

**30th ANNUAL REPORT  
2016 - 2017**



## **PFL INFOTECH LIMITED**

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### **BOARD OF DIRECTORS**

**Sri P. Amresh Kumar**

Chairman & Managing Director

**Sri Abhinandan Jain**

Director

**Sri M.A. Zameer**

Independent Director

**Ms. Sujana Kadium**

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 :**

# 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**

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### **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 30th Annual General Meeting of the Members of M/s. PFL Infotech Limited will be held on Monday 25th September, 2017 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, 2017 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 Ms.Sujana Kadiam who retires by rotation and being eligible offers herself 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. "

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

Sd/-

**P. Amresh Kumar**

Chairman & Managing Director

Place : Hyderabad  
Date : 11-08-2017

## **PFL INFOTECH LIMITED**

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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 21-09-2017 to 25-09-2017 (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 30th 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 30th 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 in the permitted mode. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.pflinfotech.in](http://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

## **PFL INFOTECH LIMITED**

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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 30th Annual Report of the company and the business may be transacted through e-voting. The company has engaged the services of M/s. National Depository Services Limited (NDSL) as the authorized agency to provide the e-voting facility.

The detailed instructions for E-voting are given herebelow.

9. Members are requested to quote their Registered Folio No. on 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 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 Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- 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.
- IV. The remote e-voting period commences on 22nd September, 2017 at 09.00 a.m. and ends on 24th September, 2017 at 5.00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2017

## **PFL INFOTECH LIMITED**

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(cut off date), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "PFL Infotech Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [spcspl@gmail.com](mailto:spcspl@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **PFL INFOTECH LIMITED**

- B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

- (i) Initial password is pasted as below/at the bottom of the Attendance Slip for the AGM)

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
107066	-	-

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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).
- XII. 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.
- XIII. 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.

## **PFL INFOTECH LIMITED**

- XIV. The Chairman shall, at the AGM), at the end of 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.
- XV. 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.pflinfotech.in](http://www.pflinfotech.in) and on the website of NSDL 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.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no.2

(I)

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



# **PFL INFOTECH LIMITED**

## **DIRECTORS REPORT**

To  
The Members

The Directors have pleasure in presenting before you the Thirtieth Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

### **FINANCIAL RESULTS :** (Rs. In Lakhs)

<b>Particulars</b>	<b>2016-2017</b>	<b>2015-2016</b>
Net Sales / Income	59.82	55.83
Total Expenditure	11.14	14.05
Gross Operating Profit	48.67	41.78
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	48.68	41.78
Provision for Tax	15.04	14.30
Net Profit / Loss	33.63	27.48
Paid-up Equity share capital	747.81	747.81
Reserves Excluding Revaluation Reserves	100.71	67.07
Earnings Per Share	0.45	0.37

### **OPERATIONS**

The company continued its trading operations and the total turnover of the company for the year ended 31st March, 2017 amounted to Rs.59.82 Lakhs as against Rs.55.83 Lakhs in the previous year. The company earned a net profit of Rs. 33.63 Lakhs for the year as against Rs.27.48 Lakhs 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

## **PFL INFOTECH LIMITED**

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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".

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 2017-18 to BSE where the Company's 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, 2017 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.

### **BOARD MEETINGS**

The Board during the financial year 2016-17 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), Regulations 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 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

## **PFL INFOTECH LIMITED**

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 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, 2017, 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

## **PFL INFOTECH LIMITED**

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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**

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"

### **STATUTORY AUDITORS**

Y Raghuram & Co, Chartered Accountants, hold office as Auditors till the conclusion of the forthcoming Annual General Meeting and, being eligible, offer themselves for re-appointment.

### **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

## **PFL INFOTECH LIMITED**

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wherever practicable by economizing on the use of power at the offices.

(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 drawing any salary from the company as the company does not have any operations. 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 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 : 11-08-2017

# **PFL INFOTECH LIMITED**

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**ANNEXURE - A**

## **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. Y RAGHURAM & Co , 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 in the process of identifying a suitable 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 : 11-08-2017

# **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	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 two 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, and ensure that suitable follow-up action is taken.

## **PFL INFOTECH LIMITED**

During the financial year ended 31st March 2017, four meetings of the Committee were held on 28th May, 2016, 10th August, 2016, 14th November, 2016 and 10th February, 2017.

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

<b>Name of the Director</b>	<b>No. of Meeting Attended</b>
P Amresh Kumar	4
Abhinandan Jain	3
Sujana Kadium	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	2500/-	0/-	10,000/-
Sujana Kadium	None	2500/-	0/-	10,000/-
			<b>TOTAL</b>	<b>20,000/-</b>



## **PFL INFOTECH LIMITED**

### **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 28th May, 2016, 10th August, 2016, 14th November, 2016 and 10th February, 2017 . 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	3
M. A. Zameer	NO	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
2013-2014	27th September 2014	11.00 a.m.	PFL Infotech Ltd. Neemargomala Village, Bibinagar Mandal, Nalgonda District, T.S.
2014-2015	31st August 2015	11.00 a.m.	PFL Infotech Ltd. Neemargomala Village, Bibinagar Mandal, Nalgonda District, T.S.
2015-2016	17th September 2016	11.00 a.m.	PFL Infotech Ltd. Neemargomala Village, Bibinagar Mandal, Nalgonda District, T.S.

### **(B) POSTAL BALLOT**

During the year ended 31st March, 2017, 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**

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### **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.

<b>SHAREHOLDER'S INFORMATION</b>		
A	Registered Office	PFL Infotech Ltd. # 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	25th September 2017 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 2016 Quarter ending September, 30 2016 Quarter ending December, 31 2016 Quarter ending March 31, 2017 Annual General meeting for FY ended 31st March 2017	Second week of August 2016 First week of November 2016 First Week of February 2017 Last week of May 2017 25th September 2017 at 11.00 AM
D	Date of Book Closure	21-09-2017 to 25-09-2017
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.38.15 and Rs.10.13 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 2017.

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	1213	72.46	1394410	1.86
5,001	- 10,000	156	9.32	1295370	1.73
10,001	- 20,000	83	4.96	1259680	1.68
20,001	- 30,000	47	2.81	1229030	1.64
30,001	- 40,000	24	1.43	844820	1.13
40,001	- 50,000	17	1.02	777280	1.04
50,001	- 1,00,000	43	2.57	3129990	4.20
1,00,001	- and above	91	5.43	64850420	86.72
		<b>1674</b>	<b>100</b>	<b>74781000</b>	<b>100.00</b>

## PFL INFOTECH LIMITED

### N) SHAREHOLDING PATTERN FOR THE QUARTER ENDED: 31.03.2017

Sl. No.	Category	No. of Shares held	Percentage Of Shareholding
<b>A</b>	<b>Promoter's Holding</b>		
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		
	<b>Sub-Total</b>	<b>485730</b>	<b>6.49 %</b>
<b>B</b>	<b>Public Share Holding - Institutions</b>		
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
	<b>Sub-Total</b>	<b>0</b>	<b>0 %</b>
	<b>Public Share Holding - Non-Institutions</b>		
4	Others		
a.	Private corporate Bodies	1526756	20.42%
b.	Indian Public	5373997	71.86%
c.	NRIs/OCBs	14354	0.19%
d.	Any other (Clearing Member)	77263	1.04%
	<b>Sub-Total</b>		
	<b>Grand Total</b>	<b>7478100</b>	<b>100.00 %</b>

### DEMATERIALISATION OF SHARES AND LIQUIDITY AS ON 31ST MARCH 2017

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 are likely to have impact on Equity Share Capital of the Company.

## **PFL INFOTECH LIMITED**

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**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

## **PFL INFOTECH LIMITED**

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**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 31-03-2017 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 : 11-08-2017

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

Sd/-  
**(Y. Raghuram)**  
Partner  
Mem. No. : 022678

# **PFL INFOTECH LIMITED**

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**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, 2017**

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, 2016 and ended on 31st March, 2017, 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, 2017, 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;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-

## **PFL INFOTECH LIMITED**

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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



## **PFL INFOTECH LIMITED**

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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  
  
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.

Place : Hyderabad  
Date : 11-08-2017

**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 2017**

[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, IIIrd Floor Moghal's Emami Mansion, Chintalbasti Road, Khairatabad, Hyderabad-500 004. Phone : 040 64555707
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	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	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	485730	0	485730	6.49	485730	0	485730	6.49	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									
<b>Sub-total(A)(1):-</b>	<b>485730</b>	<b>0</b>	<b>485730</b>	<b>6.49</b>	<b>485730</b>	<b>0</b>	<b>485730</b>	<b>6.49</b>	<b>NIL</b>
<b>2) Foreign</b>									
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
<b>Sub-total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>NIL</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
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
<b>Sub-total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>NIL</b>
<b>2. Non Institutions</b>									
<b>a) Bodies Corp.</b>									
(i) Indian	1966791	0	1966791	26.30	1526756	0	1526756	20.41	5.88 %
(ii) Overseas	0	0	0	0	0	0	0	0	0
<b>b) Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	351567	41320	392887	5.25	1185716	40820	1226536	16.40	11.15 %
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	4600479	0	4600479	61.53	4147461	0	4147461	55.46	6.05 %
<b>c) Others(Specify)</b>									
i) Non Resident Indians	30898	0	30898	0.41	14354	0	14354	0.21	0.21 %
ii) Clearing Members	1315	0	1315	0.02	77263	0	77263	1.03	1.01 %
<b>Sub-total (B)(2)</b>	<b>6951050</b>	<b>41320</b>	<b>6992370</b>	<b>93.51</b>	<b>6951050</b>	<b>41320</b>	<b>6992370</b>	<b>93.51</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>6951050</b>	<b>41320</b>	<b>6992370</b>	<b>93.51</b>	<b>6951050</b>	<b>41320</b>	<b>6992370</b>	<b>93.51</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>7436780</b>	<b>41320</b>	<b>7478100</b>	<b>100.00</b>	<b>7437280</b>	<b>40820</b>	<b>7478100</b>	<b>100.00</b>	<b>0</b>

## 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
	<b>Total</b>	<b>485730</b>	<b>6.49</b>	<b>0</b>	<b>485730</b>	<b>6.49</b>	<b>0</b>	<b>0</b>

### 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	6.49	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	<b>485730</b>	<b>6.49</b>	<b>0</b>	<b>0</b>

## **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	<b>NIL</b>	<b>20,15,820</b>	<b>NIL</b>	<b>25,15,820</b>
	ii) Interest due but not paid				
	iii) Interest accrued but not				
	Total (i+ii+iii)	<b>NIL</b>	<b>20,15,820</b>	<b>NIL</b>	<b>25,15,820</b>
	Change in Indebtedness during the financial year				
	- Addition	<b>NIL</b>	<b>0 NIL</b>	<b>NIL</b>	<b>0 NIL</b>
	- Reduction				
	Net Change				
	Indebtedness at the end of the financial year				
	i) Principal Amount	<b>NIL</b>	<b>20,15,820</b>	<b>NIL</b>	<b>25,15,820</b>
	ii) Interest due but not paid				
	iii) Interest accrued but not due				
	Total (i+ii+iii)		<b>20,15,820</b>		<b>25,15,820</b>

## **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		<b>Not Applicable</b>		
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...		<b>Not Applicable</b>		
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)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding		NIL	NIL	NIL	
<b>B. Directors</b>					
Penalty		NIL	NIL	NIL	
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty		NIL	NIL	NIL	
Punishment					
Compounding					

## **PFL INFOTECH LIMITED**

**ANNEXURE - F**

### **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, 2017.

Place : Hyderabad  
Date : 11-08-2017

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

Sd/-  
**P. Amresh Kumar**  
Chairman & Managing Director

## **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 2017 which comprise the Balance Sheet as at 31st March 2017, 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**

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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 2017
- 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, 2016 ("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
  - (c) The Balance Sheet and the Profit and Loss statement dealt

## **PFL INFOTECH LIMITED**

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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, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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 does 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)

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

Place : Hyderabad  
Date : 30-05-2017

## **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, 2017.

- 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 including Income-Tax and any other statutory dues with the appropriate authorities. 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, 2017 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

## **PFL INFOTECH LIMITED**

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

Sd/-

**(Y. Raghuram)**

Partner

(Memb No. 022678)

Place of Signature : Hyderabad

Date : 30-05-2017

## **PFL INFOTECH LIMITED**

### **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 over financial reporting of PFL Infotech Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone 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 over financial reporting 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". 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.{"The Act"}

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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 as prescribed under section 143(10) of the Companies Act, 2013, 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 over financial reporting 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls 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 standalone 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 on the Company's internal financial control system over financial reporting



## **PFL INFOTECH LIMITED**

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### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting 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 over financial reporting 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting 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 Y. Raghuram & Co.,**  
Chartered Accountants.,  
(FRN : 009415S)

Place of Signature : Hyderabad  
Date : 30-05-2017

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

## **PFL INFOTECH LIMITED**

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### **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 31-03-2017. 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 Y. Raghuram & Co.,**  
Chartered Accountants.,  
(FRN : 009415S)

Place of Signature : Hyderabad  
Date : 30-05-2017

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

## PFL INFOTECH LIMITED

<b>Balance Sheet as at 31st March 2017</b>			
Particulars	Note	In Rupees As at 31-03-2017	In Rupees As at 31-03-2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	3	74,781,000	74,781,000
Reserves and surplus	4	10,070,793	6,707,221
<b>LOAN FUNDS</b>			
Unsecured Loans		2,015,820	2,515,820
<b>Current liabilities</b>			
Other current liabilities	5	1,242,219	73,850
Short-term provisions	6	1,504,115	1,290,676
<b>TOTAL</b>		<b>89,613,947</b>	<b>85,368,567</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets			
Tangible assets	7	13,794	13,794
Non Current Investments	8	13,500,000	13,500,000
Long Term Loans & Advances	9	75,349,896	70,766,278
<b>Current Assets</b>			
Cash and bank balances	10	20,216	398,327
Short-term loans and advances	11	730,040	690,168
<b>TOTAL</b>		<b>89,613,947</b>	<b>85,368,567</b>
Notes on Financial Statements	3 to 21	-	-
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 : 30-05-2017

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 2017			
Particulars	Note	In Rupees As at 31-03-2017	In Rupees As at 31-03-2016
<b>Income</b>			
Revenue from operations		-	-
Other income	12	5,981,798	5,583,061
<b>Total Revenue (I)</b>		<b>5,981,798</b>	<b>5,583,061</b>
<b>Expenditure</b>			
Employee benefits expense	13	474,000	707,437
Other expenses	14	640,111	698,679
<b>Total expenses (II)</b>		<b>1,114,111</b>	<b>1,406,116</b>
<b>Earnings before interest, tax, depreciation and amortisation (EBITDA) (I)-(II)</b>		<b>4,867,687</b>	<b>4,176,945</b>
Finance costs		-	-
Depreciation and amortisation expense		-	-
<b>Profit before and extraordinary items and tax</b>		4,867,687	4,176,945
<b>Extra Ordinary Items</b>			
Loss on Sale of Assets		-	-
<b>Profit Before Tax</b>		4,867,687	4,176,945
<b>Tax Expense</b>			
Current tax		1,504,115	1,290,676
Adjustment of Earlier Year Tax (Excess Provision Reversed)		-	138,572
Deferred tax		-	-
<b>Profit for the period from continuing operations</b>		3,363,572	2,747,697
Profit/(loss) from discontinuing operations		-	-
<b>Profit for the period</b>		<b>3,363,572</b>	<b>2,747,697</b>

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

Basic and Diluted	14	0.45	0.37
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Notes on Financial Statements 3 to 21

## **PFL INFOTECH LIMITED**

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**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 : 30-05-2017

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### **Notes on Financial Statements for the year ended 31st March, 2017**

#### **1. CORPORATE INFORMATION**

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

#### **2. BASIS OF PREPARATION**

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India ( Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act 2013, read together with Paragraph 7 of the companies (Accounts) Rules, 2014 and companies ( Accounting Standards) Amendment Rules, 2016. The Financial Statements have been prepared under the historical cost convention on an accrual basis.

#### **Summary of Significant Accounting Policies**

##### **a) Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that effect the reported amount of revenues, expenses assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting year. Although these estimates are based on the managements best knowledge of the current events and actions, uncertainty about these assumptions and estimate could result in the outcomes requiring a amterial adjustment to the carrying amounts of assets or liabilities in future years.

##### **b) Property, Plant and Equipment**

Property, Plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts

## **PFL INFOTECH LIMITED**

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and rebates are deducted in arriving the purchase price.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing plant, property and equipment, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred. Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

### **C) Depreciation**

The company is having only one asset and the same have not been put to use in the Financial year 2015-16 and depreciation for the same has not been provided.

### **d) Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However provision for diminution in value is made to recognize a decline other than temporary in the value of investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

### **e) Revenue Recognition**

Revenue is recognized to the extent that is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized Interest: Interest income is recognized on a time proportion basis taking in to account the amount outstanding and the applicable interest rate. Interest income is included in the head other income in the statement of profit and loss.

## PFL INFOTECH LIMITED

### f) Income Taxes

#### Provision for Current Tax:

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

#### 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.

### 3. SHARE CAPITAL

	In Rupees As at 31-03-2017	In Rupees As at 31-03-2016
Authorised share capital 80,00,000 Equity Shares of Rs.10/- each	80,000,000	80,000,000
<b>Total</b>	<b>80,000,000</b>	<b>80,000,000</b>
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
<b>Total Issued,Subscribed and fully paid up share capital</b>	<b>74,781,000</b>	<b>74,781,000</b>

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

Name of the Shareholder	In Rupees As at 31-03-2017		In Rupees As at 31-03-2016	
	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 31-03-2017	In Rupees As at 31-03-2016
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	(42,158,779)	(44,906,476)
Profit for the year	3,363,572	2,747,697
Less: Appropriations		
Transferred to general reserve	-	-
Total Appropriations	-	-
<b>Net surplus in the statement of profit and loss</b>	<b>(38,795,207)</b>	<b>(42,158,779)</b>
<b>Total reserves and surplus</b>	<b>10,070,793</b>	<b>6,707,221</b>
<b>5. OTHER CURRENT LIABILITIES</b>		
Audit Fee Payable	34,350	34,350
Other Expenses Payable	475,500	39,500
Provision for Tax 2015-16	732,369	-
	<b>1,242,219</b>	<b>73,850</b>
<b>6. SHORT TERM PROVISIONS</b>		
Provision for Income tax	1,290,676	854,725
	<b>1,290,676</b>	<b>854,725</b>

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

### 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.

### 8. NON CURRENT INVESTMENTS

	In Rupees As at 31-03-2017	In Rupees As at 31-03-2016
In Equity Shares of Various Companies	13,500,000	21,000,000
	<b>13,500,000</b>	<b>21,000,000</b>
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
<b>9. LONG TERM LOANS &amp; ADVANCES</b>		
Advance for Property	9,200,000	9,200,000
Other Advances	66,149,896	61,566,278
	<b>75,349,896</b>	<b>70,766,278</b>

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

<b>10. CASH AND BANK BALANCES</b>		
Balance with banks	14,738	389,849
Cash on hand	5,478	8,478
	<b>20,216</b>	<b>398,327</b>
<b>11. SHORT TERM LOANS AND ADVANCES</b>		
Advance Tax & TDS	598,180	558,307
Income Tax Refundable	131,861	131,861
	<b>730,041</b>	<b>690,168</b>

## **PFL INFOTECH LIMITED**

**Notes on financial statements for the year ended 31st March, 2017**

### **12. OTHER INCOME**

	In Rupees As at 31-03-2017	In Rupees As at 31-03-2016
Interest on Unsecured Loans	5,981,798	5,583,061
	<b>5,981,798</b>	<b>5,583,061</b>

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

<b>13. EMPLOYEE BENEFIT EXPENSE</b>		
Salaries, wages and bonus	474,000	703,500
Contribution to provident and other fund	-	-
Staff welfare expenses	-	3,937
	<b>474,00</b>	<b>707,437</b>
<b>14. OTHER EXPENSES</b>		
Audit Fees & Expenses	34,350	34,350
Bank Charges	1,030	506
Legal & Professional Charges	96,200	92,792
Office Maintenance	-	3,000
Printing & Stationery	-	31,932
Rent	120,000	120,000
Conveyance	19,200	-
ROC Filing Fees	-	20,200
Share Registry Charges	49,836	78,642
Stock Exchange Expenses	271,938	253,216
CDSL Fee	27,557	26,994
Sitting Fees	20,000	13,000
Travelling & Conveyance	-	24,047
	<b>640,111</b>	<b>698,679</b>

## PFL INFOTECH LIMITED

### 15. EARNINGS PER SHARE

	In Rupees As at 31-03-2017	In Rupees As at 31-03-2016
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	3,363,572	2,747,697
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	0.45	0.37
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	-	-
Service Tax	4,500	3,090
<b>Total</b>	<b>34,500</b>	<b>33,090</b>

## **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 2017. 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.

As per our report of even date

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

For and on behalf of Board

Sd/-

**(Y. Raghu Ram)**

Partner

Memb No. 022678

Place : Hyderabad

Date : 30-05-2017

Sd/-

**(P. Amresh Kumar)**

Chairman & Managing Director

Sd/-

**(M.A. Zameer)**

Director

## PFL INFOTECH LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2017

		31-03-2017		31-03-2016
<b>A. CASH FLOW FROM OPERATIONAL ACTIVITIES</b>				
Net Profit before Tax	4,867,687		4,176,945	
Depreciation	-		-	
Loss on Sale of Fixed Assets	-		-	
Preliminary Exp.written off	-		-	
Operating Profit before working capital charges		4,867,687		4,176,945
<b>ADJUSTMENT IN CAPITAL CHANGES</b>				
Increase/(Decrease) in Current Assets	-		38,360	
Increase/(Decrease) in Short Term Provision	213,439		-	
Decrease/(Increase) in Current Liabilities	1,168,369		(642)	
<b>INCREASE / DECREASE IN NET CURRENT ASSETS</b>		1,381,808		37,718
<b>CASH GENERATED FROM OPERATIONS</b>		6,249,495		4,139,227
Less: Taxes Paid		1,504,115		993,297
<b>Net Cash Used in Operating Activities (A)</b>		4,745,380		3,145,930
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Receipts from Sale of Fixed Assets	-		-	
Current Investment	-		7,500,000	
Investment Shares	-		-	
Payments for Purchase of Fixed Assets	-		-	
Increase in Loans & Advances Given	(4,583,618)		(10,329,821)	
Decrease Capital Work in Progress	-		-	
<b>Net Cash Generated by Investing Activities (B)</b>		(4,583,618)		(2,829,821)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase in Share Capital	-		-	
Decrease in Share Application Money	-		-	
Decrease in Secured Loans	-		-	
Decrease in Unsecured Loan	(500,000)		-	
Increase in Unsecured Loans	-		-	
<b>Net Cash Flow from Financing Activities (C)</b>		-		311,820
<b>Net Increase / Decrease in</b>		(500,000)		316,109
Cash/Bank at the beginning of the year		398,327		82,218
Cash/Bank at the end of the year		60,089		398,327

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 : 30-05-2017

## **PFL INFOTECH LIMITED**

### **BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

<b>1 REGISTRATION NO</b>	: 7005		
Balance Sheet Date	31.03.2017	State Code	: 01
<b>2 CAPITAL RAISED DURING THE YEAR (Amount in Rs)</b>			
Public Issue	: Nil	Rights Issue	: Nil
Bonus Issue	: Nil	Private Placement	: Nil
<b>3 POSITION OF MOBILISATION AND DEVELOPMENT OF FUNDS</b>			
Total Liabilities	89,613,947	Total Assets :	89,613,947
Secured Loans	-	Unsecured Loans :	-
<b>APPLICATION OF FUNDS</b>			
Net Fixed Assets	13,794	Investments	13,500,000
Other Non Current Assets	75,349,896	Misc. Exp	-
Net Current Assets	(1,996,077)		
<b>4 PERFORMANCE OF COMPANY</b>			
Turnover	5,981,798	Total Exp	1,114,111
Profit / Loss before tax	4,867,687	Profit & (Loss) after tax	3,363,572
Earning per share in Rs.	0.45	Dividend Rate	Nil
<b>5 GENERIC NAMES OF THREE PRINCIPAL PRODUCTS / SERVICES OF COMPANY</b>			
(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 : 30-05-2017

## **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 Ltd 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 : .....

(Sole / First Shareholder)

**Note :**

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**

# 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 Annual General Meeting of the  
Company to be held on Monday, the September 25, 2017 at 11.00 A.M. at # 6-2-941,  
Flat No. 201, 3rd Floor, Moghal's Emami Mansion, Khairatabad, Hyderabad-500  
004, Telangana.

Signed this ..... day of .....2017.

.....

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.

.....

Affix  
1 Rupee  
Revenue  
Stamp



**PFL INFOTECH LIMITED**

**PFL INFOTECH LIMITED**

# 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 Monday, the September 25 , 2017 at 11.00 A.M. at # 6-2-941, Flat No. 201, 3rd Floor,  
Moghal's Emami Mansion, Khairatabad, Hyderabad-500 004, Telangana.

**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, 2017 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 Ms. Sujana Kadium who retires by rotation and being eligible offers herself 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><b>"RESOLVED THAT</b> Y Raghuram &amp; 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>			
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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.