investing Activities (B)		(2,039,172)		(2,049,360)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Increase in Share Capital	-		-	
Decrease in Share Application Money	-		-	
Decrease in Secured Loans	-		-	
Decrease in Unsecured Loan	311,820		(600,000)	
Increase in Unsecured Loans	-		-	
		311,820		(600,000)
Net Increase / Decrease in Cash/Bank at the beginning of the year		3,574		167,688
Cash/Bank at the beginning of the year		314,831		147,043
Cash/Bank at the end of the year		318,405		314,731

As per our report of even date

For **Y. Raghuram & Co**, Chartered Accountants, (FRN : 009415S)

Sd/-
(Y. Raghuram)
Partner

Sd/-
(P. Amresh Kumar)
Chairman &
Managing Director

Sd/-
(M.A. Zameer)
Director

Place : Hyderabad, Date : 29-05-2015

PFL INFOTECH LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

1 REGISTRATION NO	: 7005		
Balance Sheet Date	31.03.2015	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	82,184,277	Total Assets :	82,184,277
Secured Loans	-	Unsecured Loans :	-
APPLICATION OF FUNDS			
Net Fixed Assets	13,794	Investments	21,000,000
Other Non Current Assets	60,436,457	Misc. Exp	-
Net Current Assets	(193,907)		
4 PERFORMANCE OF COMPANY			
Turnover	4,083,225	Total Exp	1,317,125
Profit / Loss before tax	2,766,100	Profit & (Loss) after tax	1,911,375
Earning per share in Rs.	0.26	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		

As per our report of even date

For Y. Raghuram & Co
Chartered Accountants
(FRN : 009415S)

For and on behalf of Board

Sd/-
(Y. Raghuram)
Partner
Memb No. 022678

Sd/-
(P. Amresh Kumar)
Chairman & Managing Director

Sd/-
(Mohd. Abdul Zameer)
Director

Place : Hyderabad
Date : 29-05-2015

PFL INFOTECH LIMITED

PFL INFOTECH LIMITED

Regd. Office : Sy. No. 221, Neemargomula Village, Bibinagar Mandal, Nalgonda District, Telangana - 508 126.

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, Adroit Corporate 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 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

Regd. Office: Sy. No. 221, Neemargomula Village, Bibinagar Mandal,
Nalgonda District, Telangana - 508 126.

PROXY FORM

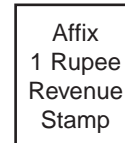
Regd. Folio No. / DPID - Client ID No.

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 Annual General Meeting of the Company to be held on Monday, the August 31, 2015 at 11.00 A.M. at Neemargomula Village, Bibinagar Mandal, Nalgonda District, Telangana - 508 126.

Signed this day of2015.

.....

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

PFL INFOTECH LIMITED

Regd. Office: Sy. No. 221, Neemargomula Village, Bibinagar Mandal,
Nalgonda District, Telangana - 508 126.

(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 Monday, the August 31, 2015 at 11.00 A.M. at Neemargomula Village, Bibinagar Mandal,
Nalgonda District, Telangana.508126

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 : Sy. No. 221, NEMURUGOMULA (V), Bibi Nagar,
Nalgonda Dist - 508126(T.S.) Fax : 040 23374169

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)	
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, 2015 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 Sri M. A. Zameer who retires by rotation and being eligible offers himself for reappointment			
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

	<p>"RESOLVED THAT Y Raghuram & Co, Chartered Accountants, Hyderabad, Firm Registration No 0094155 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."</p>			
4.	<p>To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :</p>			
	<p>"RESOLVED THAT Ms. Sujana Kadium., who was appointed as an Women Independent Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member of the Company in terms of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation."</p>			

Place : Hyderabad

Date :

(Signature of the Shareholder*)

(* as per Company records)