

PFL INFOTECH LIMITED

35th ANNUAL REPORT

2021-2022



PFL INFOTECH LIMITED

BOARD OF DIRECTORS

Sri P. Amresh Kumar
Sri Abhinandan Jain
Ms. Sujana Kadium

Chairman & Managing Director
Independent Director
Independent Women Director

Company Identification No.
L72200TG1993PLC007005

BANKERS:

HDFC Bank
Begumpet Branch
Hyderabad - 500 016.

AUDITORS :

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

REGISTERED OFFICE:

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

OFFICE:

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

PFL INFOTECH LIMITED

**PFL INFOTECH LIMITED
6-2-941, FLAT NO. 201, IIIRD FLOOR
MOGHAL'S EMAMI MANSION, CHINTALBASTI ROAD
KHAIRATABAD, HYDERABAD-500 004
TELANGANA, INDIA**

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Members of M/s. PFL Infotech Limited will be held on Wednesday 28th September 2022 at 11:30 a.m. through Video Conference ('VC') / Other Audio Visual Means ('OAVM') 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, 2022 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 is eligible for Re-appointment.

3. APPOINTMENT OF AUDITORS

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

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

BY THE ORDER OF THE BOARD

For PFL INFOTECH LIMITED

Sd/-

P.AMRESH KUMAR

Chairman & Managing Director

PLACE: HYDERABAD

DATE:13.08.2022

PFL INFOTECH LIMITED

PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT (AGENDA NO 2) AS REQUIRED TO BE FURNISHED UNDER THE SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

AGENDA NO 2

Name	MS. SUJANA KADIAM
Age	37
DIN	07167872
Qualification	MBA (FINANCE AND HR)
Experience	FINANCE & ADMINISTRATION
Current remuneration (last drawn remuneration)	SITTING FEE
Date of first appointment on the Board	31 MARCH 2015
Shareholding in the Company	NIL
Other Directorship	Transgene Biotech Limited
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
Number of meetings of the Board attended during the year	4

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, and Circular No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,

Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.pflinfotech.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins **Sunday, September 25th 2022 at 9.00 a.m.** IST and ends on **Tuesday, September 27th, 2022 at 5.00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **wednesday September 21st, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **wednesday September 21st, 2022**.

How do I vote electronically using the NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

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4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to spcspl@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to pflinfotech@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to pflinfotech@gmail.com. If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1**

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(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

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respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at pflinfotech@gmail.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views / have questions may send their questions in advance by **September 21, 2022** mentioning their name demat account number/folio number, email id, mobile number at pflinfotech@gmail.com / bsshyd@bigshareonline.com. The same will be replied by the company suitably. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

DIRECTOR'S REPORT

**To
The Members**

Your Directors take pleasure in presenting before you the 35th Thirty Fifth Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2022.

Financial Highlights

Particulars	(Rs. In Lakhs)	
	2021-22	2020-21
Net Sales / Income	11.47	27.93
Total Expenditure	92.81	17.53
Gross Operating Profit	-81.34	10.41
Interest and Finance charges	0.00	0.00
Depreciation	0.00	0.00
Profit before Tax / loss	-81.34	10.41
Provision for Tax	-	6.13
Net Profit / Loss	-81.34	4.27
Paid-up Equity share capital	747.81	747.81
Reserves Excluding Revaluation Reserves	-131.22	-49.87
Earnings Per Share	-1.09	0.06

OPERATIONS

The total income of the company for the year ended 31 March 2022 amounted to Rs. 11.47 Lakhs as against Rs.27.93 Lakhs in the previous year. The company has incurred a loss of Rs. -81.34 Lakhs for the year against a net profit of Rs.4.27 lakhs in the previous year.

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

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

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

LISTING WITH STOCK EXCHANGES

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

DEMATERIALISATION OF SHARES

99.45% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2022 and the balance 0.55 % is in physical form. The Company's Registrars are M/S Big Share Services Pvt Ltd, 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana-500 082.

DIRECTORS

Ms Sujana Kadium retires at the ensuing Annual General Meeting and being eligible offers herself for reappointment.

BOARD MEETINGS

The Board during the financial year 2021-22 met 4 (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)

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Regulation 2015 (“SEBI Listing Regulations”).

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

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

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also 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, 2022**, 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

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assets of the company and for preventing and detecting fraud and other irregularities;

d) They have prepared the annual accounts on a going concern basis;

e) They have laid down internal financial controls in the company that are adequate and were operating effectively.

f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

DEPOSITS

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from the 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 do not apply to the company.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

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

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT:

Auditors' Report

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

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

SECRETARIAL AUDIT REPORT

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

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

COST AUDITORS AND THEIR REPORT

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

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

- (A) The operations of the company are not power intensive nevertheless the company continues its efforts to minimize energy wherever practicable by economizing on the use of power at the offices.
- (B) Technology absorption NIL
- (C) Foreign exchange earnings NIL
- (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”

PFL INFOTECH LIMITED

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

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

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

There are no women employees in the company. However, the Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

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

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

ACKNOWLEDGEMENTS

Your Directors take this opportunity to express their sincere thanks and place on record their appreciation of the continued assistance and cooperation 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.

Directors
Place: Hyderabad
Date: 13.08.2022

For and on behalf of the Board of

For PFL Infotech Limited

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

PFL INFOTECH LIMITED

DETAILS OF UNCLAIMED SHARES

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

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

As on March 31, 2022 your Company has no equity shares in the unclaimed suspense account.

S.N o.	Particulars	Remarks
1.	Total number of shareholders and the outstanding shares in the suspense account lying as on 31.03.2022	Nil
2.	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	Nil
3.	Number of shareholders to whom shares were transferred from suspense account during the year;	Nil
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31.03.2022	Nil

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. **S L R & ASSOCIATES**, Chartered Accountants, Hyderabad, the Statutory Auditors of the Company.

OPPORTUNITIES, THREATS, RISKS & CONCERNS

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

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has an adequate system of internal financial controls.

DISCLAIMER

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

Place: Hyderabad

Date: 13.08.2022

By the order of the board
For **PFL Infotech Limited**

Sd/-

(**P. Amresh Kumar**)
Chairman & Managing Director

ANNEXURE – B

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

2. BOARD OF DIRECTORS

The constitution of the Board is given below:

NAME OF THE DIRECTOR	STATUS	NO. OF OTHER PUBLIC DIRECTORSHIPS (*)	NO. OF BOARD COMMITTEE POSITION HELD IN OTHER PUBLIC LIMITED COMPANIES
P. Amresh Kumar	Chairman & Managing Director	0	0
Abhinandan Jain	Independent Director	1*	1
Ms. SujanaKadium	Independent Director	1	1

(*) 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 and Ms. Sujana Kadium.

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 2022, four meetings of the Committee were held on 29th June, 2021, 14th August, 2021, 13th November, 2021 and 12th February, 2022.

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

NAME OF THE DIRECTOR	NO. OF MEETINGS ATTENDED
P Amresh Kumar	4
SujanaKadium	4

4. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprising of Mr. P Amresh Kumar and Mr. Abhinandan Jain 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/--
SujanaKadium	None	29,000/--	0/-	29,000/--
Total				29,000/-

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 **29th June 2021, 14th August 2021, 13th November 2021, 12th February 2022.**

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 MEETINGS
P Amresh Kumar	YES	4
Abhinandan Jain	YES	2
SujanaKadium	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
2018-19	27 th September 2019	11.00 A.M.	# 201 MoghalEmami Mansion, Khairatabad, Hyderabad, Telangana.
2019-20	26 th September 2020	11.00 A.M.	Through Video Conference (VC) Video Conference / (OAVM) Other Audio Visual Means
2020-21	28 th September 2021	11.30 A.M.	Through Video Conference (VC) Video Conference / (OAVM) Other Audio Visual Means

(B) POSTAL BALLOT

During the year ended **31st March, 2022**, no resolution was passed by the Company's shareholders requiring voting by postal ballot. At the ensuing Annual General Meeting also, there is no resolution proposed to be passed through postal ballot.

PFL INFOTECH LIMITED

8. DISCLOSURES

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

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

9. AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

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

SHAREHOLDER'S INFORMATION

A	Registered Office	PFL Infotech Ltd. # 6-2-941, Flat No. 201, IIIrd Floor Moghal's Emami Mansion, Chintalbasti Road Khairatabad, Hyderabad-500 004,
B	Annual General Meeting	
	Date & Time	28th September 2022 at 11.30 AM
	Venue	PFL Infotech Limited # 6-2-941, Flat No. 201, IIIrd Floor Moghal's Emami Mansion, Chintalbasti Road Khairatabad, Hyderabad-500 004, Through VC/OAVM
C	Financial Calendar	
	Financial Reporting for	
	Quarter ending June, 30 2021	Second week of August 2021
	Quarter ending September, 30 2021	Second week of November 2021
	Quarter ending December, 31 2021	Second Week of February 2022
	Quarter ending March 31, 2022	Last week of May 2022
	Annual General meeting for FY ended 31 st March 2022	28th September 2022 at 11.30 AM
D	Date of Book Closure	26-09-2022 to 28-09-2022
E	Dividend Payment Date	Not Applicable
F	Listing on Stock Exchange	Bombay Stock Exchange Limited P J Towers, Dalal Street Mumbai – 400 001.

PFL INFOTECH LIMITED

G	BSE Stock Code	531769
H	Stock Market Data	The company's shares were regularly traded on The Bombay Stock Exchange Limited till 09 Mar 2020, thereafter the trading in the shares was suspended due to penal reasons i.e., for non-payment of the Annual Listing Fee for the year 2020-21 and 2021-22. The 52 week high low has been Rs.5.38 and Rs. 2.28 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 2022.

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	1273	64.71	1523990	2.04
5,001	--	10,000	224	11.38	1997480	2.67
10,001	--	20,000	152	7.72	2314510	3.09
20,001	--	30,000	62	3.15	1563760	2.09
30,001	--	40,000	37	1.88	1343160	1.79
40,001	--	50,000	28	1.42	1327690	1.77
50,001	--	1,00,000	80	4.06	5634050	7.53
1,00,001	--	And above	111	5.64	59076360	78.99
Tota			1967	100.00	74781000	100.00

PFL INFOTECH LIMITED

N) SHAREHOLDING PATTERN FOR THE QUARTER ENDED: 31.03.2022

Sl. no	Category	No. of Shares held	Percentage Of Shareholding
A	Promoter's Holding		
1	Promoters Indian Promoters: P.Amresh Kumar (Managing Director) P.Srikanth Foreign Promoters:	483230 2500 NIL	6.46% 0.03 % NIL
2	Persons acting in concert		
	Sub-Total	485730	6.50 %
B	Public ShareHolding – Institutions		
3	Institutional investors / Venture Capital Funds	NIL	NIL
A	Mutual Funds and UTI(Govt. Financial Institutions)	NIL	NIL
B	Banking, Financial Institutions/Insurance Companies(Central/ State Government Institutions/Non-Government Institutions)	NIL	NIL
C	Foreign Institutional Investor	NIL	NIL
	Sub-Total	0	0 %
	Public ShareHolding – Non-Institutions		
4	Others		
a.	Private corporate Bodies	777625	10.39 %
b.	Indian Public	5956670	79.65 %
	Any other (Clearing Member)	182037	2.43 %
	Any other (Hindu Undivided Family)	51024	0.68%
c.	NRIs/OCBs	23614	0.31 %
d.	Any other (Trusts)	1400	0.01 %
	Sub-Total	6992370	93.50
	Grand Total	7478100	100.00 %

O) DEMATERIALISATION OF SHARES AND LIQUIDITY AS ON 31ST MARCH 2022

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

Q) REGISTERED OFFICE AND ADDRESS FOR CORRESPONDENCE

PFL Infotech Limited

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

ANNEXURE - C

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 **31-03-2022** 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.

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

Place: Hyderabad
Date: 22.08.2022
UDIN :22236372APMLLV9003

Sd/-
Satya Akash sure
Partner Mem No: 236372

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, 2022

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, 2021** and ended on **31st March, 2022**, 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, 2022**, 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-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);

PFL INFOTECH LIMITED

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a. SEBI (Listing obligations and disclosures requirements) regulation, 2015;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

vi. Other applicable laws including the following:

- i) Income Tax Act, 1961

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company during the audit period:

- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- vi. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

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.

PFL INFOTECH LIMITED

4. We further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Companies Act, 2013.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting.
- (c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

5. We further report that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

6. We further report that the company :

- i) Has not appointed a Company Secretary and Compliance Officer;
- ii) The Company is yet to pay the listing fee for the financial year 2020-21, 2021-22
- iii) Trading in the shares has been suspended by the Bombay Stock Exchange.
- iv) Has not paid Income Tax for the years 2015-16, 2017-18 & 2020-21.

For MARTHI & CO,
Company Secretaries
Sd/-

S S MARTHI
PROPRIETOR

FCS 1989, CP 1937

Place: Hyderabad,

Date: 29.08.2022

UDIN: F001989D000865687

Note; This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral report of this report.

PFL INFOTECH LIMITED

Annexure – A to Secretarial Audit Report of even date

**To the Members of
M/s. PFL Infotech Limited**

Our Secretarial Audit Report (Form MR-3) of even date for the financial year ended **March 31, 2022** is to be read along with this letter.

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after **March 31, 2022** but before the issue of this report.
4. We have considered compliance related actions taken by the Company based on independent legal / professional opinion obtained as being in compliance with law.
5. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
8. Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad,
Date: 29.08.2022

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 2022**

[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'sEmami Mansion, Chintalbasti Road, Khairatabad, Hyderabad-500 004, Phone: 9666699809
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt Ltd. 306, Right Wing, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Raj Bhavan Road, Hyderabad. 500082. Phone :91-40-2337 4967 2337 0295

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

PFL INFOTECH LIMITED

III .PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
	N I L				

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

i. Category-wise Share Holding

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

PFL INFOTECH LIMITED

e) Venture Capital Funds	0	0	0	0	0	0	0	0	0	NIL
f) Insurance Companies	0	0	0	0	0	0	0	0	0	NIL
g) FIIs	0	0	0	0	0	0	0	0	0	NIL
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	NIL
i) Others (specify)	0	0	0	0	0	0	0	0	0	NIL
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0	NIL
2. Non Institutions										
a) Bodies Corp.										
(i) Indian	875683	0	875683	11.71	777625	0	777625	10.39	1.32	
(ii) Overseas										
b) Individuals										
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1897525	40820	1979165	26.00	1995670	40820	2036490	27.23	1.23	
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	3911369	0	3911369	52.30	3920180	0	3920180	52.42	0.12	
c) Others(Specify)										
i) Non Resident Indians	22914	0	22914	0.31	23614	0	23614	0.31	0.00	
ii) Clearing Members	181988	0	181988	2.43	182037	0	182037	2.43	0.00	
III) HUF	60671	0	60671	0.81	51024	0	51024	0.68	0.13	
IV) TRUSTS	1400	0	1400	0.018	1400	0	1400	0.018	0	
Sub-total (B)(2)	6951550	40820	6992370	93.50	6951550	40820	6992370	93.50	0	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6951550	40820	6992370	93.50	6951550	40820	6992370	93.50	0	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	7437280	40820	7478100	100	7437280	40820	7478100	100	0	

PFL INFOTECH LIMITED

Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
1.	P.Amresh Kumar	483230	6.46	0	483230	6.46	0	0
2.	P. Srikanth	2500	0.03	0	2500	0.03	0	0
	Total	485730	6.50	0	485730	6.50	0	0

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

	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				
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):	<i>no change</i>			

PFL INFOTECH LIMITED

IV. 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				
ii) Interest due but not paid				
iii) Interest accrued but not paid	-	7,93,820	-	7,93,820
	-	-	-	-
	-	-	-	-
Total (i+ii+iii)	-	7,93,820	-	7,93,820
Change in Indebtedness during the financial year				
- Addition				
- Reduction	-		-	-
	-	3,75,000	-	3,75,000
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid	-	4,18,820	-	4,18,820
iii) Interest accrued but not due				
Total (i+ii+iii)	-	4,18,820	-	4,18,820

PFL INFOTECH LIMITED

V. 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, specific	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 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (b) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		Not Applicable	60,000 Per annum	60,000
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...		Not Applicable		

PFL INFOTECH LIMITED

5.	Others, please specify				
6.	Total			60,000	60,000

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENSES:

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

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, 2022**.

FOR AND ON BEHALF OF THE BOARD

Place: Hyderabad

Date: 13-08-2022

Sd/-

(P.AMRESH KUMAR)

CHAIRMAN & MANAGING DIRECTOR

INDEPENDENT AUDITORS' REPORT

To:

The Members of

PFL INFOTECH LIMITED.

Report on the Financial Statements

We have audited the accompanying Financial Statements of PFL INFOTECH LIMITED, ("the Company"), which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Financial Statements.

UDIN: **22236372AJSPRQ3518**

PFL INFOTECH LIMITED

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

Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, is in Annexure B.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

UDIN: **22236372AJSPRQ3518**

PFL INFOTECH LIMITED

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 29 to the financial statements
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

UDIN: **22236372AJSPRQ3518**

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

Satya Akash Sure
Partner
M No. 236372

Place: Hyderabad
Date : 27/05/2022

Annexure – A to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to the financial statements of **PFL INFOTECH LIMITED**, HYDERABAD ("the Company") as of 31st March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

Including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with Reference to the Financial Statements

A company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the

PFL INFOTECH LIMITED

preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the financial statements includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit Preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and
3. Provides 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 with Reference to the Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at 31 March 2022, based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.L.R. & Associates
Chartered Accountants
FRN: 015874S
Sd/-
Satya Akash Sure
Partner
M No. 236372

Place: Hyderabad
Date : 27/05/2022

PFL INFOTECH LIMITED

ANNEXURE (B)

REFERRED TO IN PARAGRAPH 1 OF INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF PFL INFOTECH LIMITED ON THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2022

In terms of Companies (Auditor's Report) Order 2020, issued by the Central Government of India, in terms of section 143(11) of The Companies Act, 2013, we further report, on the matters specified in paragraph 3 and 4 of the said Order, that:

1) (i)

(a) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.

(b) The company is maintaining proper records showing full particulars of intangible assets and does not have any intangible assets.

(ii) The Property, Plant & Equipment have been physically verified by the management at reasonable intervals.

(iii) The title deeds of immovable properties shown in the financial statements are held in the name of the company.

Description of Property	Gross Carrying Value	Held in Name of	Whether Promoter Director or their relative or employee	Period held indicate range where appropriate	Reason for not being held in name of company,
		NIL			

(iv) The company has revalued its Property, Plant & Equipment or Intangible assets or both during the year. The revaluation is based on the valuation of registered values. The change in value is not more than 10% or more in the carrying value of each class of PPE/IA.

(v) No proceedings have been initiated against the company for holding benami property under The Benami Transactions (Prohibition) Act, 1988 and rules made thereunder and the details have been appropriately disclosed in the financial statements.

2) (i) Physical verification of inventory is not applicable and has not been conducted by Management.

(ii) The quarterly returns/statements were not filed by the company with any banks/financial institutions.

PFL INFOTECH LIMITED

- 3) (i) The company has made investments and granted loans or advances in the nature of loans, secured or unsecured to companies, firms, LLPs and other parties.
- a) the aggregate amount, balance outstanding from other parties is Rs. Rs. 1,36,09,025/-
 - b) The terms and conditions are not prejudicial to the interests of the company
 - c) Schedule of repayment has been stipulated and that it is not, regular in case of loans granted amounting to Rs. 1,36,09,025/-
 - d) For over dues for more than 90 days, reasonable steps have been taken for recovery,
 - e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
 - f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- 4) The company has not given any loans or guarantees/made any investments within the Meaning of sections 185 & 186 of The Companies Act, 2013.
- 5) The company has not accepted any deposits from the public in terms of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013.
- 6) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the products manufactured by the company.
- 7) (i) The company is regular in depositing undisputed statutory dues with appropriate authorities.
- (ii) According to records of the company, there are no statutory dues which have not been paid by the company
- 8) (i) There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;
- (ii) The company has not been declared as a willful defaulter by any bank or financial institution or other lender.
- (iii) The term loans have not been utilised for the purposes for which they were obtained.
- (iv) The funds raised on a short term basis have not been utilised for long term purposes.

PFL INFOTECH LIMITED

- (v) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - (vi) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- 9) (i) The company has not made any public offer during the year.
- (ii) The company has not made any preferential allotment or private placement of shares/debentures during the year.
- 10) (i) Based upon the audit procedures performed and information and explanations given to us by the management, we report that no fraud by the company or on the company by its officers/employees have not been noticed or reported during the course of our audit.
- (ii) Report under sub-Section (12) of Section 143 of the Companies Act has not been filed by the auditors in Form ADT-4 as there is no reason to believe such cases with the company.
 - (iii) The auditor has not received any whistle-blower complaints, during the year by the Company.
- 11) The transactions entered into with related parties are in compliance with section 177 & 188 of The Companies Act 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- 12) (i) The company has an internal audit system commensurate with the size and nature of its business.
- (ii) The reports of the Internal Auditors for the period under audit has been considered.
- 13) The company has not entered into any non-cash transactions with directors or persons connected with directors, during the year.
- 14) (i) The company is not required to be registered under section 45-IA of The Reserve Bank of India Act, 1934.
- (ii) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.
 - (iii) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.

- (iv) The Group does not have Core Investment Company as part of the Group.
- 15) The company has incurred cash losses of Rs. 81.34 lakhs in the Financial Year and Rs. **NIL** in the immediately preceding Financial Year.
- 16) There has not been any resignation of the statutory auditors during the year.
- 17) On the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- 18) (i) In respect of other than ongoing projects, the company has not transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.
- (ii) In respect of other than ongoing projects, the company has not transferred any amount remaining unspent under section (5) of section 135 of Companies Act to special account in compliance with provision of sub section (6) of section 135 of the said Act
- 19) There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.
- 20) The company is not Nidhi Company

For S.L.R. & Associates
Chartered Accountants
FRN : 015874S
Sd/-
Satya Akash Sure
Partner
M No. 236372

Place: Hyderabad
Date: 27/05/2022

Balance Sheet as at 31st March, 2022			
(Amount in INR)			
Particulars	Note No	As at 31st, March 2022	As at 31st March 2021
		Rs	Rs
Equity and Liabilities			
Shareholders' funds			
Share capital	3	7,47,81,000	7,47,81,000
Reserves and surplus	4	-1,31,22,155	-49,87,803
Total		6,16,58,845	6,97,93,197
Share application money pending allotment		-	-
Non-current liabilities			
Long-term borrowings	5	4,18,820	7,93,820
Other Long Term Liabilities	6	-	-
Total		4,18,820	7,93,820
Current liabilities			
Short term borrowings	7	-	-
Trade payables	8	-	-
Other current liabilities	9	25,49,611	21,60,785
Short-term provisions	10	-	6,13,350
Total		25,49,611	27,74,135
Total of Equity and Liabilities		6,46,27,276	7,33,61,152
Assets			
Non-current assets			
Property, Plant & Equipment and Intangible assets			
(i) Property, Plant & Equipment	11	13,794	13,794
(ii) Intangible Assets	11	-	-
(iii) Capital Work in progress	11	-	-
(iv) Intangible assets under development	11	-	-
Non-current investments	12	-	-
Long-term loans and advances	13	6,40,26,113	7,28,43,385
Total		6,40,39,907	7,28,57,179
Current assets			
Inventories	14	-	-
Trade receivables	15	-	-
Cash and Cash Equivalents	16	4,72,621	2,94,449
Short-term loans and advances	17	1,14,748	2,09,524
Other current assets	18	-	-
Total		5,87,369	5,03,973
Total of Assets		6,46,27,276	7,33,61,152
		-	-

The accompanying notes form an integral part of the Standalone financial statements

As per our report of even date
For S L R & Associates
Chartered Accountants
Firm's Registration Number: 015874S

sd/-
P.Amresh kumar
Director

sd/-
Mrs. Sujana Kadium
Director

Satya Akash Sure
Partner
Membership Number: 236372

Place: Hyderabad
Date: 27/05/2022

Profit and Loss Statement for the year ended 31st March, 2022			
(Amount in INR)			
Particulars	Note No	Current Period	Previous Period
		31.03.2022	31.03.2021
		Rs	Rs
Revenue			
Revenue from operations	19	-	-
Other income	20	11,47,476	27,93,656
Total Income		11,47,476	27,93,656
Expenses			
Changes in inventories	21	-	-
Employee benefits	22	1,47,000	1,02,000
Financial costs	23	-	-
Depreciation and Amortisation expense	11	-	-
Other expenses	24	91,34,828	16,51,012
Total Expenses		92,81,828	17,53,012
Profit before exceptional and extraordinary items of tax		(81,34,352)	10,40,644
Exceptional/Extraordinary Items		-	-
Profit (Loss) before tax		(81,34,352)	10,40,644
Tax expense:		-	6,13,350
Current tax		-	-
Deferred tax	6	(81,34,352)	4,27,294
Profit after tax for the year from continuing operations		-	-
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from discontinuing operations(after tax)		(81,34,352)	4,27,294
Profit (Loss) for the period			
Earnings per equity share		(1.09)	0.06
Basic		(1.09)	0.06
Diluted			
Corporate Information			
Summary of Significant Accounting Policies			
The accompanying notes form an integral part of the Standalone financial statements			
As per our report of even date For S L R & Associates Chartered Accountants Firm's Registration Number: 015874S		For and on behalf of Board of Directors	
Satya Akash Sure Partner Membership Number: 236372		Sd/- P.Amresh kumar Director	sd/- Mrs. Sujana Kadium Director
Place: Hyderabad Date: 27/05/2022			

Cash Flow Statement for the year ended 31st, March 2022

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
A. Cash Flow from Operating Activities:		
Net Profit before tax for the year	(81,34,352)	4,27,294
Adjustments for:		
Depreciation and Amortization		
Interest Earned		
Excess Provisions/Credit Balances Written Back		
Profit on sale of Fixed Assets		
Income from Investments		
Finance Charges		
Bad debts, Debit balances and Advances written off		
Provision for doubtful debts		
Liquidated Damages		
Live Stock Maintenance		
Exchange (Gain) / Loss on restatement (net)		
Operating Profit before working capital changes	(81,34,352)	4,27,294
Adjustments for:		
(Increase) / Decrease in Inventory		
(Increase) / Decrease in Trade receivables		
(Increase) / Decrease in Long term and Short term loans and advances(Increase) / Decrease in Other Current Assets		
(Decrease) / Increase in Trade payables		
(Decrease) / Increase in Other current liabilities	3,88,826	(23,82,696)
(Decrease) / Increase in Long term and Short term Provisions	(6,13,350)	6,13,350
Cash Generated from Operations	(83,58,876)	(13,42,052)
Taxes Paid (Net)		
Net Cash Inflow from Operating Activities (A)	(83,58,876)	(13,42,052)
B. Cash Flow from Investing Activities:		
Purchase of Fixed Assets including Capital Work in progress and Capital Creditors		
Proceeds from sale of Fixed Assets		
Acquisition of Non-Current Investments	88,17,272	14,41,674
Purchase of Investments		
Proceeds from sale of Investments Investments in Fixed deposits with Banks increase /Decrease in Loans & Advances Given	-	-
increase /Decrease in Shortterm Loans & Advances	94,776	8,52,025
Net Cash Outflow from Investing Activities (B)	89,12,048	22,93,699
C. Cash Flow from Financing Activities:		
Repayment of Unsecured Loans	(3,75,000)	(7,70,000)
Interest Paid		
Dividend Paid		
Dividend Tax Paid		
Net Cash Outflow from Financing Activities (C)	(3,75,000)	(7,70,000)
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	1,78,172	1,81,647
Cash and Cash equivalents at beging of the year	2,94,449	1,12,802
Cash and Cash equivalents at end of the year	4,72,621	2,94,449

Notes:**1) Cash and Cash equivalents includes:**

Particulars	As at 31 st , March 2022	As at 31 st , March 2022
Cash in hand	30,036	1,00,035
Cheques on hand	-	-
Balances with Banks in Current Accounts	4,42,585	1,94,414
Cash and Cash equivalents considered for Cash Flow Statement	4,72,621	2,94,449

2) Fixed deposits having maturity period more than 3 months are considered under investing activities

As per our report of even date For S L R & Associates Chartered Accountants Firm's Registration Number: 015874S	For and on behalf of Board of Directors	
	Sd/-	Sd/-
	P.Amresh kumar Director	Mrs. Sujana Kadium Director
Satya Akash Sure Partner Membership Number: 236372 Place: Hyderabad Date: 27/05/2022		

Note No. 1 - Corporate Information

M/s. PFL INFOTECH LIMITED is limited company domiciled in India and incorporated under the provisions of the Companies Act 2013.

Note No. 2 - Basis Of Preparation

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

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

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

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

Note No. 3 - Share Capital

Particulars	As at 31st, March 2022		As at 31st, March 2021	
	Number of shares	Rs	Number of shares	Rs
Authorised: 80,00,000 Equity Shares of Rs.10/- each	80,00,000	8,00,00,000	80,00,000	8,00,00,000
Issued, subscribed and paid up: 74,78,100 Equity shares of Rs.10/-each fully paid up	74,78,100	7,47,81,000	74,78,100	7,47,81,000
Total	74,78,100	7,47,81,000	74,78,100	7,47,81,000

a. Details of shareholders holding more than 5% of total number of shares

Name of the Share Holder	As at 31st, March 2022		As at 31st, March 2021	
	Number of Share	%	Number of Share	%
P Amresh Kumar	4,83,230	6.46%	4,83,230	6.46%
Asha Sanjay Shah	7,29,950	9.76%	7,29,950	9.76%
	12,13,180	16%	12,13,180	16%

b.Reconciliation of number of equity shares outstanding and the amount of share capital

Name of the Share Holder	As at 31st, March 2022		As at 31st, March 2021	
	Number of Share	Amount	Number of Share	Amount
Shares Outstanding at the beginning of the year	74,78,100	7,47,81,000	74,78,100	7,47,81,000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	74,78,100	7,47,81,000	74,78,100	7,47,81,000

c. Rights, Preferences and Restrictions attached to equity Shares including declaration of dividend

The company has only one class of equity shares having face value of Rs 10/- per share with one vote per each equity share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential creditors. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note No. 4 -Reserves and Surplus

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
<u>Securities Premium Reserve</u>		
Securities Premium	4,88,66,000	4,88,66,000
<u>Surplus in Statement of Profit and Loss</u>		
Balance at the beginning of the year	(5,38,53,803)	(5,42,81,097)
Add: Profit for the year	(81,34,352)	4,27,294
	(6,19,88,155)	(5,38,53,803)
Less: Proposed dividend	-	-
: Tax on Proposed dividend	-	-
: Transfer to Reserves	(6,19,88,155)	(5,38,53,803)
Balance at the end of the year	(1,31,22,155)	(49,87,803)
Total		

Note No. 5 - Long Term Borrowings

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
Secured Loans		
Term loans from:		
Banks	-	-
Financial Institution	-	-
Others	-	-
	-	-
Unsecured Loans		
Loans from Other Parties	-	-
Loans from Related Parties	4,18,820	7,93,820
	4,18,820	7,93,820
	4,18,820	7,93,820

Note No. 6 - Other Long Term Liabilities

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
Deferred Tax Liabilities:		
Depreciation on Fixed Assets	-	-
Deferred tax liability (A)	-	-
Deferred Tax Assets:		
Carried forward losses (unabsorbed depreciation) Retirement Benefits		
Provision for Doubtful Debts Other disallowances Deferred tax asset (B)	-	-
Deferred Tax Liability (Net)	-	-
Deferred tax liability accruing for the year has been debited to statement of		

Note No. 7 - Short Term Borrowings

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
Secured		
Cash Credit Facility from Dena Bank	-	-
OCC from Bank	-	-
Unsecured		
Loan from Related Party-Directors	-	-
Loan from Others	-	-
	-	-

Note No. 8 - Trade Payables

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
Dues to : Small and Micro Enterprises *	-	-
: Other than Small and Micro Enterprises	-	-
	-	-

* Based on the information available with the company.

Note No. 9 - Other Current Liabilities

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
Audit Fee Payable	35,000	35,000
BSE Annual Listing Fee Payable		-
Directors Sitting Fee Payable		15,000
Salaries Payable		-
Provision for Tax 2015-16	7,32,369	7,32,369
Provision for Tax 2016-17		-
Provision for Tax 2017-18	13,78,416	13,78,416
Provision for Tax 2020-21	4,03,826	-
	25,49,611	21,60,785

Note No. 10 - Short Term Provisions

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
Provision for Tax for AY 21-22	-	6,13,350
	-	6,13,350

Note No. 11 - Property, Plant and Equipment

Particulars	Gross Block				Depreciation and Amortization				Net Block	
	As at 01-04-2021	Additions during the Year	Deductions during theyear	As at 31.03. 2022	Up to 31-03-2021	For the year	On deductions	Upto 31.03. 2022	As at 31.03. 2022	As at 31-03-2021
	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
(a) Tangible										
Computers & Data Processing Equipments	13,794	-	-	13,794	-	-	-	-	13,794	13,794
Total Previous Year	13,794	-	-	13,794	-	-	-	-	13,794	13,794
(b) Intangible	13,794	-	-	13,794	-	-	-	-	13,794	13,794
Brands and Trademarks										
Technical and Scientific										
ServiceComputer Software										
Total Previous Year	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
(c) Capital work-in-progress									-	-
									-	-
(d) Intangible assets under development									-	-
									-	-

Note No. 12 - Non Current Investments

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
Investments in other Companies	-	-
	-	-

Note No. 13 - Long-term Loans and Advances

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
Advance for Property	5,04,17,088	-
Other Advances	1,36,09,025	7,28,43,385
	6,40,26,113	7,28,43,385

Note: Other Advances related to Simar Pride Ventures LLP, Pride Ventures India Private Limited in the previous FY amounting to Rs, 1,09,17,088 has moved to Advance for Property in the Current Financial Year.

Note No. 14 - Inventories

Particulars	As at 31st, March2022	As at 31st, March2021
	Rs	Rs
Raw materials	-	-
Work-in-progress		
Finished goods		
Stock-in-trade (Traded goods)		
Packing Material		
Stores and spares		
	-	-

Note No. 15 - Trade Receivables

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
(a) Secured, Considered Good		
Outstanding for a period exceeding six months from due date		
Others		-
Total (a)	-	-
(b) Unsecured, Considered Good		
Outstanding for a period exceeding six months from due date		
Others	-	-
Total (b)	-	-
(c) Doubtful		
Outstanding for a period exceeding six months from due date		
Others		
Less: Provision for bad and doubtful debts		
Total (c)	-	-
Total (a+b+c)	-	-

Note No. 16 - Cash and Cash Equivalents

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
Cash and Cash Equivalents		
Cash on hand	30,036	1,00,035
Cash Equivalents		
Cheques, drafts on hand		
Balances with banks in current accounts:		
Rupee accounts	4,42,585	1,94,414
Foreign currency Accounts		
	4,72,621	2,94,449
Other Bank Balances		
Balances with banks in Margin money deposits (maturity)	-	-
Total	4,72,621	2,94,449

Note No. 17 - Short-term Loans and Advances

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
Unsecured, Considered Good		
Advance Tax & TDS	1,14,748	2,09,524
Income Tax Refundable	-	-
Total	1,14,748	2,09,524

Note No. 18 - Other Current Assets

Particulars	As at 31st, March 2022	As at 31st, March 2021
	Rs	Rs
Other Current Assets	-	-
Total	-	-

Note No. 19 - Revenue from Operations

Particulars	Current Year	Previous Year
	Rs	Rs
Domestic Sales:		
Sale of Goods	-	-
Erection Charges	-	-
Total Domestic Sales	-	-
Export Sales:		
Sale of Goods	-	-
Total Export Sales	-	-
Total	-	-

Note No. 20 - Other Income

Particulars	Current Year	Previous Year
	Rs	Rs
Interest on Unsecured Loans	11,47,476	27,93,656
Total	11,47,476	27,93,656

Note No. 21 - Changes in inventories

Particulars	Current Year	Previous Year
	Rs	Rs
Opening Stocks:		
Work-in-process	-	-
Finished Goods	-	-
Traded goods	-	-
	-	-
Closing Stocks:		
Work-in-process		-
Finished Goods		-
Traded goods		-
	-	-
Changes in inventories of Work-in-process, Finished		
	-	-

Note No. 22 - Employee Benefits

Particulars	Current Year	Previous Year
	Rs	Rs
Salaries, Wages and Bonus	1,47,000	1,02,000
Director's Remuneration	-	-
Contribution to provident fund and other funds	-	-
Staff Welfare Expenses	-	-
Total	1,47,000	1,02,000

Note No. 23 - Financial Costs

Particulars	Current Year	Previous Year
	Rs	Rs
Interest on: Fixed Period Loans	-	-
: Trade Deposits	-	-
: Others	-	-
Other Borrowing Costs:		
Processing Fee - CGTMSE	-	-
Processing Charges	-	-
Total	-	-

Note No. 24 - Other Expenses

Particulars	Current Year	Previous Year
	Rs	Rs
Consultancy Charges	60,000	-
Audit Fees & Expenses	35,000	35,000
Bank Charges	1,196	431
Printing & Stationery		1,840
Big Share Fee	60,127	60,422
NSDL Fee	56,050	38,350
CDSL Fee	26,550	26,550
Telephone Charges & Internet	10,305	4,365
ROC Fee	3,000	1,800
Sitting Fee	29,000	20,000
Advertisement & Publicity	3,600	3,150
Advances Written Off	88,50,000	
Rates & Taxes		1,40,711
Interest on Income Tax Payable 2017-18		2,97,958
Income Tax 2019-20		4,79,199
Income Tax Arrears 2016-17		5,41,236
Total	91,34,828	16,51,012

Note No. 25 - 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, there is no potential for the recovery of investments or future viability made in non-current investments amounting to Rs. 88,50,000/- so board of directors decided to write off of the same in the FY 2021-2022. management has decided to write off advances given to Indo US Services limited and BT Divine mining Corporation Limited amounting to Rs. 88,50,000/- which were not recoverable and standing more than 3 years

Note No. 26 - No Depreciation For 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

Note No. 27 - 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

Note No. 28 - 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.

Note No. 29 - Income Tax

The Company has filed an appeal before the Commissioner of Income Tax (Appeals) Hyderabad, for the Assessment year 2017-18 as the AO noted that the Company did not have business income and therefore disallowed the claim of expenses of Rs 11,14,111/- incurred towards salaries, office expenses, legal and professional charges and also statutory liabilities has been settled under Vivad Se Viswas Scheme with the order dated 04/02/2021.

Note No. 30 - Auditors' Remuneration

	31st March, 2022	31 March 2021
	Rs	Rs
Audit Fees	35,000	35,000
	<hr style="border: 1px solid black;"/>	
Total	<u>35,000</u>	<u>35,000</u>

Note No. 31 - 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.

Note No. 32 - 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
Repayment of Long Term Borrowings	-	-	-	-
Total	-	-	-	-

No amount was overdue to the above referred related parties as on 31st March 2021. 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.

PFL INFOTECH LIMITED

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