

Date:28-05-2025

To,
BSE Limited
First Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

Dear Sir/Madam

Sub: Annual Secretarial Compliance Report for the Financial Year 2024-25

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read alongwith CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed Annual Secretarial Compliance Report dated May 28, 2025 for the financial year ended March 31, 2025

Kindly take the same on record.

Thanking You

Yours Sincerely

For PFL INFOTECH LTD




P. Amresh Kumar
MANAGING DIRECTOR
DIN: 01641079

MARTHI & CO

COMPANY SECRETARIES

May 28, 2025

The Board of Directors

PFL Infotech Limited

H.No.1-10-122-125/B-2,FlatNo.102,BlockB2,

Radha Krishna Towers, Mayuri Marg, Begumpet,

Hyderabad -500016.Telangana,India

Dear Sir

Subject: Annual Secretarial Compliance Report for the Financial Year 2024-25.

We have been appointed by M/S. PFL Infotech Limited (the Company) bearing CIN:L72200TG1993PLC007005, whose equity shares are listed on the Bombay Stock Exchange, to conduct an audit pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2105 as amended and read with SEBI's Circular No.CIR/CFD/CMD1/27/2019 dated 8th February 2019 for issuing the Annual Secretarial Compliance Report.

It is the responsibility of the management of the company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations, Circulars, and Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is limited to verification of compliances by the company with the provisions of all the applicable SEBI Regulations, Circulars, Guidelines issued from time to time and issue a report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner, which involved such examinations and verifications as considered necessary and adequate for the said purpose.

The Annual Secretarial Compliance Report is enclosed hereto.

For Marthi & Co

Company Secretaries

SOMA SEKHAR

MARTHI

S S MARTHI

PROPRIETOR

FCS 1989, CP1937

PRNo.1350/2021

Encl: as above

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DN: cn=IN, postalCode=500044, st=TELANGANA,
street=1-9-699 FLAT NO-205 PARKVIEW
APARTMENTS,ADHMET HYDERABAD,VIDYA NAGAR, 50004
1-HYDERABAD, o=Personal,
serialNumber=7320fa724816c4cb13779864388842979,
br=27231e402fd875d04142,
pseudonym=9ce6825ef7d44734829e29770ac08a,
2.5.4.20=172067660f20f783182b2410c3a42c08a1f9a51ca
b12984785945669993956, email=SPCSPLG@GMAIL.COM,
cn=SOMA SEKHAR MARTHI

MARTHI & CO

COMPANY SECRETARIES

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable during the period under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not applicable during the period under review**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable during the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable during the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable during the period under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not applicable during the period under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - **Not applicable during the period under review**
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016 - **Not applicable during the period under review**
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 - **Not applicable during the period under review**
- (k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

and circulars/guide lines issued there under;

I hereby report that, during the review period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status(Yes/No/NA) | Observations /Remarks by PCS* |
|---------|--|------------------------------|-------------------------------|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and Mandatorily applicable. | Yes | |

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FLAT NO-202, PARK VIEW
APARTMENTS, ADARSH, HYDERABAD, VIDYA NAGAR, 500044,
serialNumber=7258724816445a1377f08643888429779a2b8c,
2.2.31+4026467575d4142,
postalCode=500044, o=TELANGANA, postalCode=500044,
2.5.4.20+122b76d0a1c087c182d241c0a0c11a0a1c0a0b12
98478a0a00000000, email=SOMAS@SOMAL.COM, cn=SOMA
SEKHAR MARTHI
Date: 2023.05.28 16:57:48 +05'30'

| | | | |
|----|---|------|--|
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars/guidelines issued by SEBI | Yes | |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate Section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / Section of the website | Yes | |
| 4. | Disqualification of Director: None of the Director(s) of the Company is /are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | |
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p> | N.A. | The Company does not have any Subsidiary Company |
| 6. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015. | Yes | |
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year /during the financial year as prescribed in SEBI Regulations. | Yes | |

| | | | |
|----|--|-------------------------------------|---|
| | <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt to information/explanation from the company, the auditor has informed the Audit Committee the details of information / Explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriated is claimer its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/its material subsidiary has not Provided information as required by the auditor.</p> | <p>N.A.</p> <p>N.A.</p> <p>N.A.</p> | |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019. | N.A. | Since there is no instance of resignation of the Statutory Auditors during period under review, these are not applicable. |

*Observations / Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

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street=1-9-699 FLAT NO-205 PARK VIEW
APARTMENTS, ADIKMET, HYDERABAD, VIDYA
NAGAR, 500044, I=HYDERABAD, o=Personal,
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pseudonym=9ec6d25e7d447348d929e27770ec084,
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5a1cae9b1298478deb56099d956,
email=SPCSPLeGMAIL.COM, cn=SOMA SEKHAR
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MARTHI & CO

COMPANY SECRETARIES

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations/circulars/guide-lines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|--|-------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| | NOT APPLICABLE | | | | | | | | | |

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FLAT NO.205 PARK VIEW
APARTMENTS, 4000007, HYDERABAD, VICINIA NAGAR, 500044,
in=HYDERABAD, o=Personal,
serialNumber=7320874816, c=India, o=377c996c3889a29779c2b8c2
7231e402687675d84142,
postalCode=500026, st=TELANGANA, cn=H. prasad@somar.com,
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8478a0c00998f55, email=SPC3PL@GMAIL.COM, cn=SOMA
SEKHAR MARTHI
Date: 2025.05.28 17:00:41 +05'30'

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Detail of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|--|---|--------------------------------------|-----------------|---|--|----------------|--|---|---|
| 1. | Appointment of Company Secretary - Regulation 6(1) of SEBI (LODR) Regulations, 2015 | Regulation 6(1) of SEBI (LODR) Regulations, 2015 / SEBI circular No. SEBI/HO/CF | Non-appointment of Company Secretary | BSE | BSE vide mail dated 21-08-2023 have imposed a fine of Rs:1,07,380/- (Including GST) pursuant to SEBI circular | Non compliance of Regulation 6(1) of SEBI (LODR) Regulations, 2015 pertaining to Non-Appointment | Rs: 1,07,380/- | It has been informed by the company that it is in the process of complying with the regulation | The Management has also appointed Company Secretary w.e.f. 02 nd April 2025. | The Company has paid entire SOP dues of Rs:26,07,800/- as on 19-03-2025 vide reference No. HDFC R52025031951196757. |

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NAGAR, 500044, o=HYDERABAD, ou=Personnel
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56999595, email=SPC@SOMAMARTHI.COM, cn=SOMA SEKHA MARTHI
Date: 2025.05.28 17:01:27 +05'30'

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|----|---|---|--------------------------------------|-----|---|---|----------------|---|--|---|
| 3. | Appointment of Company Secretary - Regulation 6(1) of SEBI (LODR) Regulations, 2015 | Regulation 6(1) of SEBI (LODR) Regulations, 2015 /SEBI Circular No.SE BI/HO/CFD/CM/CI R/P/2020/12 dated January 22,2020 | Non-appointment of Company Secretary | BSE | BSE Vide mail dated 22-02-2024 Have imposed a fine of Rs:1,08,560/- (Including GST) pursuant to SEBI circular No.SE BI/HO/CFD/CM/CI R/P/2020/12 Dated January 22, 2020 For Non-compliance of the said regulation for the quarter ended 30 th December 2023 | Non compliance of Regulation 6(1) of SEBI(LODR) Regulations,2015 Pertaining to Non-Appointment of Company Secretary as the Compliance Officer | Rs: 1,08,560/- | It has been informed by the company that its in the process of complying with the regulations | The Management has also appointed Company Secretary w.e.f.02 nd April 2025. | The Company has paid entire SOP dues of Rs:26,07,800/- as on 19-03-2025 vide reference No. HDFC R52025031951196757. |
|----|---|---|--------------------------------------|-----|---|---|----------------|---|--|---|

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NAGAR: 500044, HYDERABAD, cn=Person
serialNumber=723f5a724816c4b1177c9864388842079b2b8c27231e4
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b56099d956, email=SPC3PL@GMAIL.COM, cn=SOMA SEKHAR MARTHI
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|----|---|---|--------------------------------------|-----|--|---|---------------|---|---|--|
| 4. | Appointment of Company Secretary - Regulation 6(1) of SEBI (LODR) Regulations, 2015 | Regulation 6(1) of SEBI (LODR) Regulations, 2015 / SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 Dated January 22, 2020 | Non-appointment of Company Secretary | BSE | BSE vide mail dated 22-05-2024 have imposed a fine of Rs:1,06,200/- (Including GST) pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 for Non-compliance of the said regulations of the quarter ended 31 st March 2024 | Non-compliance of Regulation 6(1) of SEBI (LODR) Regulations, 2015 pertaining to Non-Appointment of Company Secretary as the Compliance Officer | Rs:1,06,200/- | It has been informed by the company that it is in the process of complying with the regulations | The Management has also appointed Company Secretary w.e.f. 02 nd April 2025. | The Company has paid entire SOP dues of Rs:26,07,800/- as on 19-03-2025 vide reference No. HDFC R52025031951196757 |
|----|---|---|--------------------------------------|-----|--|---|---------------|---|---|--|

I further report that during the period under review:

i) The company has appointed Ms. Anmol Sunil Agarwal, M No. A72187, as Company Secretary and Compliance Officer with effect from 02nd April 2025.

ii) The company has paid SOP dues as on 19-03-2025 of Rs:26,07,800/- and the details of payment are as follows :

Account Name: BSE LIMITED
Account Number: BSER08265.
Bank Name: ICICI BANK LTD, Mumbai
IFSC CODE: ICIC0000104.
Amount: 26,07,800/-
vide reference No. HDFC R52025031951196757.

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street=1-9-699 FLAT NO-205 PARK VIEW
APARTMENTS, ADIKMET, HYDERABAD, VIDYA NAGAR, 500044,
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b1298478deb560999956, email=SPCSP@GMAIL.COM,
cn=SOMA SEKHA MARTHI
Date: 2025.05.28 17:06:31 +05'30'

iii) Annual Listing fee along with the Reinstatement fee of Rs.39,23,500/- has been paid. The details of the payment are as follows :

Account Name: BSE LIMITED

Account Number: BSEALOD8265L.

Bank Name: ICICI BANK LTD, Mumbai

IFSC CODE: ICIC0000104.

Amount: 39,23,500/-

Reference Number / Transaction No: HDFCR520250522674439862 date 26 May 2025.

iv) The company has not paid the Income Tax for the financial years 2015-16, 2017-2018, and 2020-21.

Place: Hyderabad

Date:28-05-2025

UDIN:F001989G000473955

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NO-205 PARK VIEW APARTMENTS, ACKJMKT_HYDERABAD, VIDA
NAGAR, 500044, h=HYDERABAD, o=Personal,
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Date: 2025.05.18 17:05:37 +05'30'