



COMFORT INTECH LIMITED

CIN : L70100DD1994PLC001678

A- 301, HETAL ARCH, OPP. NATRAJ MARKET, S.V.ROAD, MALAD (WEST), MUMBAI - 400 064

TEL NO. : 2844 9765 / 2882 55 09 / 2881 12 59 • FAX : 022-2889 2527

E-mail : info@comfortfincap.com • URL : www.comfortfincap.com

Regd.Office: 106, Avkar, Algani Nagar, Kalaria, DAMAN - 396 210 (U.T)

Date: August 23, 2019

To,
The Manager
Department of Corporate Services,
Bombay Stock Exchange Limited,
Phirozee Jeejeeboy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir,

Sub: Annual Report 2018-19 of the Company along with the Notice convening 25th Annual General Meeting ("AGM") and Intimation of Book Closure Date and Remote E- voting period dates.

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the Financial Year 2018-19 along with the Notice convening 25th AGM to be held on Saturday, September 14, 2019 at 04.30 p.m. at the Gold Beach Resort, Plot No. 2/1-B & 2/1-C, Devka Beach Road, Marwad, Nani Daman, Daman – 396 210 (U.T of Daman and Diu).

The Annual Report along with the Notice convening 25th AGM of the Company for the Financial Year 2018- 19 is being dispatched/sent to the Members both physically and through soft copies via permitted mode(s) and the same is also being made available on the website of the Company at www.comfortintech.com.


Further to our intimation dated August 08, 2019, wherein we had intimated details relating to Book Closure, we once again inform you that the Company has fixed September 07, 2019 as Book Closure date for the purpose of 25th Annual General Meeting.

We further wish to intimate that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and administration rules), 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall provide its Members the facility to exercise the votes electronically for transacting the items of business, as per details set out in the Notice convening the ensuing 25th AGM of the Company. For the aforesaid purpose, the Company has fixed September 07, 2019 as cut-off date for the purpose of determining the eligibility of Members to vote either through Remote E-voting or voting at the AGM. The Remote E-voting period will commence on Tuesday, September 10, 2019 (9.00 a.m. IST) and will end on Friday, September 13, 2019 (5.00 p.m. IST)

Request you to take the above on your record.

Thanking you,

For COMFORT INTECH LIMITED


ANKUR AGRAWAL
ADDITIONAL DIRECTOR
DIN: 06408167



Encl: As Above



COMFORT INTECH LIMITED

25TH ANNUAL REPORT 2018-19



Board of Directors

Mr. Anil Agrawal	:	Managing Director (till 29.06.2019); Chief Executive Officer (w.e.f. 29.06.2019)
Mr. Bharat Shiroya	:	Whole-Time Director (till 29.06.2019);
Mrs. Annu Agrawal	:	Non-Executive & Non-Independent Director (till 29.06.2019);
Mr. Jugal Thacker	:	Non-Executive & Independent Director (till 29.06.2019);
Mr. Anilkumar Nevatia	:	Non-Executive & Independent Director (till 18.05.2019);
Mr. Devendra Lal Thakur	:	Non-Executive & Independent Director
Mr. Pravin Naik	:	Chief Financial Officer
Mr. Ankur Agrawal	:	Additional Director (w.e.f. June 29, 2019)
Mr. Milin Ramani	:	Additional Director (w.e.f. June 29, 2019)

CIN: L74110DD1994PLC001678

Registered Office

106, Avkar, Algani Nagar
Kalaria, Daman – 396210 (U.T.)

Statutory Auditors

A.R. Sodha & Co., Chartered Accountants

Internal Auditors

Siddhant Shah & Co. Chartered Accountants

Corporate Office

A-301, Hetal Arch, Opp. Natraj Market,
S. V. Road, Malad (West), Mumbai 400064
Tel: 91-22-28449765/66
Fax: 91-22-28892527

Email: info@comfortintech.com

Website: www.comfortintech.com

Registrars and Share Transfer Agents

M/s. Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai - 400059
Tel: 022-62638200 Fax: 022-62638299
Website : www.bigshareonline.com
Email ID: investor@bigshareonline.com

Bankers

HDFC Bank Ltd.
Union Bank of India
IDBI Bank

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TWENTY- FIFTH ANNUAL GENERAL MEETING

Day & Date	Saturday, September 14, 2019
Time	4.30 P.M.
Venue	The Gold Beach Resort, Plot No. 2/1-B & 2/1-C, Devka Beach Road, Marwad, Nani Daman, Daman- 396210 (U.T of Daman and Diu)



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25TH (TWENTY FIFTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF COMFORT INTECH LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 14, 2019 AT 04.30 P.M. AT THE GOLD BEACH RESORT, PLOT NO. 2/1-B & 2/1-C, DEVKA BEACH ROAD, MARWAD, NANI DAMAN, DAMAN- 396210 (U.T OF DAMAN AND DIU), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt:**
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors' and Auditor's thereon; and**
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditor's thereon.**

SPECIAL BUSINESS:

- 2. Appointment of Mr. Ankur Anil Agrawal (DIN: 06408167) as a Non - Executive Non - Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ankur Anil Agrawal (DIN: 06408167), whose appointment was recommended by Nomination and Remuneration Committee and appointed by Board of Directors as Additional Director on June 29, 2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Non - Executive Non - Independent Director, be and is hereby appointed as Non - Executive Non - Independent Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company, be and is hereby jointly and/or severally, authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

- 3. To appoint Mr. Milin Jagdish Ramani (DIN: 07697636), as Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years i.e. from June 29, 2019 to June 28, 2024:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations)(including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force), and based on the recommendation and approval of Nomination and Remuneration Committee and Board of Directors of the Company respectively, Mr. Milin Jagdish Ramani (DIN: 07697636), who was appointed as Additional Director and who meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a term of 5 consecutive years i.e. from June 29, 2019 to June 28, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary be and is hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds, matters and things, as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

4. To approve and ratify the Related Party Transactions:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("the Act") and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to ratify/ approve all the material related party transactions (including any modifications, alterations or amendments thereto) entered into/ to be entered into by the Company during F.Y. 2018-19, FY 2019-20 and thereafter in the ordinary course of business and on arm's length basis with related Party/ies within the meaning of the Act and Listing Regulations, as per below framework:

Name of the Related Party	Comfort Fincap Ltd.	Liquors India Ltd.	Comfort Securities Ltd.	Flora Fountain Properties Ltd.
Name of the Director or Key Managerial Personnel who is/may be related	Mr. Ankur Agrawal	Mr. Ankur Agrawal and Mr. Anil Agrawal	Mr. Anil Agrawal	Mr. Ankur Agrawal
Nature of Relationship	A Group Company promoted by same promoter and Related Directors	Associate Company	Associate Company	Related Directors
Nature and particulars of the contract / arrangement	Inter - Corporate loans and / or Inter - corporate deposits, availing and / or providing guarantee, providing of security(ies) in connection with any loan taken / to be taken by entities and business advances for business purpose only			
Material terms of the contract / arrangement	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis.			
Monetary value of the contract / arrangement				
For FY 2018-19	15 Crs	20 Crs	10 Crs	10 Crs
For FY 2019-20 and onwards :	15 Crs	20 Crs	10 Crs	10 Crs
The indicative base price or current contracted price and the formula for variation in the price, if any	Prices are basis on arm's length having reference of market price however remains static for the contracted quantity and delivery period.			
Any other information relevant or important for the members to take a decision on the proposed resolution	None			



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / any Committee thereof be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board / any Committee thereof is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

BY ORDER OF THE BOARD OF DIRECTORS OF COMFORT INTECH LIMITED

Sd/-
ANKUR ANIL AGRAWAL
ADDITIONAL DIRECTOR
DIN: 06408167

DATE : AUGUST 08, 2019
PLACE : MUMBAI

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out material facts concerning the business to be transacted at the ensuing Annual General Meeting (AGM) under item nos. 2 to 4 is annexed hereto.
2. A brief resume of each of the Director proposed to be appointed at this AGM, nature of their expertise in specific functional areas, names of Companies in which they hold the Directorship and Membership /Chairmanships of Board Committees, Shareholding and relationship between Directors inter-se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulation) and other requisite information as per Secretarial Standard-2 on General Meetings, are attached herewith.

Further, the Members may take note that pursuant to provisions of Section 152(6) none of the Directors of the Company are liable to retire by rotation at 25th AGM as Mr. Devendra Lal Rambharose Thakur being an Independent Director is not liable to retire by rotation and other two directors, namely Mr. Ankur Agrawal and Mr. Milin Ramani, are being appointed at the AGM.

3. The Company's Statutory Auditors, M/s. A. R. Sodha & Co. Chartered Accountants, (Firm Registration No. FRN 110324W), were appointed as Statutory Auditors of the Company for a period of 5 consecutive years till the conclusion of the 28th AGM, subject to ratification by members every year.

Pursuant to the provisions Section 139 of the Act, and the Companies (Amendment) Act, 2018 effective from 7 May, 2018, the requirement of seeking ratification from the members for the continuation of re-appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification of the Members for continuing the re-appointment of the Statutory Auditors at this AGM is not being sought. M/s. A. R. Sodha & Co. Chartered Accountants, (Firm Registration No. FRN 110324W) have given a confirmation and consent under Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The Board of Directors based on the recommendation of the Audit Committee shall determine the remuneration payable to the Statutory Auditors.

4. **A member entitled to attend and vote at the 25th AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the company. The instrument appointing the proxy in order to be effective, should be duly stamped, completed and signed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting (on or before September 12, 2019 by 11.00 a.m. IST).**

Pursuant to the provisions of Section 105 of the Act, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

5. Corporate Members intending to send their Authorised Representatives to attend the AGM pursuant to Section 113 of the Act, are requested to send a duly certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorised to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the AGM, the joint holder who is highest in the order of names will be entitled to vote at the AGM.
7. Members, Proxies and Authorised Representatives are requested to bring to the AGM, the Attendance Slips enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No., along with their copy of the Annual Report at the time of attending the Meeting. Please note that Annual Report copies shall not be available / distributed at the AGM Venue.
8. The Annual Report 2018-19, the Notice of the 25th AGM, along with the Attendance Slip, Proxy Form and E-Voting particulars, are being sent through the electronic mode to members whose E-mail addresses are registered with the Company / Depository Participants/ Registrar and Share Transfer Agent, unless a member has requested for a physical copy of the Annual Report. For members who have not registered their E-mail addresses, the physical copies to them are being sent by the permitted mode. Members may also note that the Annual Report for the financial year ended 31 March, 2019 including the Notice of the 25th AGM will also be made available on the website of the Company at www.comfortintech.com for downloading.
9. Members are requested to join the Company in supporting the Green Initiative taken by Ministry of Corporate Affairs ("MCA") to effect electronic delivery of documents including the Annual Report and other documents to the Members at the E-mail addresses registered for the said purpose. Members are hereby requested to register their E-mail addresses with their Depository Participant or with Bigshare Services Pvt. Ltd, Registrar and Share Transfer Agent (RTA) of the Company, for sending various Notices, Annual Report, Dividend intimation and other documents through Electronic Mode. Those members who have changed their E-mail Addresses are requested to register their E-mail ID / New Addresses with RTA, in case the shares are held in physical form and with the Depository Participants where shares are held in Demat mode.
10. All the relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days (from Monday to Friday) during the business hours up to the date of AGM.
11. The Members, desiring any information relating to the Accounts, are requested to write to the Company at the Registered Office of the Company, to enable us to keep the requisite information ready.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of Contracts or Arrangements, in which the Directors are interested maintained under Section 189 of the Act, will be available for inspection at the AGM.



13. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8 February, 2019. A person is considered as a Significant Beneficial Owner (SBO) if he / she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10% or more. The beneficial interest could be in the form of a Company's shares or the right to exercise significant influence or control over the Company. If any members holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his / her interest and other essential particulars in the prescribed manner and within the permitted time frame.
14. **Book Closure:** The Register of Members and Share Transfer Books of the Company shall remain closed on September 07, 2019 for the purpose of the Annual General Meeting.
15. Pursuant to the SEBI Listing Regulations, the Company is required to maintain Bank details of its members for the purpose of payment of Dividends, etc. Members are requested to register / update their Bank details with the Company in case shares are held in physical form and with their Depository Participants where shares are held in dematerialised mode to enable expeditious credit of the dividend into their respective Bank accounts electronically through the Automated Clearing House (ACH) mode.
16. Share Transfer Permitted only in Demat: Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, it is advised that transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, members holding shares in physical form are requested to take action to dematerialise the Equity Shares, promptly to avoid inconvenience in future.

17. Transfer of Unclaimed Dividend Amount and Shares to the Investor Education and Protection Fund (IEPF) Authority:

Pursuant to the applicable provisions of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (including any statutory modification(s) and / or reenactment(s) thereof for the time being in force), during the year under review the un-paid/unclaimed dividend for the financial year 2010-11 and 15,300 shares for which no dividend was claimed from consecutive seven years were transferred to the IEPF Authority established by the Central Government. The list of shareholders whose shares and dividend were transferred to IEPF Authority is available on the website of the Company at www.comfortintech.com

Further, the Company will be transferring the dividend and the shares to the IEPF Authority for its Dividend Account of the financial year 2011-12 which is due in October, 2019. The Company will be sending individual correspondence to the shareholders and will publish a newspaper advertisement for claiming the unpaid/unclaimed dividend in respect of which dividend has not been encashed or claimed by the members for 7 consecutive years or more. The shareholders are once again requested to claim their unpaid/unclaimed Dividend to avoid the transfer to IEPF.

Members who have not yet encashed their Final Dividends from financial year 2011-12 and 2012-13 and thereafter are requested to make their claims to the Company / RTA. Members are requested to quote folio numbers / DP ID – Client ID in all their correspondence.

In case the members have any queries on the subject matter and the Rules, they may contact the Company's RTA. The members / claimants whose shares and / or, unclaimed dividend, etc. have been transferred to IEPF Authority may claim the shares and unclaimed dividend by making an application to IEPF Authority in IEPF Form-5 (available on www.iepf.gov.in). The member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules. It is in the members interest to claim any unencashed dividends from IEPF and for future dematerialization of their shares and opt for Automated Clearing House (ACH) mode, so that dividends paid by the Company are credited to the investor's account on time.

18. Process and Manner of E-voting:

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the E-voting facility to members to exercise their right to vote on the resolutions proposed to be passed at the ensuing AGM by electronic means. The members, whose names appear in the Register of Members / List of Beneficial Owners as on Saturday, September 07, 2019 i.e. Cut-off date are entitled to vote on the Resolutions set forth in this Notice.

The members may cast their votes through electronic voting system from place other than the venue of the meeting (Remote E-voting). The Remote E-voting period will commence on Tuesday, September 10, 2019 (9.00 a.m. IST) and will end on Friday, September 13, 2019 (5.00 p.m. IST). In addition, the facility for voting through electronic mode, a Ballot voting system shall also be made available at the AGM venue for the members attending the AGM who have not cast their votes by Remote E-voting shall be eligible to vote at the AGM venue.

The Company has appointed Mrs. Ramadevi Satish Venigalla, Proprietor of M/s. Ramadevi Satish Venigalla and Associates, Practicing Company Secretaries, to act as a Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner. The Members desiring to vote through Remote e-voting are requested to refer to the detailed procedure given hereinafter.

Procedure for Remote E-voting

- I. In compliance with the provisions of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM (remote e-Voting) will be provided by National Securities Depository Limited (NSDL). Instructions for e-Voting are given herein below. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.
- II. Members are provided with the facility for voting through electronic voting system at the AGM and Members attending the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
- III. Members who have cast their vote by remote e-Voting prior to the AGM are also eligible to attend the AGM but shall not be entitled to cast their vote again. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- IV. Members of the Company, holding shares either in physical form or in electronic form, as on the cutoff date i.e. Saturday, September 07, 2019, may cast their vote by remote e-Voting. The remote e-Voting period commences on Tuesday, September 10, 2019 (9.00 a.m. IST) and will end on Friday, September 13, 2019 (5.00 p.m. IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The instructions for Members for e-Voting are as under: The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:****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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your ‘initial password’ is communicated to you on your postal address.

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.
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.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 ramavenigalla@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.: 1800-222-990 or send a request at evoting@nsdl.co.in

The Chairman shall at the end of discussion on the AGM resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer through the Ballot facility, for all those members who are present at the AGM venue but have not cast their votes by availing the Remote E-voting facility.

- VI. The Scrutiniser shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through Remote E-voting in the presence of at least 2 witnesses not in the employment of the Company and shall make, not later than 2 days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the E-voting forthwith.
- VII. The Results declared alongwith the Report of the Scrutiniser shall be placed on the website of the Company www.comfortintech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by Chairman in writing. The results shall also be immediately forwarded to BSE Limited where the Company's shares are listed.
19. Member(s) can opt for only one mode of voting i.e. either through Remote E-voting or Ballot voting at the AGM. In case a member has cast multiple votes, then voting done by E-voting will be treated as valid.
20. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of Remote E-Voting and voting through ballot held at the AGM.
21. A Route Map showing directions to the venue of the 25th AGM is annexed to the Notice as per the requirement of the Secretarial Standard - 2 on General Meetings.

Additional information on Directors recommended for Appointment [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings] Item No. 2, 3 :

Particulars	Mr. Milin Jagdish Ramani	Mr. Ankur Anil Agrawal
DIN	07697636	06408167
Date of Birth	08/02/1993	23/11/1990
Age (in years)	26 years	29 years
Date of Appointment	June 29, 2019	June 29, 2019
Nationality	Indian	Indian
Qualification	Mr. Milin Ramani is an Associate Member of the Institute of Company Secretaries of India (ICSI).	Mr. Ankur Agrawal is a fellow member of ICAI and CFA. He also holds a degree of amily MBA from Indian School of Business .
Expertise in specific Functional Area	He has sound experience in the field of secretarial and other regulatory compliances.	He has more than 7 years of post qualification work experience in the field of Commerce, Finance, Audit and Accounts.
Directorships held in other public companies (excluding private, foreign companies and Section 8 companies)	<ol style="list-style-type: none"> 1. Digicable Network (India) Limited 2. Luharuka Media & Infra Limited 3. Comfort Commotrade Limited (Additional Director) 4. Comfort Fincap Limited (Additional Director) 	<ol style="list-style-type: none"> 1. Liquours India Limited 2. Flora Fountain Properties Limited 3. Luharuka Media & Infra Limited 4. Comfort Commotrade Limited (Additional Director) 5. Comfort Fincap Limited (Additional Director)
Shareholding in the Company as on March 31, 2019	Nil	Nil
Memberships/ Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	<p>Comfort Intech Limited</p> <ul style="list-style-type: none"> • Audit Committee- Member • Stakeholder Relationship Committee- Member <p>Comfort Commotrade Limited</p> <ul style="list-style-type: none"> • Audit Committee- Member <p>Luharuka Media & Infra Limited</p> <ul style="list-style-type: none"> • Audit Committee- Member • Stakeholder Relationship Committee- Member <p>Comfort Fincap Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member • Stakeholder Relationship Committee- Member <p>Digicable Network (India) Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member 	<p>Comfort Intech Limited</p> <ul style="list-style-type: none"> • Audit Committee- Member • Stakeholder Relationship Committee- Chairman <p>Comfort Commotrade Limited</p> <ul style="list-style-type: none"> • Audit Committee- Member • Stakeholder Relationship Committee- Chairman <p>Luharuka Media & Infra Limited</p> <ul style="list-style-type: none"> • Audit Committee- Member • Stakeholder Relationship Committee- Member <p>Comfort Fincap Limited</p> <ul style="list-style-type: none"> • Audit Committee- Member • Stakeholder Relationship Committee- Chairman
No. of Board Meeting attended during the year of the Company	NA since appointment made after the end of the financial year on June 29, 2019	NA since appointment made after the end of the financial year on June 29, 2019



Particulars	Mr. Milin Jagdish Ramani	Mr. Ankur Anil Agrawal
Disclosure of relationship between Directors inter-se	None	Mr. Ankur Anil Agrawal is the son of Mr. Anil Beniprasad Agrawal - Chief Executive Officer of the Company and Mrs. Annu Anil Agrawal - Director (resigned w.e.f. June 29, 2019)
Key Terms and Conditions of the appointment	As per the Resolution at Item no. 3 of this Notice read with the explanatory statement thereto	As per the Resolution at Item no. 2 of this Notice read with the explanatory statement thereto
Remuneration last drawn	NA since appointment made after the end of financial year i.e. on June 29, 2019	NA since appointment made after end of the financial year i.e. on June 29, 2019
Remuneration sought to be paid	Since the Director is a Non-Executive Director of the Company, only sitting fees and the commission, if any, would be payable to him	Since the Director is a Non-Executive Director of the Company, only sitting fees and the commission, if any, would be payable to him

BY ORDER OF THE BOARD OF DIRECTORS OF COMFORT INTECH LIMITED

Sd/-
ANKUR ANIL AGRAWAL
ADDITIONAL DIRECTOR
DIN: 06408167

DATE : AUGUST 08, 2019
PLACE : MUMBAI

ROUTE MAP OF THE 25TH (TWENTY FIFTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF COMFORT INTECH LIMITED TO BE HELD ON SATURDAY, SEPTEMBER 14, 2019 AT 04.30 P.M. AT THE GOLD BEACH RESORT, PLOT NO. 2/1-B & 2/1-C, DEVKA BEACH ROAD, MARWAD, NANI DAMAN, DAMAN-396210 (U.T OF DAMAN AND DIU)



The Gold Beach Resort
Unit Of: Dhangra Hotels & Beach Resorts Pvt. Ltd.
Off: Plot No. 2/1-B, & 2/1-C, Devka Beach Rd, Marwad,
Nani Daman.
Tel: (0260) 240 5000

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") read with applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had appointed Mr. Ankur Anil Agrawal (DIN: 06408167) as an Additional Director in the capacity of an Non-Executive Director to hold office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Ankur Anil Agrawal as Non-Executive Director of the Company.

The Company has received from Mr. Ankur Agrawal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

In compliance with the provisions of Section 152, the appointment of Mr. Ankur Anil Agrawal as Non-Executive Director is now being placed before the Members for their approval.

All the relevant documents, contracts, the terms and conditions of the appointment of Mr. Ankur Anil Agrawal as Non-Executive Non-Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am and 1:00 pm on all working days, (Monday to Friday) except Saturdays, Sundays and public holidays upto the date of the 25th Annual General Meeting and the same shall be available at the 25th Annual General Meeting.

A brief profile of Mr. Ankur Anil Agrawal as Non-Executive Director to be appointed is given in the table appearing before the explanatory statement.

Except Mr. Ankur Agrawal, being the appointee, and their relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the Resolution set out above.

Your Board recommends the said resolution as Ordinary Resolution for approval of the Members.

ITEM NO. 3

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") read with applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 had appointed Mr. Milin Jagdish Ramani (DIN: 07697636) as an Additional Director in the capacity of an Independent Director to hold office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Milin Jagdish Ramani as Independent Director of the Company.

The Company has received from Mr. Milin Ramani (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.



In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mr. Milin Jagdish Ramani as Non-Executive Independent Director for a term of five consecutive years i.e. from June 29, 2019 to June 28, 2024, is now being placed before the Members for their approval.

All the relevant documents for the appointment of Mr. Milin Jagdish Ramani as Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am and 1:00 pm on all working day, (Monday to Friday) except Saturdays, Sundays and holidays upto the date of the 25th Annual General Meeting and the same shall be available at the 25th Annual General Meeting.

A brief profile of Mr. Milin Jagdish Ramani to be appointed as Independent Director is given in the table appearing before the explanatory statement.

Except Mr. Milin Ramani, being the appointee, and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the Resolution set out above.

Your Board recommends the said resolution as Special Resolution for approval of the Members.

ITEM NO. 4:

Your Company generally enters into transaction with related parties as prescribed in the table of resolution no. 4 in ordinary course of business and at arm's length basis, which would fall in the definition of "Related Parties" under the Companies Act, 2013 ("the Act") and/or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') exempts a company from obtaining consent of the Board of Directors and the members in case the related party transactions entered into by the Company are in the ordinary course of business and on arm's length basis.

However, Regulation 23 of the Listing Regulations requires approval of the members through a resolution for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis, if the same is not exempt under Regulation 23(5) of the Listing Regulations. For this purpose, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements.

Your Company had entered into related transactions falling under the category of material related party transaction requiring shareholders' approval. Further, your Company may have to enter into similar material related party transactions in future requiring shareholders' approval, the framework of which has been recommended by the Audit Committee and approved by the Board of Directors of the Company in the text of the resolution proposed in the Notice.

All the material related party transactions entered/to be entered into by the Company (for which members approval is being sought) are/would be on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained/would be obtained, wherever required.

Information required to be given in the explanatory statement pursuant to Rule 15 of Rules forms part of the resolution.

Shareholders' approval by way of a Special Resolution is therefore sought for the resolution set out in this Notice in terms of Regulation 23 of the Listing Regulations.

Except Mr. Anil Agrawal and Mr. Ankur Agrawal, along with their relatives, none of the Directors and/or any Key Managerial Personnel of the Company and/or their relatives may be concerned or interested (financially or otherwise) in the Resolution.

The Board recommends the Special Resolution as set out at item No. 4 for the approval of the Shareholders.

BY ORDER OF THE BOARD OF DIRECTORS OF COMFORT INTECH LIMITED

Sd/-
ANKUR ANIL AGRAWAL
ADDITIONAL DIRECTOR
DIN: 06408167

DATE : AUGUST 08, 2019

PLACE : MUMBAI

E-COMMUNICATION REGISTRATION FORM (FOR PHYSICAL HOLDER OF SHARES / FOR MEMBERS NOT YET UPDATED THEIR E-MAIL ID OR BANK ACCOUNT DETAILS WITH THE COMPANY)

To,
 Mr. Sandeep V More
 Bigshare Services Pvt. Ltd (Unit: Comfort Intech Limited)
 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
 Makwana Road, Marol, Andheri East, Mumbai 400059.

Folio No. / DP ID & Client ID	
Name of the sole / first named Member	
Name of joint holder(s)	
Registered Address of Member	
E Mail ID to be registered	
Mobile No (optional)	

Bank Account Details : (for electronic credit of unpaid dividends and all future dividends)	
Name of the Bank	
Name of the Branch	
Account Number (as appearing in your cheque book)	
Account Type (Saving / Current / Cash Credit)	
9 Digit MICR Number (as appearing on the MICR cheque issued by the bank) Please enclose a photocopy of a cheque for verification	
11 Digit IFSC Code	

Date: __/__/20__ Signature of the Member: _____

Note:

- Members holding shares in demat form are requested to fill up prescribed registration form with their Depository Participant (DP).
- Members are requested to keep DP / RTA / Company informed as and when there is any change in the Email address. Unless the E-mail ID given above is changed by you by sending another communication in writing / E-mail, the Company will continue to send the documents to you on the above mentioned E-mail ID.
- Members hereby authorize Company to send all the correspondence on the above mentioned E-mail ID.
- Please enclose a self-attested copy of PAN card of the members, original cancelled cheque leaf, Bank pass book and address proof viz., Aadhaar card as required for updating of the details along with this form.

**DIRECTORS' REPORT**

Dear Members,

Your Directors have great pleasure in presenting the 25th Annual Report on the business and operations of the Company together with the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2019. The Consolidated Performance of the Company and its Associates has been referred to wherever required:

1. HIGHLIGHTS OF CONSOLIDATED AND STANDALONE FINANCIAL RESULTS:

(Rs. In Lakhs)

Particulars	Consolidated		Standalone	
	2018-19	2017-18	2018-19	2017-18
Total Revenue	5426.96	2329.51	5426.96	2329.51
Profit/(loss) before tax	85.88	660.62	85.88	660.62
Profit/(loss after Tax	76.23	469.97	76.23	469.97
Share of Profits/Loss of Associates	(64.38)	(102.63)	-	-
Other comprehensive income	(175.32)	97.49	(200.28)	97.49
Total comprehensive income	(163.46)	464.82	(124.05)	567.45
Earnings Per Share (EPS) (Rs.) (Basic)	0.04	1.15	0.24	1.47

2. OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

On a Consolidated basis, the Company registered a revenue from operations of Rs. 5426.96 lakhs for the year ended March 31, 2019 as compared to Rs. 2329.51 in the previous financial year ended March 31, 2018. The Company registered a Loss of Rs.163.46 lakhs for the year ended March 31, 2019 as compared to the profit of Rs. 464.82 lakhs in the previous financial year ended March 31, 2018. Further details are included in notes to Accounts of Consolidated Financial Statement.

On a Standalone basis, the Company registered a revenue from operations of Rs. 5426.96 lakhs for the year ended March 31, 2019 as compared to Rs. 2329.51 in the previous financial year ended March 31, 2018. The Company registered a Loss of Rs.124.05 lakhs for the year ended March 31, 2019 as compared to the profit of Rs. 567.45 lakhs in the previous financial year ended March 31, 2018. Further details are included in notes to Accounts of Standalone Financial Statement.

The Consolidated and Standalone Financial Statements of the Company for the year ended March 31, 2019 have been prepared in accordance with Indian Accounting Standards (IND-AS), the relevant provisions of the Companies Act, 2013 and based on the Audited Financial Statements of its Associate Companies, which have been reviewed by the Statutory Auditors. The Company discloses Standalone financial results on quarterly / half yearly basis which are subjected to limited review, and publishes Consolidated and Standalone audited financial results on an annual basis. Further, w.e.f. April 01, 2019, the Company will be submitting the quarterly / half yearly / annual financial results on both Standalone and Consolidated basis.

During the period under review the following events occurred which are likely to have an impact on the operations of the Company:

- Appellate Authority of NBFC Registration, Ministry of Finance, Government of India vide its order no. F.No.11/11/2014/BO-II/BOA-Vol-II dated February 14, 2019 has rejected the appeal filed by the Company against the order dated

28.09.2018 passed by the RBI, Mumbai for cancellation of Certificate of Registration of NBFC of Comfort Intech Limited. Further, as on date of this report, Company had filed an Extra-Ordinary Writ Petition before the Hon'ble High Court, Delhi against the above referred order of the Appellate Authority and the matter is pending before the said court for hearing.

- The Company vide Postal Ballot Result dated March 02, 2019, altered Main Object Clause of Memorandum of Association of the Company to facilitate the Company to enter into new business areas of Liquors, Wines, Indian Made Foreign Liquor, Country Liquor, etc.
- Further, the shareholders vide Special Resolution at the 24th Annual General Meeting, approved to consolidate the face value of equity shares of the Company i.e. from Re. 1/- each fully paid up into Rs. 10/- each fully paid up which was subject to the approval from the Stock Exchange. Further, the Company had received trading approval from the Stock Exchange on February 12, 2019.
- SEBI Order dated August 28, 2018 in the matter of 8K Miles Software Services Limited wherein the Company had paid a penalty of Rs. 1,00,000/- and the Company was restrained from accessing the securities market and was further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of three years, from the date of this SEBI Order dated April 02, 2018 in matter of First Financial Services Ltd.

In accordance with the provisions of Section 136 of the Companies Act, 2013, the Annual Report of the Company, containing therein its Consolidated and Standalone Financial Statements will be made available on the website of the Company at web link <http://www.comfortintech.com/Investorrelation>. Any member who is interested in obtaining a copy of the Annual Report may write to the Company at the Corporate Office of the Company. Further, a detailed analysis of Company's performance is included in the Management Discussion and Analysis, which forms part of this Annual Report.

3. DIVIDEND:

The Company has a robust track record of rewarding its members with a generous dividend payout. Based on Company's Financial performance, the Shareholders, at the 24th Annual General Meeting held on September 01, 2018 had approved the payment of a Final Dividend for the financial year 2017-18 @ of Rs. 0.03 per Equity Share (face value of Re. 1/- each) i.e. @3%.

Further, based on the financial performance of the Company for the year 2018-19 and with a view to conserve financial resources, the Board of Directors have not recommended any dividend for the period under review.

4. TRANSFER OF UNCLAIMED DIVIDEND AMOUNTS AND CONCERNED SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF) AUTHORITY:

Pursuant to the applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (including any statutory modification(s) and / or reenactment(s) thereof for the time being in force), during the year under review the unpaid/unclaimed dividend for the financial year 2010-11 and 15,300 shares for which no dividend was claimed for seven consecutive years were transferred to the IEPF Authority established by the Central Government. The list of shareholders whose shares and dividends were transferred to IEPF Authority is available on the website of the Company at www.comfortintech.com

Further, the Members may note that the Company will be transferring unpaid/unclaimed dividend and the shares to the IEPF Authority for its Dividend Account of financial year 2011-12 which is due in October, 2019. The Company will be sending individual correspondence to respective shareholders and will be publishing newspaper advertisement for claiming the unpaid/unclaimed dividend in respect of which dividend has not been en-cashed or claimed by the



members for 7 consecutive years or more. The shareholders are once again requested to claim their unpaid/unclaimed dividend to avoid the transfer to IEPF Authority .

Members who have not yet en-cashed their Final Dividends from financial year 2011-12 and 2012-13 and thereafter are requested to make their claims to the Company / RTA. Members are requested to quote folio numbers / DP ID – Client ID in all their correspondence.

5. TRANSFER TO RESERVES:

There was no amount from statement of profit or loss, which was transferred to General Reserves during the year under review.

6. MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report. It provides information of overall industry structure, global and domestic economic scenarios, developments in business operations/ performance of the Company's various businesses, internal controls and their adequacy, risk management systems and other material developments during the financial year 2018-19.

7. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

The Company does not have any Holding, Joint Venture or Subsidiary Company nor have any joint operations during the year under review but it has three Associate Companies, namely, Lemonade Shares and Securities Private Limited, Comfort Securities Limited and Liquors India Limited and pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the Financial Statements of all the Associate Companies and their contribution to overall performance of the Company are provided in Form AOC-1 which is annexed as **Annexure - 1** to this Report. There has been no material change in the nature of the business of the associates.

8. MATERIAL SUBSIDIARY:

For the period under review, there are no material subsidiaries of the Company.

9. UPDATE ON BOARD OF DIRECTORS / KEY MANAGERIAL PERSONNEL:

a. Change in Directors and Key Managerial Personnel:

There have been no changes in the Board of Directors of the Company during the year under review.

Following were the Directors and Key Managerial Personnel as on March 31, 2019

- Mr. Anil Beniprasad Agrawal (DIN:00014413)- Managing Director
- Mr. Bharat Shiroya (DIN:00014454)- Whole Time Director
- Mrs. Annu Anil Agrawal (DIN:00014487)- Non-Executive Director
- Mr. Jugal Thacker (DIN:00015460) - Independent Director.
- Mr. Devendra Lal Thakur (DIN: 00392511)- Independent Director
- Mr. Anilkumar Shivkaran Nevatia (DIN: 00531183)- Independent Director
- Mr. Pravin Arjun Naik - Chief Financial Officer
- Mr. Swapnil Dafle - Company Secretary and Compliance Officer of the Company (resigned w.e.f January 16, 2019)

However, post financial year following changes took place in Board of Directors of the Company:

- (1) the Board of Directors of the Company at their Meeting held on June 29, 2019 have considered and approved the appointment of Mr. Ankur Anil Agrawal and Mr. Milin Ramani as Additional Directors of the Company in the category of Non-Executive Non-Independent and Non-Executive Independent Director respectively w.e.f. June 29, 2019, which is approved and recommended by Nomination and Remuneration Committee and subject to approval of Shareholders at ensuing Annual General Meeting. The Company has received requisite declarations from them.
- (2) Further, the Board of Directors of the Company had considered and approved the appointment of Mr. Anil Beniprasad Agrawal as Chief Executive Officer (CEO) of the Company which was approved and recommended by Nomination and Remuneration Committee at its meeting held on June 29, 2019.
- (3) the Board of Directors of the Company had accepted and noted the resignation of:
 - Mr. Anilkumar Shivkaran Nevatia ((DIN:00531183) Independent Director of the Company w.e.f May 18, 2019;
 - Mr. Anil Beniprasad Agrawal (DIN:00014413)- Managing Director w.e.f June 29, 2019;
 - Mr. Bharat Shiroya (DIN:00014454)- Whole Time Director w.e.f June 29, 2019;
 - Mrs. Annu Anil Agrawal (DIN:00014487)- Non-Executive Director w.e.f June 29, 2019; and
 - Mr. Jugal Thacker (DIN:00015460) - Independent Director w.e.f June 29, 2019.

The resignation of Mr. Anilkumar Shivkaran Nevatia as Independent Director was due to his personal and unavoidable circumstances. Further resignation of Mr. Anil Beniprasad Agrawal, Mr. Bharat Shiroya, Mrs. Annu Anil Agrawal and Mr. Jugal Thacker was due to SEBI's order dated March 12, 2019 (WTM/GM/EFD/99/2018-19). As per their resignation letters received to the Company there are no other material reasons for their resignations apart from the above stated reasons.

- (4) The Company has appointed Mr. Dhaval Chetan Shah as Company Secretary and Compliance Officer of the Company w.e.f. from May 20, 2019.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, perquisites and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committees of the Company.

None of the Directors are disqualified for being appointed as the Director of the Company in terms of Section 164 of the Companies Act, 2013. Further, the Company after due assessment took on record the necessary declaration received from the Independent Directors under Section 149(7) of the Companies Act, 2013, that they meet the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations, and also in the opinion of the Board and as confirmed by the Director, they fulfill the conditions specified in Section 149 of the Companies Act, 2013 and the Rules made thereunder.

b. Director liable to retire by rotation:

Pursuant to provisions of Section 152(6) none of the Directors of the Company are liable to retire by rotation at 25th Annual General Meeting as Mr. Devendra Lal Thakur being an Independent Director is not liable to retire by rotation and other two Directors, namely Mr. Ankur Agrawal and Mr. Milin Ramani, are being appointed at the 25th AGM in the category of Non-Executive Non-Independent and Non-Executive Independent Directors respectively.



c. Board Effectiveness:

1. Manner of Evaluation of the Board's Performance

In compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board of Directors have carried out an Annual Evaluation of its own performance, Board Committees, Individual Directors, Chairperson and the Whole Time Director/Managing Director of the Company for the year under review. The Board and the Nomination and Remuneration Committee reviewed the performance of individual Directors including the Chairman and the Whole Time Director/Managing Director. Board and Committees functioning was reviewed and evaluated on the basis of responses received from all the Directors and Committee Members through structured questionnaires, covering various aspects of the composition and functioning of the Board and its Committees.

In a separate meeting of the Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman were also evaluated, taking into account the views of Executive Director and Non- Executive Directors. The Directors were also asked to provide their valuable feedback and suggestions about the overall functioning of the Board and its Committees and areas of improvement for a higher degree of engagement with the Management. The Board expressed its satisfaction with the evaluation results, which reflects the high degree of engagement of the Board and its Committees with the Company and its Management. Based on the outcome of the evaluation and assessment cum feedback of the Directors, the Board and the Management have also agreed on some action points, which will be implemented over an agreed period.

2. Induction and Familiarization Programme for Directors

The Familiarization Programme for Independent Directors, which also extends to other Non-Executive Directors aims to familiarize them with the Company, nature of the industry, business model, processes & policies, compliances etc., and seeks to update them on the roles, responsibilities, rights and duties under the Companies Act, 2013 and the SEBI Listing Regulations and other applicable statutes. The details of the induction and familiarization programme for the Directors are given in the Corporate Governance Report, which forms part of the Annual Report.

3. Code of Conduct

The Company has formulated a Policy with Respect to Obligation of Directors & Senior Management. The confirmation of compliance of the same is obtained from all concerned on an annual basis. All Board Members and Senior Management have given their confirmation of compliance for the year under review. A declaration duly signed by the Chief Executive Officer (former Managing Director) is given under Corporate Governance Report appearing elsewhere as a separate section in this Annual Report. The Policy with Respect to Obligation of Directors & Senior Management is also posted on the website of the Company at web link <http://www.comfortintech.com/Investorrelation>.

d. Committees of the Board:

The Board has 4 Committees:

- 1) Audit Committee;
- 2) Nomination and Remuneration Committee;
- 3) Stakeholders' Relationship Committee; and
- 4) Corporate Social Responsibility Committee.

Details of all the Committees along with their amended charters, composition and meetings held during the year are given under Corporate Governance Report appearing elsewhere as a separate section in this Annual Report.

10. NOMINATION AND REMUNERATION POLICY:

The Company has a Nomination and Remuneration Policy for Directors and Senior Managerial Personnel approved by the Nomination and Remuneration Committee and the Board. The policy is available at the website of the Company at web link <http://www.comfortintech.com/Investorrelation>. The policy inter-alia covers the appointment and remuneration of Directors', Key Managerial Personnel and other Senior Management. Please refer the Notes to Accounts and Corporate Governance Section for the details on Remuneration of Directors and Key Managerial Personnel.

11. AUDIT COMMITTEE:

During the period under review, the Company has an Audit Committee that currently comprises of:

1. Mr. Devendra Lal Thakur- Non-Executive Independent Director- Chairman
2. Mrs. Annu Anil Agrawal- Non-Executive Non-Independent Director- Member (resigned w.e.f. June 29, 2019)
3. Mr. Jugal Chandrakant Thacker- Non-Executive Independent Director- Member (resigned w.e.f. June 29, 2019)
4. Mr. Ankur Anil Agrawal- Additional Director - Member (proposed Non-Executive Non-Independent Director) (appointed w.e.f. June 29, 2019)
5. Mr. Milin Jagdish Ramani- Additional Director - Member (proposed Non-Executive Independent Director) (appointed w.e.f. June 29, 2019)

The Chairman of the Audit Committee is Independent Director. The Independent Directors are accomplished professionals from the corporate fields. The Company Secretary acts as the Secretary to the Committee. During the financial year 2018-19 the Committee met 5 times. The details of the Audit Committee meetings and the attendance of the members there at, are provided in the Corporate Governance Report, appearing elsewhere as a separate section in this Annual Report. During the year under review, the Board accepted all the recommendations of the Audit Committee.

12. RELATED PARTY TRANSACTIONS:

The Company has revised its Policies on determining materiality of related party transactions and also on dealing with Related Party Transactions in accordance with the amendments to the applicable SEBI Listing Regulations. The same has been posted on the website of the Company at web link <http://www.comfortintech.com/Investorrelation>. During the year under review, the Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification and Definitions Details) Rules, 2014, all of the which were at arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

Omnibus approvals are given by the Audit Committee for the transactions, which are foreseen and are repetitive in nature on yearly basis. A statement of all Related Party Transactions is presented before the Audit Committee and the Board on a quarterly basis, specifying the nature, value and terms & conditions of the transactions. The said transactions were unanimously confirmed and approved by the Audit Committee as well as by the Board.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 along with the justification for entering into such contract or arrangement in Form AOC-2 is given as **Annexure - 2** of this Report. However, the Directors draw attention of the members to the Note no. 36 of the Standalone Financial Statement, which sets out, related party transaction disclosures.



Further, the approval of the Shareholders is sought for the transactions entered/to be entered with the related party(ies), exceeding 10% of the turnover of the Company as provided under Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2015, for the financial year 2018-19 and 2019-20. (Please refer to Item No. 4 of the Notice). The Board recommends the approval of the shareholders for the related party transactions.

13. HUMAN RESOURCE AND RELATIONS:

As on March 31, 2019, the Company had a total head count of 17 employees. The Directors wish to place on record their appreciation and acknowledgment of the efforts and dedication and contributions made by employees at all levels during the year under review. The Company continues to focus on attracting new talent & help them to acquire new skills, explore new roles and realize their potential.

14. PARTICULARS OF EMPLOYEES:

The disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure - 3** to this Report.

During the year under review, there are no employees who come within the purview of Section 134 (3)(q) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

15. WHISTLEBLOWER POLICY / VIGIL MECHANISM:

In compliance with the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, the Company has established a WhistleBlower Policy and the same is placed on the web site of the Company at web link <http://www.comfortintech.com/Investorrelation>.

16. RISK MANAGEMENT:

The Board of Directors of the Company has put in place a Risk Management which aims at enhancing shareholders' value and providing an optimum risk-reward trade off. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

17. POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has zero tolerance towards any action on the part of any employee which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to provide a safe and conducive work environment to all its employees and associates to uphold and maintain the dignity of every women employee working in the Company. The Company's Policy provides for protection against sexual harassment of women employees at workplace and for prevention and redressal of such complaints.

During the year under review, the Company has not received any complaint. No cases of child labour, forced labour and involuntary labour were reported during the year.

18. AUDITORS:

a. Statutory Auditors

The Company's Statutory Auditors, M/s. A. R. Sodha & Co. Chartered Accountants, (FRN 110324W), were appointed as Statutory Auditors of the Company for a period of 5 consecutive years till the conclusion of the 28th

AGM, subject to ratification by members every year. Further, pursuant to the provisions Section 139 of the Act, and the Companies (Amendment) Act, 2018 effective from 7 May, 2018, the requirement of seeking ratification from the members for the continuation of re-appointment of the Statutory Auditors has been withdrawn from the Statute.

M/s. A. R. Sodha & Co. Chartered Accountants, (FRN 110324W) has confirmed their eligibility and consent under Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 for their continuance as the Auditors of the Company for the financial year 2019–2020. In terms of the SEBI Listing Regulations, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI. Further, the report of the Statutory Auditors along with the notes is enclosed with the Financial Statements. The Auditors have issued modified opinion on the Financial Statements for the financial year ended 31 March, 2019 as mentioned below:

The Company has not provided for defined benefit obligation in the nature of gratuity based on the requirement of Ind AS 19 i.e. “Employee Benefit”, which requires defined benefit obligation to be recognised based on actuarial valuation basis. In absence of valuation we are unable to quantify the impact of above on the net profit for the year and liabilities as on reporting date.

Management’s Explanation:

For-payment of gratuity, it is accounted-for on payment basis.

Further, the Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

b. Secretarial Auditors

In terms of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Board has appointed M/s R M Mimani & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company for the financial year 2018–19 to conduct the Secretarial Audit and issue the Secretarial Audit Report in Form MR-3 pursuant to the provisions of Section 204 of the Companies Act, 2013 and read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The report of the Secretarial Auditors for the financial year 2018 –19 is annexed as **Annexure - 4** to this report. The report is self-explanatory and contains some qualification, reservation and adverse remarks as mentioned below:

- (i) Cancellation of the Certificate of Registration issued to the Company to carry the business of NBFC for non-compliance of the certain provisions of the Act and rules made there-under vide order dated September 24, 2014 of Reserve Bank of India vide is still continue.
- (ii) The Company is in process of obtaining approval of the shareholders as required under Section 188 of the Companies Act, 2013 and Regulation 23 of The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 in respect of material related party transactions entered into with a Company in which Directors are interested.

Management’s Explanation:

- (i) Appellate Authority of NBFC Registration, Ministry of Finance, Government of India vide its order no. F.No.11/11/2014/BO-II/BOA-Vol-II dated February 14, 2019 has rejected the appeal filed by the Company against the order dated 28.09.2018 passed by the RBI, Mumbai for cancellation of Certificate of Registration of NBFC of Comfort Intech Limited. Further, as on the date of this Report, the Company had filed an Extra-Ordinary Writ Petition before the Hon'ble High Court, Delhi against the above referred order of the Appellate Authority and the matter is pending before the said court for hearing.



- (ii) The Company has put the resolution for the approval of Shareholders of the material related party transactions entered / to be entered by the Company at the 25th Annual General Meeting.

Pursuant to the circular issued by the SEBI dated 8 February, 2019, Secretarial Auditor has also issued the "Annual Secretarial Compliance Report" for the F.Y. 2018-19 and the same was duly submitted to the Stock Exchange(s) in time

c. Internal Auditor

M/s. Siddhant Shah and Associates, Practicing Chartered Accountants, Mumbai performs the duty as Internal Auditor of the Company for the Financial Year 2018-19 and their reports are reviewed by the Audit Committee on quarterly basis and recommended to the Board. Further, M/s. Siddhant Shah and Associates, Practicing Chartered Accountants, Mumbai continue to act as Internal Auditors of the Company for the Financial Year 2019-20.

d. Cost Auditor

The Company is not required to appoint cost auditor pursuant to provisions of section 148 of the Companies Act, 2013 and rules made thereunder.

19. INTERNAL CONTROL SYSTEMS:

Internal Audit and its Adequacy

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Internal Auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

Internal Financial Controls over Financial Reporting (IFCoFR)

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls apart from the observations mentioned by the Auditors, appearing elsewhere in this Report.

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company, audit and reviews performed by the Internal, Statutory and Secretarial Auditors and the reviews undertaken by the Management and the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls have been adequate and effective during the year under review.

20. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 of the Companies Act, 2013, and to the best of Board's knowledge and belief and according to the information and explanations obtained by them, your Directors confirms the following statements:

- (a) that in the preparation of the Annual Financial Statements for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) that such accounting policies as mentioned in Note. 1 of the Notes to the financial statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to

give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profits / loss of the Company for the year ended on that date;

- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the Annual Financial Statements have been prepared on a going concern basis;
- (e) that proper internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and operating effectively; and
- (f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. DETAILS OF CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

a. Conservation of Energy and Technology Absorption

The operations of the Company are entirely service based and thus essentially, the Company is non-energy intensive organization. The Company has optimization of power usage as well as higher operational efficiency. Further, the Company has reduced the power consumption during the year, through monitoring energy use and installing LED lights. The Company's operations do not require significant import of technology.

b. Foreign Exchange Earnings and Outgo

Total Foreign Exchange used and earned by the Company is as follows:

(Amount in Rs.)

Particulars	Year Ended 31 March, 2019	Year Ended 31 March, 2018
Foreign Exchange Used	Rs. 8,00,16,340	Rs. 5,19,60,034
Foreign Exchange Earned	-	-

22. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The composition of the CSR Committee, CSR Policy and other required details are given in the Annual Report on CSR Activities annexed to this Report as **Annexure - 5**.

23. CORPORATE GOVERNANCE:

The Company is committed to maintain highest standards of Corporate Governance and adhering to Corporate Governance requirements as set out by the SEBI Listing Regulations. The Company has complied with Corporate Governance requirements under the SEBI Listing Regulations. A separate section on Corporate Governance practices followed by the Company forms an integral part of this Annual Report.

24. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Board of Directors has revised the Code of Internal Procedures and Conduct for regulating, monitoring and reporting of trading by Insiders in accordance with SEBI (Prohibition of Insider Trading) Regulations, (Amendment) 2018. The code is available on website of the Company at web link <http://www.comfortintech.com/Investorrelation>



25. DISCLOSURES UNDER THE COMPANIES ACT, 2013 AND THE SEBI LISTING REGULATIONS:

a. Extract of Annual Return:

As required under the provisions of Sections 134(3)(a) and 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the extract of Annual Return in Form No. MGT-9 is annexed herewith as **Annexure - 6** to this report.

b. Number of Board Meetings: The Board of Directors met 5 times during the financial year 2018 –19. The details of the Board Meetings and the attendance of the Directors, are provided in the Corporate Governance Report, appearing elsewhere as a separate section in this Annual Report.

c. Increase in Issued, Subscribed and Paid-up Equity Share Capital: During the year, the Company has not issued any shares and hence there is no such change in the share capital of the Company. Further, the shareholders vide the Special Resolution at the 24th Annual General Meeting approved the consolidation of face value of equity shares of the Company from Re. 1/- each fully paid up into Rs. 10/- each fully paid up which was subject to the approval from the Stock Exchange. Further, the Company had received the trading approval from the Stock Exchange w.e.f. February 12, 2019.

d. Changes in the Nature of Business: During the period under review, the Company vide the Postal Ballot Result dated March 02, 2019 altered the Main Object Clause of Memorandum of Association of the Company to facilitate Company to enter into new business areas of Liquors, Wines, Indian Made Foreign Liquor, Country Liquor, etc.

e. Listing with Stock Exchanges: Your Company is listed with the BSE Limited

f. Compliance with Secretarial Standards on Board and General Meetings: During the year under review, the Company has complied with Secretarial Standards on meetings of the Board of Directors and on General Meetings, issued by the Institute of Company Secretaries of India in terms of Section 118(10) of the Companies Act, 2013.

g. Insurance: The Company has sufficiently insured itself under various Insurance policies to mitigate risks arising from third party, property, casualty, etc.

h. Equity Shares with Differential Rights: Your Company has not issued any Equity Shares with differential rights as to dividend, voting or otherwise.

i. Disclosure on details of loans given, guarantees given and/or investments made pursuant to the provisions of Section 186 of the Companies Act, 2013, and LODR Regulations, 2015 are provided in the financial statements.

j. Other Disclosures: No disclosure or reporting is made with respect to the following items, as there were no transactions during the year under review:

- There was no revision in the Financial Statements.
- No material fraud has been reported by the Auditors to the Audit Committee or the Board.
- The Company does not have any scheme or provision of money for the purchase of its own shares by trustees for employees benefit.
- The Company is not required to maintain cost records as per Section 148 of the Companies Act, 2013.
- There were no buy back of shares during the year under review
- Your Company has not accepted any deposits from public in terms of Section 73 and / or 74 of the Companies Act, 2013.
- During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations and legal compliances apart from

the order of RBI, SEBI Order dated August 28, 2018 in the matter of 8K Miles Software Services Limited, SEBI Order dated April 02, 2018 in matter of First Financial Services Ltd and SEBI Order dated March 12, 2019 mentioned elsewhere in the Report.

26. APPRECIATION AND ACKNOWLEDGEMENT:

Your Directors are grateful to the Investors for their continued patronage and confidence in the Company over the past several years. Your Directors also thank the Central and State Governments, other Statutory and Regulatory Authorities for their continued guidance, assistance, co-operation and support received. Your Directors thank all our esteemed clients, associates, vendors and contractors for their continued support, faith and trust reposed in the professional integrity of the Company. With continuous learning, skill upgradation and technology development Company will continue to provide professionalism and services to its clients, associates, vendors and contractors. Your Directors also wish to convey their sincere appreciation to all employees at all levels for their dedicated efforts and consistent contributions and co-operation extended and is confident that they will continue to contribute their best towards achieving still better performance in future.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF COMFORT INTECH LIMITED

Sd/-
ANKUR ANIL AGRAWAL
ADDITIONAL DIRECTOR
(DIN: 06408167)

DATE : AUGUST 08, 2019

PLACE : MUMBAI



ANNEXURE -1

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Pursuant to sub-section (3) of Section 129 of the Companies Act, 2013, the brief business and a statement containing the salient features of the Financial Statements of the Company's associates are given below.

HIGHLIGHTS OF PERFORMANCE OF SUBSIDIARIES AND THEIR CONTRIBUTION TO OVERALL PERFORMANCE OF THE COMPANY

PART "A": Subsidiaries

The Company does not have any Subsidiary Company during the year.

Part "B": Associates and Joint Ventures

The Company does not have any Joint Venture during the year. However, Company has three Associate Company(ies) and the details of the said company(ies) are mentioned hereinbelow:

Name of Associates or Joint Ventures	Lemonade Shares and Securities Private Limited	Comfort Securities Limited	Liquors India Limited
1. Latest audited Balance Sheet Date	March 31, 2019	March 31, 2019	March 31, 2019
2. Date on which the Associate or Joint Venture was associated or acquired	November 2012	May 2007	June 2013
3. Shares of Associate or Joint Ventures held by the company on the year end			
Number of shares:	2,20,000	57,50,000	42,00,000
Amount of Investment in Associates or Joint Venture:	Rs. 22,00,000/-	Rs. 5,75,00,000/-	Rs. 4,20,00,000/-
Extent of Holding (in percentage):	46.81%	48.94%	47.96%
4. Description of how there is significant influence	Equity Holding		
5. Reason why the associate/joint venture is not consolidated	Not applicable, since it is consolidated		
6. Net-worth attributable to shareholding as per latest audited Balance Sheet	Rs. 46,747,920/-	Rs. 232,887,291/-	Rs. 4,56,61,342/-
7. Profit or Loss for the year			
i. Considered in Consolidation	Rs. 482/-	Rs. 40,63,660/-	Rs. -10,502,504/-
ii. Not Considered in Consolidation	Rs. 547/-	Rs. 42,39,691/-	Rs. -11,395,961/-

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF COMFORT INTECH LIMITED

DATE : AUGUST 08, 2019
PLACE : MUMBAI

SD/-
ANKUR ANIL AGRAWAL
ADDITIONAL DIRECTOR
(DIN: 06408167)

ANNEXURE 2**FORM AOC -2**

[Pursuant to sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

A. Company has not entered into any material contracts or arrangements or transactions which are not on arm's length basis. : N.A.

B. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No	Particulars				
a)	Name (s) of the related party	Comfort Fincap Ltd.	Liquors India Ltd.	Comfort Securities Ltd.	Flora Fountain Properties Ltd.
	Nature of Relationship	A Group Company promoted by same promoter and related Directors	Associate Company	Associate Company	Related Directors
b)	Nature of transaction	Loan given	Business Advance	Loan given	
c)	Duration of the contracts/ arrangements/transaction	April 01, 2018 to March 31, 2019			
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs.11,55,00,000/-	Rs.15,88,50,000/-	Rs. 7,50,00,000/-	Rs. 6,33,00,000/-
e)	Date of approval by the Board	May 30, 2018			
f)	Amount paid as advances, if any	None			

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF COMFORT INTECH LIMITED

Sd/-
ANKUR ANIL AGRAWAL
ADDITIONAL DIRECTOR
(DIN: 06408167)

DATE : AUGUST 08, 2019

PLACE : MUMBAI



ANNEXURE- 3

Statement under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- 1. The ratio of the remuneration of each Director and Key Managerial Personnel (KMP) to the median remuneration of the employees of the Company for the financial year 2018–19:**

Name of Directors/ KMP	Designation	Ratio of Remuneration of each Director / Employee to the median remuneration	Remuneration (in Rs.)	
			FY 2018-19	FY 2017-18
Anil Beniprasad Agrawal @	Chairman and Managing Director	5.50	46,96,667	38,75,000
Annu Anil Agrawal #	Non-Executive Non-Independent Director	0.05	40,000	55,000
Bharat Nanubhai Shiroya \$	Whole Time Director	-	-	-
Jugal Chandrakant Thacker *	Non-Executive Independent Director	0.06	55,000	25,000
Devendra Lal Thakur	Non-Executive Independent Director	0.81	70,000	80,000
Anilkumar Shivkaran Nevatia %	Non-Executive Independent Director	0.06	55,000	60,000
Pravin Naik	Chief Financial Officer	0.86	7,36,019	6,68,119
Swapnil Dafle ^	Company Secretary	0.60	5,11,869	5,17,707

@ Resigned as Chairman and Managing Director w.e.f. June 29, 2019 and appointed as Chief Executive Officer w.e.f. June 29, 2019

Resigned as Director w.e.f. June 29, 2019

\$ Resigned as Whole Time Director w.e.f. June 29, 2019

* Resigned as Director w.e.f. June 29, 2019

% Resigned as Director w.e.f. May 18, 2019

^ Resigned w.e.f. January 16, 2019

- 2. The percentage increase in remuneration of each Director, Group Chief Financial Officer, Company Secretary in the financial year 2018–19 as compared to financial year 2017–18:**

Name of Directors/ KMP	Designation	% increase / decrease in Remuneration
Anil Beniprasad Agrawal	Chairman and Managing Director	21.20
Annu Anil Agrawal	Non-Executive Non-Independent Director	-27.27
Bharat Nanubhai Shiroya	Whole Time Director	-
Jugal Chandrakant Thacker	Non-Executive Independent Director	120
Devendra Lal Thakur	Non-Executive Independent Director	-12.50
Anilkumar Shivkaran Nevatia	Non-Executive Independent Director	-8.33
Pravin Naik	Chief Financial Officer	10.16
Swapnil Dafle - Company Secretary (resigned w.e.f. January 16, 2019)	Company Secretary	-1.13

3. **The Percentage increase in the median remuneration of employees in the financial year 2018–19:** The percentage increase in the median remuneration of all employees in the financial year was approximately 20%.
4. **The number of permanent employees on the rolls of Company as on 31 March, 2019:** The number of permanent employees on the rolls of Company as on 31 March, 2019 were 17.
5. **Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:** Average percentage increase made in the salaries of the employees other than the Managerial Personnel in the financial year was approximately 1.20% vis-a-vis increase of approximately 21% in the salaries of Managerial Personnel.
6. **Affirmation that the remuneration is as per the Nomination and Remuneration Policy of the Company:** We affirm that the remuneration is as per the Nomination and Remuneration Policy of the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF COMFORT INTECH LIMITED

Sd/-

**ANKUR ANIL AGRAWAL
ADDITIONAL DIRECTOR
(DIN: 06408167)**

DATE : AUGUST 08, 2019

PLACE : MUMBAI



ANNEXURE - 4

Secretarial Audit Report Form No. MR-3 For the financial year ended 31 March, 2019 [Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

Form No. MR.3

Secretarial Audit Report for the financial year ended on March 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the companies (Appointment and remuneration of managerial personnel) Rule, 2014]

To,
The Members
Comfort Intech Limited
[CIN: L74110DD1994PLC001678]
106 Avkar Algani Nagar
Kalaria Daman DD -396210

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Comfort Intech 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 our opinion thereon.

Based on our verification of the 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 audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- 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 there-under to the extent applicable.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company;
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- VI. Other law applicable specifically to the Company, as detailed below:
 - (i) Food Safety and Standard Act, 2006

We have also examined compliance with the applicable clauses of the following;

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India related to the meetings of Board of Directors and General Meetings;
- (ii) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and listing agreement entered into by the Company with Stock Exchanges in India.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

We report that, during the financial year under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines as mentioned above, subject to the following:

- (i) Cancellation of the certificate of registration issued to the Company to carry the business of NBFC for non-compliance of the certain provisions of the Act and rules made thereunder vide order dated September 24, 2014 Reserve Bank of India vide is still continue.
- (ii) The Company is in process of obtaining approval of the shareholders as required under section 188 and Regulation 23 of The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 in respect of material related party transactions entered into with a Company in which Directors are interested.

During the financial year under review, provisions of the following regulations were not applicable to the Company;

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

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.
- Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and there was no formal system existing for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- Decisions at the meetings of Board of Directors of the Company and Committee thereof were carried out with requisite majority.



We further report that based on the information provided and representation made by the Company and also on the review of compliance reports of the respective department duly signed by the department head and Compliance Certificate(s) of the Managing Director/Company Secretary/CFO taken on record by the Board of Directors of the Company, in our opinion system and process exists in the company which requires to be further strengthened to commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report that during the financial year under review, the following are events/actions that may have a major bearing on the affairs of the Company in pursuance of any of the above referred laws, rules, regulations, guidelines standards, etc.

- Mr. Anil Agrawal, Mrs. Annu Agrawal, Mr. Bharat Shiroya and Mr. Jugal Thacker, Directors of the Company vide SEBI order dated March 12, 2019;
 - a. restrained from accessing the securities market for a period of five years from the date of the order;
 - b. repay the amount with interest within a period of one year from the date of the order;
 - c. shall not hold the position of Director in listed Companies for a period of three years effective July 01, 2019.
- Mr. Anil Agrawal and Comfort Intech Limited were restrained from accessing the securities market for a period of three years as per the SEBI Order dated April 02, 2019.
- The Company has altered its main object of the Memorandum of Association of the Company vide shareholders' resolution at the Annual General Meeting held on September 01, 2018 to facilitate the Company to enter into various line of businesses.
- The Company vide Postal Ballot Result dated March 02, 2019, altered the Main Object Clause of Memorandum of Association of the Company to facilitate the Company to enter into new business areas of Liquors, Wines, Indian Made Foreign Liquor, Country Liquor, etc.

For **R M MIMANI & ASSOCIATES LLP**
[COMPANY SECRETARIES]
[Firm Registration No. I2001MH250300]

Sd/-
RANJANA MIMANI
(PARTNER)
FCS No: 6271
CP No: 4234

Place: Mumbai
Dated: August 08, 2019

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

Annexure – “A”

To,
The Members
Comfort Intech Limited
[CIN: L74110DD1994PLC001678]
106 Avkar Algani Nagar
Kalaria Daman DD -396210

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events, etc.;
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The 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.

For **R M MIMANI & ASSOCIATES LLP**
[COMPANY SECRETARIES]
[Firm Registration No. I2001MH250300]

Sd/-
RANJANA MIMANI
(PARTNER)
FCS No: 6271
CP No: 4234

Place: Mumbai
Dated: August 08, 2019

**ANNEXURE - 5****CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

Disclosures pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014:

- 1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:**

In accordance with the CSR Policy of your Company, the CSR initiatives would be focused around the following identified thrust areas for channelizing the resources on a sustained basis.

- 2. Composition of the CSR Committee as on March 31, 2019:**

Sr No.	Name of the Member(s)	Position in the Committee	Nature of Directorship
1	Mr. Anil Agrawal @	Chairman	Managing Director & Chairperson
2	Mrs. Annu Agrawal#	Member	Non-Executive & Promoter Director
3	Mr. Bharat Shiroya \$	Member	Whole Time Director
4	Mr. Jugal Thacker *	Member	Non-Executive & Independent Director

@ Resigned as Chairman and Managing Director w.e.f. June 29, 2019 and appointed as Chief Executive Officer w.e.f. June 29, 2019

Resigned as Director w.e.f. June 29, 2019

\$ Resigned as Whole Time Director w.e.f. June 29, 2019

* Resigned as Director w.e.f. June 29, 2019

Due to resignation of the Directors, the Company has reconstituted the CSR committee at its meeting held on August 08, 2019 as mentioned below:

Sr No.	Name of the Member(s)	Position in the Committee
1	Mr. Ankur Anil Agrawal	Chairman
2	Mr. Milin Ramani	Member
3	Mr. Devendra Lal Thakur	Member

- 3. Average Net Profit of the Company for the last 3 financial years:** Rs. 4,17,14,682.45
- 4. Prescribed CSR Expenditure amounts to (2% of the amount as in Sr.No.3 above):** Rs. 8,34,294/-
- 5. Details of CSR spent for the financial year:**
- a. Total amount spent for the financial year: NIL
- b. Amount unspent, if any : Rs. 8,34,294/- along with the 4,06,000 in FY 2017-18 and 3,36,000 in FY 2016-17

6. Reasons for not spending the amount during the financial year :

During the year the Company carried out a detailed assessment of the areas where the CSR activities can be undertaken. Based on interactions with a wide cross section of stakeholders - internal and external – the Company has identified areas for its CSR activities which will be initiated by Seth Govindram Charitable Trust. As on the date of this Report, Company has initiated to spend the aforesaid CSR amount.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company is reproduced below:

We hereby affirm that CSR Policy, as recommended by CSR Committee and approved by the Board, has been to the extend implemented and the CSR Committee monitors the area for the CSR projects and activities which needs to be complied by the Company in compliance with CSR objectives and rules.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF COMFORT INTECH LIMITED

DATE : AUGUST 08, 2019

PLACE : MUMBAI

**Sd/-
ANKUR ANIL AGRAWAL
ADDITIONAL DIRECTOR
(DIN: 06408167)**

**ANNEXURE - 6****FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN****as on financial year ended on 31.03.2019****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.****I REGISTRATION & OTHER DETAILS:**

i	CIN	L74110DD1994PLC001678
ii	Registration Date	17-10-1994
iii	Name of the Company	COMFORT INTECH LIMITED
iv	Category/Sub-category of the Company	Company Limited by Shares
v	Address of the Registered office & contact details	106 Avkar Algani Nagar, Kalaria, Daman, 396210, Daman & Diu, Email: info@comfortintech.com, Website:www.comfortintech.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PRIVATE LIMITED. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059 Tel: 022-62638200 Fax: 022-62638299 Website : www.bigshareonline.com Email ID: investor@bigshareonline.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The company has taken the approval from Shareholders through Postal Ballot for the diversification and expansion of the various other activities which have good potential with respect to the future prospects of the Company and accordingly your Board of Directors undertook the business activities in the field of trading of various goods and commodities.

Further, the Company has also taken the approval from Shareholders on March 02, 2019 through Postal Ballot for carrying on the business as distillers, manufacturers, procurers, importers, exporters, agents, brokers, suppliers, processors, vendors, bottlers, distributors, stockists, dealers, godown keepers, C&F Agents, del credere agents, marketers, merchandisers, wholesalers of all types of spirits, whether rectified or otherwise, including Indian Made Foreign Liquor as well as Country Liquor, Beverage, Wines and other similar products

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sr No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Comfort Securities Ltd.	U67120MH2002PLC136562	Associate Company	48.94	Section 2(6)
2	Lemonade Shares & Securities Pvt Ltd.	U67100MH2010PTC205455	Associate Company	46.81	Section 2(6)
3	Liquors India Ltd.	U67100MH2010PTC205455	Associate Company	47.96	Section 2(6)

IV (i) SHAREHOLDING PATTERN (Equity Share Capital break up as % to total Equity)

	Category of Shareholder	No. of Shares held at the beginning of the year: April 01, 2018 (Before consolidation of face value of shares from Re. 1/- to Rs. 10/-)				No. of Shares held at the end of the year :March 31, 2019 (After consolidation of face value of shares from Re. 1/- to Rs. 10/-)				% Change
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
(A)	Shareholding of Promoter and Promoter Group									
1.	Indian									
(a)	INDIVIDUAL / HUF	16384056	0	16384056	5.12	1638404	0	1638404	5.12	0.00
(b)	Central / State government(s)	0	0	0	0	0	0	0	0	0.00
(c)	BODIES CORPORATE	156969261	0	156969261	49.06	15696925	0	15696925	49.06	0.00
(d)	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0	0	0	0	0	0.00
(e)	ANY OTHERS (Specify)	0	0	0	0	0	0	0	0	0.00
	SUB TOTAL (A)(1) :	173353317	0	173353317	54.18	17335329	0	17335329	54.18	0.00
2.	Foreign									
(a)	NRIs - Individuals	0	0	0	0	0	0	0	0	0.00
(b)	Other-Individuals	0	0	0	0	0	0	0	0	0.00
(c)	Bodies Corporate	0	0	0	0	0	0	0	0	0.00
(d)	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0	0	0	0	0	0.00
(e)	ANY OTHERS (Specify)	0	0	0	0	0	0	0	0	0.00
	SUB TOTAL (A)(2) :	0	0	0	0.00	0	0	0	0.00	0.00
	Total holding for promoters									
	(A)=(A)(1) + (A)(2)	173353317	0	173353317	54.18	17335329	0	17335329	54.18	0.00
(B)	Public shareholding									
1.	Institutions									
(a)	MUTUAL FUNDS	0	0	0	0	0	0	0	0	0.00
(b)	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0	0	0	0	0	0.00
(c)	Central / State government(s)	0	0	0	0	0	0	0	0	0.00
(d)	VENTURE CAPITAL FUNDS	0	0	0	0	0	0	0	0	0.00
(e)	INSURANCE COMPANIES	0	0	0	0	0	0	0	0	0.00
(f)	FIs	0	0	0	0	0	0	0	0	0.00
(g)	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0	0	0	0	0	0.00
(h)	ANY OTHERS (Specify)	0	0	0	0	0	0	0	0	0.00
	SUB TOTAL (B)(1) :	0	0	0	0.00	0	0	0	0.00	0.00
2.	Non-institutions									
(a)	BODIES CORPORATE	10724366	8000	10732366	3.35	803696	800	804496	2.51	(0.84)



	Category of Shareholder	No. of Shares held at the beginning of the year: April 01, 2018 (Before consolidation of face value of shares from Re. 1/- to Rs. 10/-)				No. of Shares held at the end of the year :March 31, 2019 (After consolidation of face value of shares from Re. 1/- to Rs. 10/-)				% Change
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
(b)	INDIVIDUAL									
(i)	i) Individual shareholders holding nominal share capital upto Rs. 2 Lakh)	47497490	606433	48103923	15.04	4866425	41173	4907598	15.34	0.30
(ii)	ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh)	86899608	264563	87164171	27.24	8548833	45925	8594758	26.86	(0.38)
(c)	ANY OTHERS (Specify)									
(i)	CLEARING MEMBER	171051	0	171051	0.05	322182	0	322182	1.01	0.96
(ii)	NON RESIDENT INDIANS (NRI)	284252	9000	293252	0.09	28545	900	29445	0.10	
(iii)	NBFC Registered with RBI	120000	0	120000	0.04	0	0	0	0.00	(0.04)
	SUB TOTAL (B)(2) :	145696767	887996	146584763	45.81	14569681	88798	14658479	45.82	0.00
	Total Public Shareholding (B)=(B)(1) + (B)(2)	145696767	887996	146584763	45.81	14569681	88798	14658479	45.82	0
(C)	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	Grand Total (A) + (B) + (C)	319050084	887996	319938080	100	31905010	88798	31993808	100	0.00

(ii) SHARE HOLDING OF PROMOTERS

Sr. No	NAME	Shareholding at the beginning of the year 01/04/2017			Shareholding at the end of the year 31/03/2018			% Change in shareholding during the year
		Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares	Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	ANIL AGRAWAL HUF	3723903	1.16	0.00	372390	1.16	0	0
2	ANIL BENIPRASAD AGRAWAL	994245	0.31	0.00	99424	0.31	0	0
3	ANNU ANIL AGRAWAL	11655383	3.64	0.00	1165538	3.64	0	0
4	BHARAT NANUBHAI SHIROYA	10525	0.00	0.00	1052	0.00	0	0
5	LUHARUKA EXPORTS PVT LTD	78520037	24.54	0.00	7852003	24.54	0	0
6	LUHARUKA INVESTMENT & CONSULTANT PVT LTD	78449224	24.52	0.00	7844922	24.52	0	0
		173353317	54.18	0.00	17335329	54.18	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sr. No	NAME	No. of Shares at the beginning/End of the year	Date	Increase/ Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
1	NOT APPLICABLE						

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

SL No	NAME	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (01.04.2018/ end of year 31.03.2019)	% total Shares of the Company				No of Shares	% total Shares of the Company
1	JATIN HARESH MEHTA	48,95,000		1-Apr-2019	NA	NA	48,95,000	1.53
		4,89,500	1.53	30-Mar-2019				
2	MUKUT BEHARI AGARWAL	46,71,910		1-Apr-2019	NA	NA	46,71,910	1.46
		4,67,191	1.46	30-Mar-2019				
3	BRIJESH HARESH MEHTA	46,29,000		1-Apr-2019	NA	NA	46,29,000	1.45
		4,62,900	1.45	30-Mar-2019				
4	DARSHAN DOSHI	44,95,000		1-Apr-2019	NA	NA	44,95,000	1.41
		4,49,500	1.41	30-Mar-2019				
5	SUNITA AGARWAL	42,38,152		1-Apr-2019	NA	NA	42,38,152	1.32
		4,23,815	1.32	30-Mar-2019				
6	ARUNKUMAR DALICHAND KHARA	33,50,000		1-Apr-2019	NA	NA	33,50,000	1.05
		3,35,000	1.05	30-Mar-2019				
7	AMITKUMAR ARUNKUMAR KHARA	33,50,000		1-Apr-2019	NA	NA	33,50,000	1.05
		3,35,000	1.05	30-Mar-2019				
8	MAYURKUMAR ARUNKUMAR KHARA	33,00,000		1-Apr-2019	NA	NA	33,00,000	1.03
		3,30,000	1.03	30-Mar-2019				
9	SEEMA PRAVINKUMAR JHUNJHUNWALA	26,60,000		1-Apr-2019	NA	NA	26,60,000	0.83
		2,66,000	0.83	30-Mar-2019				
10	RAM MANOHAR SINGH	25,00,000		1-Apr-2019	NA	NA	25,00,000	0.78
		2,50,000	0.78	30-Mar-2019				



V Shareholding of Directors and KMP

SL. No.	Name	Designation	No. of Shares held at the Beginning of the year	% of total Shares of the company	No. of Shares held at the End of the year	% of total Shares of the company
1	Mr. Anil Agrawal @	Managing Director	994245	0.31	99424	0.31
2	Mr. Bharat Shiroya \$	Whole Time Director	10525	0.00	1052	0.00
3	Mrs. Annu Agrawal #	Non Executive & Non Independent Director	11655383	3.64	1165538	3.64
4	Mr. Devendra Lal Thakur	Non Executive & Independent Director	15000	0.00	2794	0.01

Note:

@ Resigned as Chairman and Managing Director w.e.f. June 29, 2019 and appointed as Chief Executive Officer w.e.f June 29, 2019

Resigned as Director w.e.f. June 29, 2019

\$ Resigned as Whole Time Director w.e.f. June 29, 2019

VI INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	Rs. 1,72,30,038	-	-	Rs. 1,72,30,038
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Rs. 1,72,30,038	-	-	Rs. 1,72,30,038
Change in Indebtedness during the financial year				
Additions	Rs. 2,11,54,076	-	-	Rs. 2,11,54,076
Reduction	-	-	-	-
Net Change	Rs. 2,11,54,076	-	-	Rs. 2,11,54,076
Indebtedness at the end of the financial year				
i) Principal Amount	Rs. 3,83,84,114	-	-	Rs. 3,83,84,114
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Rs. 3,83,84,114	-	-	Rs. 3,83,84,114

VII REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole Time Director and/or Manager:**

Sl. No	Particulars of Remuneration	Name of the MD/WTM/Manager	
		Mr. Anil Agrawal	Mr. Bharat Shiroya
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	Rs. 46,96,667/-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission -as % of profit -others (specify)	-	-
5	Others, please specify	-	-
	Total (A)	Rs. 46,96,667/-	-
	Ceiling as per the Act	The above is within the limits as prescribed by the Act.	

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors			
		Anil Nevatia	Jugal Thacker	Devendra Lal Thakur	Annu Agrawal
1	Independent Directors/ Non Executive Directors				
	(a) Fee for attending board committee meetings	Rs. 55,000/-	Rs. 55,000/-	Rs. 70,000/-	Rs. 40,000/-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total Managerial Remuneration	Rs. 55,000/-	Rs. 55,000/-	Rs. 70,000/-	Rs. 40,000/-
	Overall Ceiling as per the Act.	No Remuneration is paid to any of the Directors other than Managing Director.			



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross Salary	*Swapnil Dafle	Pravin Naik	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	Rs. 5,11,869/-	Rs. 7,36,019/-	Rs. 12,47,888/-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	Rs. 5,11,869/-	Rs. 7,36,019/-	Rs. 12,47,888/-

* Swapnil Dafle has resigned from the post of Company Secretary & Compliance Officer of the Company w.e.f January 16, 2019

VIII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeall made if any (give details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

REPORT ON CORPORATE GOVERNANCE

Your Directors present the Company's Report on Corporate Governance pursuant to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) for the financial year ended March 31, 2019.

I. Company's Philosophy on Corporate Governance:

Corporate Governance at Comfort Intech Limited (CIL) refers to combination of regulations, procedures and voluntary practices that enables the Company to maximize stakeholders' value by attracting financial and human capital to secure efficient performance. It aims at holding a balance between economic & social goals on one hand and individual & collective goals on the other. The Company's Code of Business Conduct, its WhistleBlower & other Policies and its well-defined Internal Control Systems, which are subjected to Audits periodically for their effectiveness, reinforces Accountability and Integrity of reporting and ensures Transparency and Fairness in dealing with the Company's Stakeholders. The Company's Corporate Governance philosophy has been further strengthened through the Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Our governance framework encourages the efficient use of resources and attributes accountability for the stewardship of those resources. The aim is to best align the interests of individuals, Company and society at large. One of the principal pillars of this philosophy is to have a diverse Board with experts from various fields /industries optimizing the value addition. Your Company believes that good corporate governance is an important constituent in enhancing stakeholder value.

The Corporate Governance framework oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The Company's Corporate Governance structure plays a pivotal role in realizing this long term goal. The Company has always strived to go beyond the Statutory and Regulatory requirements of Corporate Governance. Our endeavor is to follow good governance both in letter as well as in spirit.

Governance Structure

Company's Governance structure broadly consists of the Board of Directors and the Committees of the Board at the Apex level and the Management structure at the Operational level. This layered structure brings about a harmonious blend in Governance as the Board sets the overall Corporate Objectives and gives direction and freedom to the Management to achieve these Corporate Objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable and profitable growth.

The Compliance Framework

The Company has a robust and an effective framework for monitoring compliances with the applicable laws within the organization and also to provide regular updates through Senior Management to the Board on a quarterly basis. The Audit Committee and the Board collectively reviews the status of compliances with the applicable laws and provide valuable guidance to the Management team, wherever necessary.

II. Board of Directors

1. Size and Composition of the Board

The Composition of the Board of Directors is made up of eminent and qualified persons who ensure that the long-standing culture of maintaining high standards of Corporate Governance is further nurtured. The Company has a very



balanced and diversified Board composition, including Executive, Non-Executive, Independent Directors and Woman Director. The Composition of the Board primarily takes care of the business needs and Stakeholders' interest. The Non-Executive Directors including Independent Directors on the Board are well qualified, experienced, competent with varied professional background in the field of Finance, Legal, and etc. They take active part at the Board and Committee Meetings by providing valuable guidance & expert advice to the Management on various aspects of Business, Policy direction, Governance, Compliance, etc. and play a critical role on strategic issues, which enhances the transparency and adds value in the decision making process of the Board of Directors.

Skills / Expertise / Core Competencies of the Board

The Board of the Company is structured having requisite level of education/qualifications, professional background, sector expertise, special skills. The Board after taking into consideration the Company's nature of business, core competencies and key characteristics has identified the following core skills/ expertise/ competencies as required in the context of its business(es) & sector(s) for it to function effectively and which are currently available with the Board.

- Global business perspective
- Strategy and Planning
- Governance and Compliance
- Risk Management
- Financial Management
- Operations and General Management

As on March 31, 2019 the Board had 6 (six) members, of which 3(three) are Promoter Directors including 1 (one) Woman Director and the rest 3 (three) are Independent Directors. The Chairman of the Board was Executive Director (Promoter). The Composition of the Board of Directors is in conformity with the requirement of Regulation 17 of the SEBI Listing Regulations as well as the Companies Act, 2013 read with Rules framed thereunder.

Further, as on the date of this report 2 (two) Directors were appointed on June 29, 2019 and 4 (four) Directors have resigned as on the same date. The details of the same are provided in the Directors' Report.

2. Profile of the Board of Directors

The brief profile of each Director as mentioned below gives an insight into the education, expertise, skills and experience possessed by them. None of the Directors has any inter-se relationship among themselves apart from Mr. Anil Beniprasad Agrawal, Mrs. Annu Anil Agrawal and Ankur Anil Agrawal who are related to each other.

A: Mr. Anil Beniprasad Agrawal

Mr. Anil Agrawal (DIN: 00014413), aged 57 years was the Managing Director of the Company and with effect from June 29, 2019 he is acting as Chief Executive Officer. He is a Fellow Member of the Institute of Chartered Accountants of India & also a qualified Cost and Works Accountant. He has versatile experience of more than 35 years in the field of finance, capital markets and related activities. He is also one of the founder promoters of our Company and presently involved in day to day affairs including future planning, finances control, man-management and in strategic decision making of our Company. As on the date of this report, Mr. Anil Beniprasad Agrawal is a Director in the following Companies:

CIN	Company Name	ACTIVE compliance
U10100CT2011PTC022741	Comfort Mines & Minerals Private Limited	ACTIVE Non-Compliant
U51109MH2010PTC204611	Luharuka Commotrade Private Limited	ACTIVE compliant

CIN	Company Name	ACTIVE compliance
U51109MH2010PTC210772	Luharuka Dealers Private Limited	ACTIVE compliant
U51900MH1993PTC070308	Luharuka Exports Private Limited	ACTIVE compliant
U51909MH2010PTC205252	Luharuka Sales & Services Private Limited	ACTIVE compliant
U51909MH2011PTC218760	Luharuka Tradelink Private Limited	ACTIVE compliant
U67100MH2010PTC205455	Lemonade Share & Securities Private Limited	ACTIVE compliant
U67120MH2002PLC136562	Comfort Securities Limited	ACTIVE Non-Compliant
U67190MH1989PTC053454	Luharuka Investment And Consultants Private Limited	ACTIVE compliant
U99999TG1975PLC001837	Liquors India Ltd	ACTIVE Non-Compliant

B: Mrs. Annu Anil Agrawal

Mrs. Annu Agrawal (DIN: 00014487), aged 52 years was the Non-Executive (Non-Independent) Director of the Company. She resigned as a Director of the Company w.e.f. June 29, 2019. She is a Bachelor of Arts (Hons) from the Banaras Hindu University and has more than 20 years of experience in the field of capital market including research, dealing etc. She was involved in day to day affairs including future planning, finance control, human resource management, and in strategic decision making of the Company. She is also an active socialist and works towards welfare of the society. As on the date of this report, Mrs. Annu Anil Agrawal is a Director in the following Companies:

CIN/FCRN	Company Name	ACTIVE compliance
U10100CT2011PTC022741	Comfort Mines & Minerals Private Limited	ACTIVE Non-Compliant
U51109MH2010PTC210772	Luharuka Dealers Private Limited	ACTIVE compliant
U51909MH2011PTC218760	Luharuka Tradelink Private Limited	ACTIVE compliant
U67120MH2002PLC136562	Comfort Securities Limited	ACTIVE Non-Compliant

C: Mr. Bharat Nanubhai Shiroya

Mr. Bharat Shiroya (DIN: 00014454), aged 49 years was the Whole-Time Director of the Company. He resigned as a Director of the Company w.e.f. June 29, 2019. He is a graduate from Mumbai University and holds a degree of M.B.A from National Institute of Management. He has vast experience of more than 25 years in securities and financial services and is responsible for overseeing Company's trading activities and investment portfolio. As on the date of this report, Mr. Bharat Nanubhai Shiroya is the Director in the following Companies:

CIN/FCRN	Company Name	ACTIVE compliance
U67100MH2010PTC205455	Lemonade Share & Securities Private Limited	ACTIVE compliant
U67120MH2002PLC136562	Comfort Securities Limited	ACTIVE Non-Compliant
U74999MH1993PTC070309	Comfort Capital Private Limited	ACTIVE compliant
U99999TG1975PLC001837	Liquors India Ltd	ACTIVE Non-Compliant

**D: Mr. Jugal Chandrakant Thacker**

Mr. Jugal Thacker (DIN: 00015460), aged 55 years was an Independent Director of the Company. He resigned as a Director of the Company w.e.f. June 29, 2019. He is a Chartered Accountant by qualification and possesses more than 25 years of experience in the field of finance, taxation and investment. He holds expertise in Debt Syndication, Issue Managements, Buy-back, Delisting and Open Offers, etc. As on the date of this report, Mr. Jugal Chandrakant Thacker is a Director in the following Companies:

CIN/FCRN	Company Name	ACTIVE compliance
U67120MH2002PLC136562	Comfort Securities Limited	ACTIVE Non-Compliant
U99999TG1975PLC001837	Liquors India Ltd	ACTIVE Non-Compliant

E: Mr. Devendra Lal Thakur

Mr. Devendra Lal Thakur (DIN: 00392511), aged 59 years is an Independent Director of the Company. He is a fellow member of ICAI and Partner in KDA Strategic Advisors LLP. He has more than 30 years of experience in the field of Commerce, Finance, Audit and Accounts. As an Independent Director of the Company and Chartered Accountant by profession, he contributes on the financial aspect and brings value addition to the Company. As on the date of this report, Mr. Devendra Lal Thakur in a Director is the following Companies:

CIN/FCRN	Company Name	ACTIVE compliance
L51311MH2007PLC175688	Comfort Commotrade Limited	ACTIVE compliant
L65100MH1987PLC044094	Luharuka Media & Infra Limited	ACTIVE compliant
L65923WB1982PLC035441	Comfort Fincap Limited	ACTIVE compliant
L74110DD1994PLC001678	Comfort Intech Limited	ACTIVE compliant

F: Mr. Anilkumar Shivkaran Nevatia

Mr. Anil Kumar Nevatia (DIN: 00531183), aged 56 years was Independent Director of the Company. He Resigned as Independent Directors of the Company w.e.f. May 18, 2019. He is a member of the Institute of Chartered Accountants of India. He has a wide experience of more than 27 years in the field of accounts, audit & income tax. Currently, he is a proprietor of M/s A.K Nevatia & Associates, Chartered Accountants, Mumbai. As on the date of this report, Mr. Anilkumar Shivkaran Nevatia is a Director in Pratiksha Property Dealers Private Limited which is amalgamated.

G: Mr. Ankur Anil Agrawal

Mr. Ankur Agrawal (DIN: 06408167), aged 29 years is an Additional Director (Non-Executive-Non-Independent Director) of the Company appointed w.e.f. June 29, 2019. He is a Fellow Member of the Institute of Chartered Accountants of India & is also a qualified Chartered Financial Analyst. He also holds degree of Family MBA from Indian School of Business. He has a remarkable post qualification work experience of more than 7 years in the field of Commerce, Finance, Audit and Accounts. As a young enthusiast he brings dynamism & exuberance in the functioning of the Company. As on the date of this report, Mr. Ankur Anil Agrawal is a Director in the following Companies:

CIN/FCRN	Company Name	ACTIVE compliance
L51311MH2007PLC175688	Comfort Commotrade Limited	ACTIVE compliant
L65100MH1987PLC044094	Luharuka Media & Infra Limited	ACTIVE compliant
L65923WB1982PLC035441	Comfort Fincap Limited	ACTIVE compliant
L74110DD1994PLC001678	Comfort Intech Limited	ACTIVE compliant
U45200MH1982PLC027753	Flora Fountain Properties Ltd	ACTIVE compliant
U51109MH2010PTC204611	Luharuka Commotrade Private Limited	ACTIVE compliant
U51900MH1993PTC070308	Luharuka Exports Private Limited	ACTIVE compliant
U51909MH2010PTC205252	Luharuka Sales & Services Private Limited	ACTIVE compliant
U67190MH1989PTC053454	Luharuka Investment And Consultants Private Limited	ACTIVE compliant
U74120MH2013PTC247701	Hubbert & Fabiola Distilleries Private Limited	ACTIVE compliant

H: Mr. Milin Jagdish Ramani

Mr. Milin Jagdish Ramani (DIN: 07697636), aged 26 years is an Additional Director (Non-Executive-Independent Director) of the Company appointed w.e.f. June 29, 2019. He is an Associate Member of the Institute of Company Secretaries of India (ICSI) and has sound experience of more than 3 years in the field of secretarial and other regulatory compliances. As a Director of the Company Mr. Milin Jagdish Ramani contributes on the compliance aspect and brings in a value addition to the Company. As on the date of this report, Mr. Milin Jagdish Ramani is a Director in the following Companies:

CIN/FCRN	Company Name	ACTIVE compliance
L51311MH2007PLC175688	Comfort Commotrade Limited	ACTIVE compliant
L65100MH1987PLC044094	Luharuka Media & Infra Limited	ACTIVE compliant
L65923WB1982PLC035441	Comfort Fincap Limited	ACTIVE compliant
L74110DD1994PLC001678	Comfort Intech Limited	ACTIVE compliant
U67190MH2000PTC123482	Avista Corporate Finance Advisory Private Limited	ACTIVE compliant
U74110MH2011PTC218072	BF Advisory Services India Private Limited	ACTIVE compliant
U74999MH2007PLC171246	Digicable Network (India) Limited	ACTIVE compliant

3. Board Diversity

Your Company over the years has been fortunate to have persons from diverse fields as Directors on its Board. Pursuant to the SEBI Listing Regulations, the Nomination and Remuneration Committee has formalized a policy on Board Diversity to ensure diversity of experience, knowledge, perspective, background, gender, age and culture. The policy is posted on the website of the Company at web link <http://www.comfortintech.com/Investorrelation>

**4. Board Procedure**

The meetings of the Board of Directors are generally held at the Corporate office situated at Mumbai. The meetings are scheduled well in advance. In case of exigencies or urgency, resolutions are passed by circulation. The Board meets at least once a quarter to review the quarterly performance and the financial results. The time gap between 2 meetings was not more than 120 days. The Company Secretary in consultation with the Chairperson and other team prepares the Agenda for the meetings. The Agenda papers are circulated well in advance before each meeting to all the Directors. All material information are circulated to the Directors well before the meeting or placed at the meeting, including minimum information required to be made available to the Board. The members of the Board have access to all the information and are free to recommend inclusion of any matter in the Agenda for discussion. To enable better and more focused attention on the affairs of the Company, the Board delegates certain matters to Committees of the Board set up for the purpose.

The meetings of the Board are governed by a structured Agenda. All Board members have access to accurate, relevant and timely information to fulfill their responsibilities. The Board members in consultation with the Chairman may bring up other matters for consideration at the Board meetings. All the Necessary information as required under the Companies Act, 2013 and the SEBI Listing Regulations have been placed before and reviewed by the Board from time to time. The Company, to the extent, adheres to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Secretarial Standards and the SEBI Listing Regulations with respect to convening and holding the meetings of the Board of Directors, its Committees and the General Meetings of the Members of the Company.

5. Information placed before the Board of Directors

All such matters as are statutorily required to be placed before the Board as mandated under Part A of Schedule II of Regulation 17 of the SEBI Listing Regulations are regularly placed before the Board for its consideration. The Board periodically reviews Compliance reports of all laws applicable concerning the business and affairs of the Company and steps taken by the Company to rectify instances of non-compliance, if any. Additional Agenda items in the form of "Other matters" are included with the permission of the Chairman and majority of the Directors present at the meeting.

6. Number of Board Meetings

A calendar of Board and Committee meetings is agreed and circulated in advance to the Directors. During the financial year ended 31 March, 2019, 5 (Five) Board Meetings were held on May 30, 2018, July 28, 2018, November 13, 2018, January 15, 2019 and on March 29, 2019.

7. Composition and Category of Directors / Attendance of each Director at the Board Meetings and the last Annual General Meeting / Number of other Board or Committees in which a Director is a Member or Chairperson

Name of Directors	Category of Directorship	No. of Board Meetings attended	Attendance at last AGM on September 01, 2019	Date of Appointment / Re-appointment in the current term	No. of other Directorship held in Listed Entity (including CIL)	No. of Committees Memberships (including CIL)	No. of Committees Chairmanship (including CIL)
Anil Beniprasad Agrawal @	Chairman and Managing Director	5 of 5	Yes	09 Feb 2018	3	2	1
Annu Anil Agrawal #	Non-Executive Non-Independent Director	5 of 5	No	16 Aug 2002	3	1	0
Bharat Nanubhai Shiroya \$	Whole Time Director	5 of 5	Yes	30 Oct 2007	3	0	1

Name of Directors	Category of Directorship	No. of Board Meetings attended	Attendance at last AGM on September 01, 2019	Date of Appointment / Re-appointment in the current term	No. of other Directorship held in Listed Entity (including CIL)	No. of Committees Memberships (including CIL)	No. of Committees Chairmanship (including CIL)
Jugal Chandrakant Thacker *	Non-Executive Independent Director	4 of 5	No	20 Sep 2014	3	2	1
Devendra Lal Thakur	Non-Executive Independent Director	5 of 5	Yes	17 Sep 2016	4	4	4
Anilkumar Shivkaran Nevatia %	Non-Executive Independent Director	4 of 5	No	20 Sep 2014	3	4	0
Ankur Anil Agrawal ~	Additional Director (Non-Executive Non-Independent Director)	NA	NA	29 Jun 2019	4	5	3
Milin Jagdish Ramani ^	Additional Director (Non-Executive Independent Director)	NA	NA	29 Jun 2019	4	8	0

@Resigned as Chairman and Managing Director w.e.f. June 29, 2019 and appointed as Chief Executive Officer w.e.f. June 29, 2019

Resigned as Director w.e.f. June 29, 2019

\$ Resigned as Whole Time Director w.e.f. June 29, 2019

* Resigned as Director w.e.f. June 29, 2019

~ Appointed as Additional Director w.e.f. June 29, 2019

^ Appointed as Additional Director w.e.f. June 29, 2019

%Resigned as Director w.e.f. May 18, 2019

Notes:

- None of the Directors is a member of more than 10 Board-level Committees, or a Chairperson of more than 5 such Committees, which is, in compliance with the SEBI Listing Regulations and Companies Act, 2013. Further, none of the Directors acts as Independent Director in more than 7 Listed Companies.
- Particulars of Directors retiring by rotation and seeking appointment have been given in the Notice convening the 25th Annual General Meeting.
- The Committees considered for the purpose of calculation of Membership and / or Chairmanship as discussed above are those as specified in the SEBI Listing Regulations i.e. Audit Committee and Stakeholders Relationship Committee only.
- As prescribed under Section 165 of Companies Act, 2013 in calculating the number of Directorships, Private Limited Companies, which are neither a Subsidiary, nor a Holding Company of Public Ltd. Co., have been excluded. In addition, Directorship held in Foreign Companies and Section 8 Companies have also been excluded.
- Video / tele-conferencing facilities are also used to facilitate Directors travelling / residing abroad or at other locations to participate in the meetings
- None of the Directors have any inter-se relationship among themselves apart from Mr. Anil Beniprasad Agrawal, Mrs. Annu Anil Agrawal and Mr. Ankur Anil Agrawal.

8. Independent Directors

Independent Directors play a vital role in the governance process of the Board and its Committees. With their expertise in various fields, they enrich the decision making process at the Board and the Committee level. The Appointment / Re-appointment of Independent Directors are carried out in a structured manner in accordance with the Provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The Nomination and Remuneration Committee identifies potential candidates based on certain criteria and considers the Diversity of the Board and accordingly makes such recommendations to the Board.



During the Financial year under review, the Company had three Independent Directors on the Board. Post financial year, two Independent Directors tendered their resignation and on recommendation of Nomination and Remuneration Committee, the Company has appointed one Additional Director (Mr. Milin Ramani) in the category of Independent Director who shall hold office upto the date of ensuing Annual General Meeting. Brief details of his appointment as an Independent Director is included in the Notice calling the 25th Annual General Meeting.

Confirmation as regards to independence of Independent Directors

The Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI Listing Regulations. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI Listing Regulations and are independent of the Management.

Separate Meeting of the Independent Directors

During the year under review, the Independent Directors met amongst themselves without the presence of the other Directors on 15 January, 2019 and discussed / assessed the following items:

- the financials of the Company;
- the quality, quantity and timelines of flow of information between the Company Management and the Board that is necessary for the Board Members to effectively and reasonably perform their duties;
- evaluation of Performance of Non-Independent Directors and the Board as whole;
- evaluation of Performance of Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors; and
- other related matters;

All Independent Directors were present at their Meeting. They expressed satisfaction on the Board Member's freedom to express views on the business transacted at the various Board and Committee meetings and the openness with which the Management discussed various subject matters on the agenda of the meetings.

9. Induction Programme for New Directors and On-going Familiarisation Programme for Existing Independent and Non-Independent Directors

An appropriate Induction Programme for new Directors and an on-going Familiarisation Programme with respect to the business of the Company for all the Directors is provided so that meaningful Board level deliberations are held and sound business decisions are taken. At the time of Appointment / Re-appointment of a Director, a formal letter of Appointment / Re-appointment is issued to the Director. The letter of Appointment / Re-Appointment inter alia includes the Role, Function, Duties and Responsibilities of the Director and the Board's expectations from the Director. The Director is also explained the various Compliances required from them under the Companies Act, 2013, the SEBI Listing Regulations and other relevant applicable Regulations.

The above initiatives help the Directors to understand the Company, its business and the Regulatory framework in which the Company operates and equips them to effectively fulfil their Role as a Director of the Company. Further, as an on-going process, the Board of Directors is updated on a quarterly basis on the overall performance of the Company, which helped or adversely impacted the Company's performance and the initiatives taken / proposed to be taken to bring about an overall improvement in the performance of the Company, comparison of the Company's performance with its peers in the Industry as available in public domain, Marketing strategy, Business risks and Mitigation plan, etc. The Directors are periodically updated on the regulatory changes and their impact on the Company. Details of the Programme for Familiarization of Independent Directors with the working of the Company are available on the website of the Company at <http://www.comfortintech.com/Investorrelation>

10. Manner of Performance Evaluation of the Board, Committees and Directors

In compliance with Companies Act, 2013 and the SEBI Listing Regulations, the Board of Directors have carried out an Annual Evaluation of its own performance, Board Committees, Individual Directors, Chairpersons and the Managing Director / Whole Time Director for the year under review. In respect of individual Directors including the Chairman and the Managing Director and Whole Time Director, their personal performance was carried out using a peer review process. The Board and Committees functioning were reviewed and evaluated on the basis of responses from all the Directors and Committee Members to structured questionnaires, covering various aspects of the composition and functioning of the Board and its Committees. In a separate meeting of the Independent Directors, performance of Non-Independent Director, performance of the Board as a whole and performance of the Chairman were also evaluated, taking into account the views of Executive Director and Non-Executive Directors. The Directors were asked to provide their valuable feedback and suggestions about the overall functioning of the Board and its Committees and its areas of improvement for a higher degree of engagement with the Management.

The Board expressed its satisfaction with the Evaluation results, which reflects the high degree of engagement of the Board and its Committees with the Company and its Management. Based on the outcome of the Performance Evaluation and assessment cum feedback of the Directors, the Board and the Management have also agreed on some action points, which will be implemented over an agreed time frame.

The Nomination and Remuneration Committee of the Company identifies and ascertains the Integrity, Qualification, Expertise, Positive attributes and Experience of persons for Appointment as Directors and thereafter recommends the candidature for election as a Director on the Board of the Company. The manner of Appointment and Removal of Directors / Key Managerial Personnel / Senior Management and their remuneration thereof forms part of the Nomination and Remuneration Policy of the Company, which is available on the website of the Company at web link <http://www.comfortintech.com/Investorrelation> where it can be accessed.

11. Code of Conduct for Directors and Senior Management

The Company has prescribed a Code of Conduct for Directors and Senior Management of the Company. The said code is available on the website of the Company at web link <http://www.comfortintech.com/Investorrelation> where it can be accessed. The Code lays down the Code of Conduct which is expected to be followed by the Directors and the Designated persons in their business dealings and in particular on matters relating to integrity at work place, in business practices and in dealing with Stakeholders. Managing Director declares that the members of the Board of Directors and Senior Management Personnel have affirmed Compliance with the Code during the financial year under review.

III. Remuneration of Directors and Key Managerial Personnel

The Nomination and Remuneration Committee has devised the policy which deals with the manner of selection of Board of Directors and Key Managerial Personnel and their Remuneration.

1. Pecuniary Relationship or Transactions with Non-Executive Directors.

During the year, there were no pecuniary relationships or transactions entered into between the Company and any of its Non-Executive / Independent Directors apart from payment of sitting fees and / or commission /perquisites, if any.

2. Criteria of selection of Non-Executive Directors

Non-Executive Independent Directors are expected to bring in objectivity and independence around the Company's Strategic approach, Performance and Risk Management. They must also ensure very high standards of Financial Probity and Corporate Governance.



The Independent Directors are also expected to commit and allocate sufficient time to meet the expectations of their Role as Non-Executive Independent Directors, to the satisfaction of the Board.

Conflict of Interest:

The Independent Directors are not to involve themselves in situations, which may, directly or indirectly conflict with the interests of the Company. It is accepted and acknowledged that they may have business interests, other than those of the Company. As a pre-condition to their Appointment / Reappointment as Independent Directors, they shall be required to declare any such conflicts to the Board, in writing at the time of their Appointment / Re-appointment and / or as and when there is any changes in the directorship and also on yearly basis.

3. Nomination and Remuneration Policy for the Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs)

In determining the remuneration of Directors, KMPs and SMPs, the Nomination and Remuneration Committee shall ensure / consider the following:

While fixing the Remuneration of Directors, KMPs and SMPs, the Company considers industry benchmarks and the competence of the persons and ensure that the level and composition of the Remuneration is reasonable and sufficient to attract, retain and motivate them. The remuneration policy, framed by Nomination and Remuneration Committee, is focused on recruiting, retaining and motivating high talented individuals. It is driven by the success and performance of the individual employees and the Company. Through its compensation programme, Company endeavors to attract, retain, develop and motivate a high performance workforce. Comfort Intech Limited follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and performance incentives, commission (variable component) to the management in consultation with its Managing Director. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the Board and Shareholders. Further, the Nomination and Remuneration Committee is also responsible for reviewing the overall goals and objectives of compensation programs, as well as our compensation plans and making changes to such goals, objectives and plans.

The Policy of the Company on Remuneration for Board of Directors, KMPs and SMPs as required under Section 178 of the Companies Act, 2013, is available on the website of the Company and can be accessed at web link <http://www.comfortintech.com/Investorrelation>. The policy has been amended w.e.f. April 01, 2019.

We affirm that the remuneration paid to the Directors, KMPs and SMPs are as per the policy.

4. Criteria of making payment of Remuneration to Non-Executive Directors

Non-Executive Directors ("NEDs") are paid remuneration by way of Sitting Fees;

- During the financial year 2018-19, no Commission was paid to the Non-Executive Directors;
- There were no pecuniary relationship / transactions between Non-Executive Directors and the Company;
- No amount by way of loan or advance has been given by the Company;
- The sitting fees payable to the NEDs for attending the Board and Committee meetings is fixed subject to the statutory ceiling.

The detail of sitting fees paid to the Non-Executive Independent Director and Non-Executive Non-Independent Directors along with their shareholding for the financial year 2018-19 are given below:

Sr. No	Name of the Director	Sitting Fees (in Rs.)	Number of Equity Shares held by the Directors as on March 31, 2019
1	Annu Anil Agrawal	40,000	11,65,538
2	Jugal Chandrakant Thacker	55,000	-
3	Devendra Lal Thakur	70,000	2,794
4	Anilkumar Shivkaran Nevatia	55,000	-

5. Details of Remuneration Paid to Executive Director:

Remuneration of Mr. Anil Beniprasad Agrawal - Chairman and Managing Director comprises of fixed components viz. Salary, perquisites etc. The details of the remuneration paid to Mr. Anil Beniprasad Agrawal during the financial year 2018-19 along with the shares held by him are as follows:

Sr. No	Name of the Director	Salary	Number of Equity Shares held by the Directors as on 31 March, 2019
1	Mr. Anil Beniprasad Agrawal	Rs. 46,96,667/-	99,424

During the period under review, Mr. Bharat Nanubhai Shiroya- Whole Time Director of the Company had not drawn any remuneration from the Company. Further, as on the date of this Report, Mr. Anil Beniprasad Agrawal and Mr. Bharat Nanubhai Shiroya has resigned from the directorship of the Company w.e.f. June 29, 2019 and Mr. Anil Beniprasad Agrawal was appointed as Chief Executive Officer of the Company.

IV. Committees of the Board:

The Committees of the Board play an important role in the Governance and focus on specific areas and make decisions within the delegated authority. Each Committee, guided by its Terms of Reference, which provides for the Composition, Scope, Powers, Duties and Responsibilities is explained hereunder. The Recommendation and / or Observations and Decisions are placed before the Board for information or approval. The meetings of each of these Committees are convened by the respective Chairpersons, who also apprise the Board about the summary of discussions held at their meetings. The Minutes of the Committee meetings are sent to all Directors individually for their approval / comments as per prescribed Secretarial Standards and after the minutes are duly approved, these are circulated to the Board of Directors and tabled at Board Meetings. The Board has constituted the following Mandatory Committees such as Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and CSR Committee. The Board of Directors of the Company have, inter alia, revised the terms of reference of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee w.e.f. 1st April, 2019 in view of amendments to the SEBI Listing Regulations by way of notification of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and also amendments under the Companies Act, 2013.



Composition of the Audit Committee and Attendance																								
Terms of Reference		Attendance and other details																						
<p>(1) overseeing of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;</p> <p>(2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;</p> <p>(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;</p> <p>(4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:</p> <p>(a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;</p> <p>(b) changes, if any, in accounting policies and practices and reasons for the same;</p> <p>(c) major accounting entries involving estimates based on the exercise of judgment by management;</p> <p>(d) significant adjustments made in the financial statements arising out of audit findings;</p> <p>(e) compliance with listing and other legal requirements relating to financial statements;</p> <p>(f) disclosure of any related party transactions;</p> <p>(g) modified opinion(s) in the draft audit report;</p> <p>(5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;</p> <p>(6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;</p> <p>(7) reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;</p> <p>(8) approval or any subsequent modification of transactions of the listed entity with related parties;</p> <p>(9) scrutiny of inter-corporate loans and investments;</p>		<p>The Company has constituted the Audit Committee wherein Role, Powers and Functions of the Committee is in accordance with Regulation 18 (Part C of schedule II) of SEBI Listing Regulations and Section 177 of the Companies Act, 2013 as applicable, besides other terms as referred by the Board of Directors</p> <p>As on March 31, 2019 the Audit Committee comprised of two Independent Directors and one Non-Executive Director (Non-Independent). The Independent Directors are accomplished professionals from the corporate fields.</p> <p>The Company Secretary acts as the Secretary of the Committee.</p> <p>During the year under review, the Committee met 5 (five) times on May 30, 2018, July 28, 2018, November 13, 2018, January 15, 2019 and on March 29, 2019. The maximum gap between any two meetings was not more than 120 days and the requisite quorum as prescribed under the SEBI Listing Regulations was present. The Composition of the Audit Committee and the attendance of the members at the meetings held are as follows;</p> <table border="1"> <thead> <tr> <th>Sr. no</th><th>Name of the Members</th><th>Category</th><th>Status</th><th>No. of Meeting of attended</th></tr> </thead> <tbody> <tr> <td>1</td><td>Mr. Devendra Lal Thakur</td><td>Non-Executive - Independent Director,</td><td>Chairman</td><td>5 of 5</td></tr> <tr> <td>2</td><td>Mr. Jugal Chandrakant Thacker</td><td>Non-Executive - Independent Director,</td><td>Member</td><td>5 of 5</td></tr> <tr> <td>3</td><td>Mrs. Annu Anil Agrawal</td><td>Non-Executive - Non Independent Director,</td><td>Member</td><td>5 of 5</td></tr> </tbody> </table> <p>The Audit Committee ensures prudent financial and accounting practices, fiscal discipline and transparency in financial reporting. One of its important terms of reference, is review of quarterly financial statements recommendation to the Board for its adoption. The members of the Committee possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc.</p>			Sr. no	Name of the Members	Category	Status	No. of Meeting of attended	1	Mr. Devendra Lal Thakur	Non-Executive - Independent Director,	Chairman	5 of 5	2	Mr. Jugal Chandrakant Thacker	Non-Executive - Independent Director,	Member	5 of 5	3	Mrs. Annu Anil Agrawal	Non-Executive - Non Independent Director,	Member	5 of 5
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1	Mr. Devendra Lal Thakur	Non-Executive - Independent Director,	Chairman	5 of 5																				
2	Mr. Jugal Chandrakant Thacker	Non-Executive - Independent Director,	Member	5 of 5																				
3	Mrs. Annu Anil Agrawal	Non-Executive - Non Independent Director,	Member	5 of 5																				

- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (21) reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision
- (22) management discussion and analysis of financial condition and results of operations;
- (23) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (24) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (25) internal audit reports relating to internal control weaknesses; and

The Company has revised the policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions in terms of the new amendments. This has been posted on the website of the Company at <http://www.comfortintech.com/Investorrelation>.

The Company places the disclosure regarding the details of all the transactions with related parties on quarterly basis to Audit Committee and Board. Further suitable disclosure as required by the Indian Accounting Standard (Ind AS-24) has been made in the notes to the Financial Statements.

The Meeting of the Audit Committee was held on May 28, 2018 but due to additional relevant information to enable further discussions on the Audited Financial Statements of the Company for the Quarter and Financial Year ended on 31st March, 2018, the Audit Committee Meeting and the Board Meeting was adjourned on May 30, 2018.

As on the date of this report the composition of the Committee was change due to resignation of Directors which is as below.

Sr. no	Name of the Members	Category	Status
1	Mr. Devendra Lal Thakur	Non-Executive - Independent Director,	Chairman
2	Mr. Milin Ramani	Additional Director (in the category of Non-Executive - Independent Director)	Member
3	Mr. Ankur Anil Agrawal	Additional Director (in the category of Non-Executive -Non Independent Director)	Member



- (26) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (27) statement of deviations:
- (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

Composition of the Stakeholders' Relationship Committee and Attendance

Terms of Reference	Attendance and other details
1) The Committee shall meet at least once in a year. The Chairperson of the Committee shall be a Non-Executive Director and at least one being an Independent Director, shall be member of the Committee. Overall the committee shall comprise of atleast three directors.	The Company has constituted a Stakeholders Relationship Committee & the Role, Powers and Functions of the Committee is in accordance with Regulation 20 (Clause B of Part D of Schedule II) of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, besides other terms as referred by the Board of Directors.
2) To resolve the grievances of the security holders including complaints related to transfer / transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of split / duplicate share certificates for shares reported lost / defaced / destroyed, as per the procedure laid down and to authorise the Company Secretary and Registrar and Share Transfer Agent to attend to such matters.	As on March 31, 2019, the Stakeholders' Relationship Committee comprised of three Independent Directors. The Chairman of the Committee is also Independent Director. The Company Secretary acts as the Secretary of the Committee.
3) To review the measures taken by the Company for effective exercise of Voting Rights by members	During the year under review, the Committee met 4 (four) times on May 28, 2018, July 28, 2018, November 13, 2018, January 15, 2019 and the requisite quorum as prescribed under the SEBI Listing Regulations was present.
4) To review adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent (RTA)	
5) To review measures / initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / Annual Reports / statutory notices by the members of the Company	
6) To approve and monitor dematerialisation / rematerialisation of shares and all such matters incidental thereto and authorise the Company Secretary and RTA to attend to such matters	
7) All other matters incidental or related to issued securities of the Company	

- 8) Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications / amendments as may be applicable

The Composition of the Stakeholders' Relationship Committee and the attendance of the members at the meetings held are as follows;

Sr. no	Name of the Members	Category	Status	No. of Meeting of attended
1	Mr. Devendra Lal Thakur	Non-Executive - Independent Director,	Chairman	4 of 4
2	Mr. Jugal Chandrakant Thacker	Non-Executive - Independent Director,	Member	4 of 4
3	Mr. Anilkumar Shivkaran Nevatia	Non-Executive - Independent Director,	Member	4 of 4

All the recommendations of the Committee have been accepted by the Board during the year.

- There were NIL Compliant pending at the beginning of the financial year, received during the financial year and pending at the end of the financial year March 31, 2019.

- There were no pending share transfers as on March 31, 2019.

- Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Members are requested to furnish their updated telephone numbers and E-mail addresses to facilitate prompt action.

As on the date of this report the composition of the Committee was change due to resignation of Directors which is as below.

Sr. no	Name of the Members	Category	Status
1	Mr. Ankur Anil Agrawal	Additional Director (in the category of Non-Executive -Non Independent Director)	Chairman
2	Mr. Milin Ramani	Additional Director (in the category of Non-Executive - Independent Director)	Member
3	Mr. Devendra Lal Thakur	Non-Executive - Independent Director	Member



Composition of the Nomination and Remuneration Committee and Attendance

Terms of Reference		Attendance and other details				
1) Quorum		The Company has constituted a Nomination and Remuneration Committee & the Role, Powers and Functions of the Committee are in accordance with the Regulation 19 (clause A of part D of schedule II) of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013 as applicable, besides other terms as referred by the Board of Directors.				
a. The quorum for a meeting of the Committee shall be either two members or 1 / 2 of the members of the Committee, whichever is greater, including at least one Independent Director in attendance and the Committee shall meet at least once in a year		As on March 31, 2019 the Nomination and Remuneration Committee comprised of three Independent Directors. The Chairman of the Committee is also Independent Director.				
b. The Chairperson of the Committee shall be an Independent Director and all Directors of the Committee shall be Non- Executive Directors; and		The Company Secretary acts as the Secretary of the Committee.				
c. At least fifty percent of the Directors shall be Independent Directors		During the year under review, the Committee met once on July 28, 2018 and the requisite quorum as prescribed under the SEBI Listing Regulations was present.				
2) To recommend to the board, all Remuneration / Compensation and the terms of it in whatever form payable to Directors / KMP / Senior Management and other Senior Employees of the organisation to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, of the quality required to run the company successfully and remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.		The Composition of the Stakeholders Relationship Committee and the attendance of the members at the meetings held are as follows;				
3) To identify the persons who are qualified to become Director, or who may be appointed in Senior Management of the Company and shall specify the manner for effective Evaluation of Performance of Board, its Committees and Individual Directors & CEO to be carried out either by the Board, by the Committee or by an independent external professional / agency and review its implementation and Compliance.		Sr. no	Name of the Members	Category	Status	No. of Meeting of attended
		1	Mr. Anilkumar Shivkaran Nevatia	Non-Executive - Independent Director,	Chairperson	1 of 1
		2	Mr. Devendra Lal Thakur	Non-Executive - Independent Director,	Member	1 of 1
		3	Mr. Jugal Chandrakant Thacker	Non-Executive - Independent Director,	Member	1 of 1

4)	To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;.	<p>The Chairman of the Committee was not present at 24th Annual General Meeting of the Company due to his pre-occupation and the declaration for the same was received from him and he had authorised Mr. Anil Agrawal, Managing Director to respond to the queries, if any, of the Members with respect to functioning of the Nomination and Remuneration Committee at the 24th Annual General Meeting.</p> <p>As on the date of this report the composition of the Committee was change due to resignation of Directors which is as below.</p> <table><tr><th>Sr. no</th><th>Name of the Members</th><th>Category</th><th>Status</th></tr><tr><td>1</td><td>Mr. Devendra Lal Thakur</td><td>Non-Executive - Independent Director</td><td>Chairman</td></tr><tr><td>2</td><td>Mr. Ankur Anil Agrawal</td><td>Additional Director (in the category of Non-Executive -Non Independent Director)</td><td>Member</td></tr><tr><td>3</td><td>Mr. Milin Ramani</td><td>Additional Director (in the category of Non-Executive - Independent Director)</td><td>Member</td></tr></table> <p>All the recommendations of the Committee have been accepted by the Board during the year.</p>	Sr. no	Name of the Members	Category	Status	1	Mr. Devendra Lal Thakur	Non-Executive - Independent Director	Chairman	2	Mr. Ankur Anil Agrawal	Additional Director (in the category of Non-Executive -Non Independent Director)	Member	3	Mr. Milin Ramani	Additional Director (in the category of Non-Executive - Independent Director)	Member
Sr. no	Name of the Members		Category	Status														
1	Mr. Devendra Lal Thakur		Non-Executive - Independent Director	Chairman														
2	Mr. Ankur Anil Agrawal		Additional Director (in the category of Non-Executive -Non Independent Director)	Member														
3	Mr. Milin Ramani		Additional Director (in the category of Non-Executive - Independent Director)	Member														
5)	To frame policy and recommend the amount of Bonus / Variable Pay / Performance award / incentive plan to be paid to Whole Time Director & eligible employees.																	
6)	To recommend the perquisites / sitting fees for Non-Executive Directors for attending Board as well as Committee Meetings.																	
7)	To formulate criteria for evaluation of performance of independent directors and the Board of Directors;																	
8)	To devise a policy on diversity of Board of Directors;																	
9)	To consider Succession planning of the Board of Directors, Key / Senior Management personnel																	
10)	All other matters incidental or related to the above issues																	
11)	Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications/ amendments as may be applicable.																	



Composition of the Corporate Social Responsibility Committee and Attendance

Terms of Reference	Attendance and other details																																									
<div>1) Review the existing Corporate Social Responsibility Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;</div> <div>2) Decide CSR projects or programmes or activities to be taken up by the company;</div> <div>3) Place before the board the CSR activities proposed to be taken up by the company each year;</div> <div>4) Oversee the progress of the initiatives rolled out under this policy on yearly basis;</div> <div>5) Define and monitor the budgets for carrying out the initiatives;</div> <div>6) Submit a report to the Board of Directors on all CSR activities during the financial year;</div> <div>7) recommend the amount of expenditure to be incurred</div> <div>8) Monitor and review the implementation of the CSR policy</div>	<div>The Company has constituted a Corporate Social Responsibility Committee and the Role, Powers and Functions of the Committee are in accordance with the Section 135 of the Companies Act, 2013 and rules framed under Schedule VII as applicable, besides other terms as referred by the Board of Directors.</div> <div>As on March 31, 2019 the Corporate Social Responsibility Committee comprised of two Executive Directors, One Non-Executive-Non-Independent Director and one Non-Executive-Independent Director. The Chairman of the Committee is also Executive Director.</div> <div>The Company Secretary acts as the Secretary to the Committee.</div> <div>During the year under review, the Committee met 1 (one) once on February 12, 2019 and the requisite quorum was present.</div> <div>The Composition of the Corporate Social Responsibility Committee and the attendance of the members at the meetings held are as follows:</div> <table><tr><th>Sr. no</th><th>Name of the Members</th><th>Category</th><th>Status</th><th>No. of Meeting of attended</th></tr><tr><td>1</td><td>Anil Beniprasad Agrawal</td><td>Chairman and Managing Director</td><td>Chairman</td><td>1 of 1</td></tr><tr><td>2</td><td>Annu Anil Agrawal</td><td>Non-Executive Non-Independent Director</td><td>Member</td><td>0 of 1</td></tr><tr><td>3</td><td>Bharat Nanubhai Shiroya</td><td>Whole Time Director</td><td>Member</td><td>1 of 1</td></tr><tr><td>4</td><td>Jugal Chandrakant Thacker</td><td>Non-Executive Independent Director</td><td>Member</td><td>0 of 1</td></tr></table> <div>As on the date of this report the composition of the Committee was change due to resignation of directors which is as below.</div> <table><tr><th>Sr. no</th><th>Name of the Members</th><th>Category</th><th>Status</th></tr><tr><td>1</td><td>Mr. Ankur Anil Agrawal</td><td>Additional Director (in the category of Non-Executive -Non Independent Director)</td><td>Chairman</td></tr><tr><td>2</td><td>Mr. Devendra Lal Thakur</td><td>Non-Executive - Independent Director</td><td>Member</td></tr><tr><td>3</td><td>Mr. Milin Ramani</td><td>Additional Director (in the category of Non-Executive - Independent Director)</td><td>Member</td></tr></table> <div>All the recommendations of the Committee have been accepted by the Board during the year.</div>	Sr. no	Name of the Members	Category	Status	No. of Meeting of attended	1	Anil Beniprasad Agrawal	Chairman and Managing Director	Chairman	1 of 1	2	Annu Anil Agrawal	Non-Executive Non-Independent Director	Member	0 of 1	3	Bharat Nanubhai Shiroya	Whole Time Director	Member	1 of 1	4	Jugal Chandrakant Thacker	Non-Executive Independent Director	Member	0 of 1	Sr. no	Name of the Members	Category	Status	1	Mr. Ankur Anil Agrawal	Additional Director (in the category of Non-Executive -Non Independent Director)	Chairman	2	Mr. Devendra Lal Thakur	Non-Executive - Independent Director	Member	3	Mr. Milin Ramani	Additional Director (in the category of Non-Executive - Independent Director)	Member
Sr. no	Name of the Members	Category	Status	No. of Meeting of attended																																						
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2	Annu Anil Agrawal	Non-Executive Non-Independent Director	Member	0 of 1																																						
3	Bharat Nanubhai Shiroya	Whole Time Director	Member	1 of 1																																						
4	Jugal Chandrakant Thacker	Non-Executive Independent Director	Member	0 of 1																																						
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2	Mr. Devendra Lal Thakur	Non-Executive - Independent Director	Member																																							
3	Mr. Milin Ramani	Additional Director (in the category of Non-Executive - Independent Director)	Member																																							

V. General Body Meetings**1. Details of Date, Time, Location and Special Resolutions Passed during last 3 years:**

YEAR	LOCATION	DATE	TIME	NATURE OF SPECIAL RESOLUTIONS IF ANY PASSED
2015-2016	Hotel Gold Beach Resort, Devka Beach, Nani Daman 396210 (U.T of Daman and Diu)	September 17, 2016	04.30 P.M	1. To revise the remuneration payable to Mr. Anil Agrawal, (DIN: 00014413), Managing Director of the Company 2. To approve the Related Party Transaction under Section 188 of the Companies Act, 2013 3. To alter the Articles of Association of the Company
2016-2017	Hotel Cidade De Daman, Devka Beach, Nani Daman - 396210 (U.T of Daman and Diu)	September 16, 2017		1. To re-appoint Mr. Anil Agrawal, (DIN: 00014413), as Managing Director of the Company. 2. Approval / ratification of the Related Party Transactions of the Company.
2017-2018	Hotel Cidade De Daman, Devka Beach, Nani Daman - 396210 (U.T of Daman and Diu)	September 01, 2018		1. To revise the remuneration payable to Mr. Anil Agrawal, (DIN: 00014413), Managing Director of the Company. 2. To Consolidate Face Value of Equity Shares of The Company 3. To Alter Memorandum of Association of the Company 4. Approval/ratification of the Related Party Transaction(s) of the Company. 5. To Alter the Main Objects of the Memorandum of Association of the Company 6. Consent of Members for increase in the limits applicable for making investments /extending loans and giving guarantees or providing securities in connection with loans to Persons/Bodies Corporate 7. Providing loan(s), guarantee(s) and security(ies) pursuant to Section 185 of the Companies Act, 2013.

2. Details of Resolution passed through Postal ballot, the person who conducted the Postal Ballot exercise and details of the voting pattern:

During the year under review, the following resolutions were passed through postal ballot:

Sr. no	Description of Resolution	Date of Declaration of Result	Other Details
1	Special Resolution for Alteration in Main Object Clause of Memorandum of Association of the Company	02.03.2019	The said resolution was passed with substantial majority through Postal Ballot and the Shareholders of the Company were provided e-Voting facility for casting their votes electronically on the said resolution.

**Voting Pattern and Procedure for Postal Ballot:**

- i) The Board of Directors of the Company, in their meeting held on January 15, 2019, had appointed Mrs. Ramadevi Satish Venigalla, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot voting process.
- ii) The Company had completed the dispatch of Postal Ballot Notice dated January 15, 2019 together with the Explanatory Statement on January 30, 2019, along with forms and self-addressed Business Reply Envelope to all the shareholders whose name(s) appeared on the Register of Members/list of beneficiaries as on Friday, January 25, 2019.
- iii) The voting under the postal ballot was kept open from Friday, February 01, 2019 (from 09.00 a.m.) to Saturday, March 02, 2019 (upto 5.00 p.m.) (either physically or through electronic mode)
- iv) Particulars of postal ballot forms received from the Members using the electronic platform of CDSL were entered in a register separately maintained for the purpose.
- v) The postal ballot forms were kept under safe custody of the scrutinizer before commencing the scrutiny of such postal ballot forms.
- vi) All postal ballot forms received/receivable up to the closure of working hours on Saturday, March 02, 2019, the last date and time fixed by the Company, for receipt of the forms, had been considered for the scrutiny.
- vii) On Saturday, March 02, 2019, the Whole Time Director of the Company, Mr. Bharat Shiroya, announced the following results of the postal ballot as per the Scrutinizer's Report:

Particulars of Resolution	No. of shares held as on record date	No. of votes polled by E-voting	No. of votes polled by Ballot	No. of votes in favor	No. on votes against	% of votes in favor	% of votes against
To Consider and Approve Alteration of the Main Object Clause of the Memorandum of Association of the Company	3,19,93,808	1,73,64,717	9,17,827	1,82,82,488	56	99.9997	0.0003

As on date, the Company does not have any proposal to pass any resolution by way of Postal Ballot.

3. Extra Ordinary General Meeting:

There was no Extra Ordinary General Meeting held during the year under review.

VI. Means of Communication

1. Extracts of the Quarterly / Half-yearly / Annual results subjected to Limited Review / Audit Report by Statutory Auditors are generally published in the Free Press Gujarat and Lokmitra and also made available on the website of the Company at web link <http://www.comfortintech.com/Investorrelation>. Other information relating to Shareholding Patterns and other Compliance requirement are uploaded on BSE Portals and on Company's website at <http://www.comfortintech.com/Investorrelation>.

2. The Company has disclosed and complied with all the mandatory requirements as stipulated under the SEBI Listing Regulations. The details of these compliances have been given above in the relevant sections of this report.
3. No unpublished price sensitive information or future financial projections are discussed in presentations made to Institutional Investors and Financial Analysts.
4. BSE's Listing Centre is a web-based application designed by the BSE for Corporates and is used for periodical Compliance filings like Quarterly Results, Shareholding Pattern, Corporate Governance Report, Media releases, Statement of Investor Complaints, among others are in accordance with the SEBI Listing Regulations filed electronically.
5. SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATR) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Communication with the Members

- The Unaudited Quarterly / Half-yearly and Annual Audited Results are announced within the time limit prescribed as per the SEBI Listing Regulations. The aforesaid financial results are sent to / uploaded on website of BSE Limited (BSE) where the Company's securities are listed, immediately after the same are approved by the Board. The results thereafter are published within 48 hours in leading newspapers i.e. Free Press Gujarat and Lokmitra. The Annual audited financial statements form a part of the Annual Report which is sent to the Members well in advance of the Annual General Meeting.
- The Company also informs by way of intimation to BSE all price sensitive matters or such other matters, which in its opinion are material and of relevance to the Members.
- The Annual Report of the Company, the Quarterly / half yearly and the Annual Results of the Company are also placed on the website of the Company at web link <http://www.comfortintech.com/Investorrelation>.
- A separate dedicated section under Unpaid Dividends on the website of the Company at web link <http://www.comfortintech.com/Investorrelation> gives information on unclaimed dividends and also equity shares transferred to IEPF Authority for those shareholder who had not claimed their unpaid dividend for consecutive seven years.

VII. General Shareholder Information

1. Annual General Meeting:

Day, Date and Time	Saturday, September 14, 2019 At 04.30 P.M.
Venue	The Gold Beach Resort, Plot No. 2/1-B & 2/1-C, Devka Beach Road, Marwad, Nani Daman, Daman- 396210 (U.T Of Daman and Diu),

2. Financial year and tentative calendar:

The Company follows the period of 1 April to 31 March, as the financial year.

Tentative schedule of Financial reporting for the quarters ending	
June 30, 2019	Before August 14, 2019
September 30, 2019	Before November 14, 2019
December 31, 2019	Before February 14, 2019
March 31, 2020	Before May 30, 2020



3. **Book closure date:** Saturday, September 07, 2019.
4. **Dividend payment date:** No Dividend is recommended for the period under review.
5. **Listing of shares and stock code:** The equity shares having a face value of Rs. 10/- each is listed at the BSE Limited, Stock code: 531216 and ISIN: INE819A01031
6. **Listing fees to Stock Exchanges and Annual Custodial fees to Depositories:** All the Listing fees and the Custodial fees upto March 31, 2019 and for the financial year 2019-20 are paid by the Company.
7. **Capital structure:**

Authorised Capital: Rs. 40,00,00,000/- (4,00,00,000 equity shares of Rs. 10/- each)

Issued, Subscribed and Paid-up Capital: 31,99,38,080 (3,19,93,808 equity shares of Rs. 10/- each)

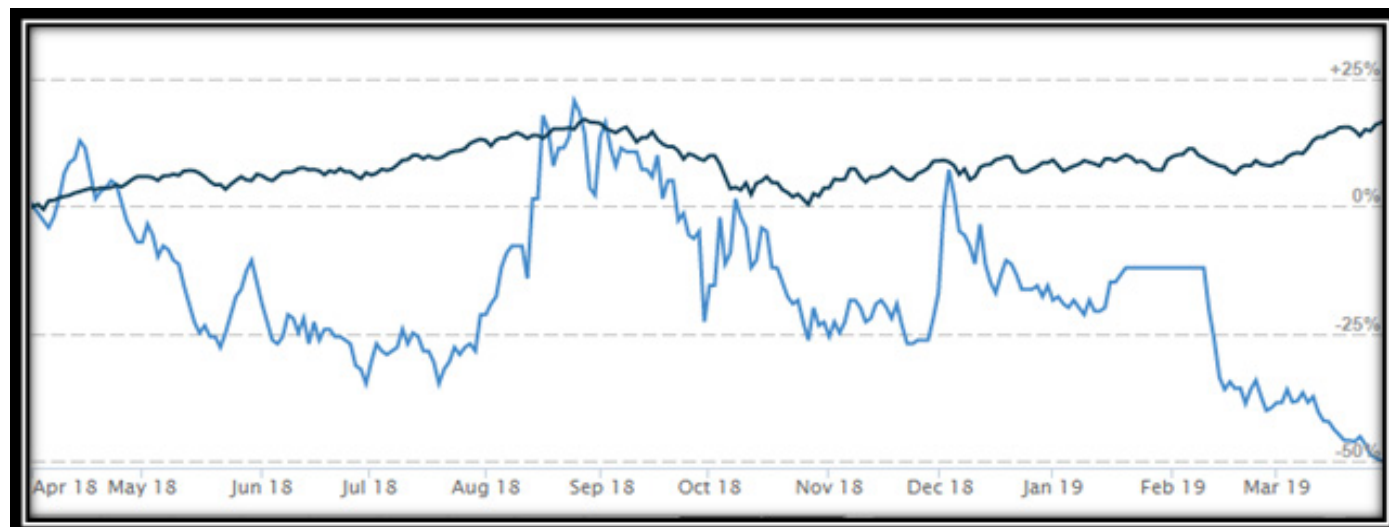
8. **Distribution of Shareholding Distribution of Shareholding as on 31 March 2019:**

Range of Shareholding (Rs)	No. of Shareholders	% of Total	Share Amount Rs.	% of Total
0001-5000	6028	77.7405	8348830	2.6095
5001-10000	657	8.4730	5342790	1.6699
10001-20000	405	5.2231	6027440	1.8839
20001-30000	177	2.2827	4527640	1.4152
30001-40000	90	1.1607	3175890	0.9927
40001-50000	72	0.9286	3428990	1.0718
50001-100000	129	1.6637	9698110	3.0312
100001-99999999	196	2.5277	279388390	87.3258
Total	7754	100.00	319938080	100.00

9. **Monthly Volumes and Prices: Financial year 2018 –19**

Month	High Price	Low Price	No.of Shares traded
Apr-18	1.66	1.28	1919500
May-18	1.4	0.97	1350368
Jun-18	1.15	0.88	776344
Jul-18	1.13	0.83	896313
Aug-18	1.75	1.02	3090639
Sep-18	1.72	1.08	1300407
Oct-18	1.56	1.01	1590749
Nov-18	1.22	1	1080997
Dec-18	1.68	1.09	2533295
Jan-19	1.3	1.09	1425659
Feb-19	12.15	8.11	161015
Mar-19	9.48	6.96	181657

Source: BSE Limited (www.bseindia.com)

10. Comfort Intech Limited Share Price Performance versus BSE Sensex Relative Price Performance:

Source: <https://www.moneycontrol.com>

11. In case the securities of the Company are suspended from trading, the reasons thereof: The Securities of the Company are not suspended from trading on the stock exchanges.

12. Share Transfer System / Unclaimed Dividend and other related matters:**a. Registrar and Share Transfer Agent:**

All inquiries relating to the members records, transmission of shares, change of address, non-receipt of dividend, loss of share certificates, transfer of shares to IEPF Authority, etc. should be addressed to:

The Registrar and Share Transfer Agent ('RTA'):

Bigshare Services Pvt. Ltd (Unit: Comfort Intech Limited)

Address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai - 400059

Tel: 022-62638200 Fax: 022-62638299

Website : www.bigshareonline.com ; Email ID: investor@bigshareonline.com

b. Share Transfer System: The Company processes shares sent for transfer, transmission, transposition, etc. every month. Transfers / transmissions which are complete in all respects are registered and returned within 15 days of lodgement. The Company has obtained the Half Yearly Certificate from Independent Company Secretary in Practice for due Compliance of share transfer formalities as per the requirements of Regulation 40(9) of the SEBI Listing Regulations and a Half Yearly Certificate duly signed by the Compliance Officer of the Company and the authorised representative of RTA as per the requirements of Regulation 7(3) of the SEBI Listing Regulations. SEBI, vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20 April, 2018, introduced a documented framework for streamlining and strengthening the systems and processes of RTAs, Issuer Companies and Bankers to an Issue with regards to handling and maintenance of records, transfer of securities and payment of dividend, as may be applicable. In the said Circular, SEBI has suggested measures to make the systems and processes among the RTAs, Issuer Companies and Bankers, more robust and transparent. The said SEBI Circular, inter alia, provides for some key requirements like maintenance of dividend master file, reconciliation of dividend account(s), Updation of PAN and Bank mandates by the members, wherever not available, System-Log(s), enhanced due diligence, etc.



These changes suggested by SEBI in the share related functioning are forward looking and ensures that proper internal checks and controls are in place. The RTA has confirmed its Compliance with the applicable requirements of the Framework.

c. Nomination facility for Members

As per the provisions of the Companies Act, 2013, facility for making Nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain Nomination form, from the RTA of the Company. Members holding shares in dematerialised form should contact their Depository Participants (DP) in this regard.

d. Details of Unclaimed Dividend

Pursuant to provisions of Section 125 of the Companies Act, 2013 the amount of Dividend which has remained unclaimed / unpaid for a consecutive period of 7 years from the date of transfer of such amount to unpaid dividend account is required to be transferred to Investors Education and Protection Fund (IEPF) Authority established by Central Government. Accordingly, the unclaimed dividend pertaining to Interim and Final Dividend for the year 2010-11 on completion of 7 years was credited to IEPF during the period under year. All the members who have not encashed the dividend warrants since financial year 2011-12, 2012-13 and thereafter are requested to take steps to contact the RTA of the Company.

Financial year	Date of Declaration	Date of Payment	Tentative dates for transfer of shares and dividend to IEPF
2011-12	01-09-2012	10-09-2012	08-10-2019
2012-13	31-08-2013	10-09-2013	07-10-2020
2014-15	26-09-2015	03-10-2015	01-11-2022
2015-16	17-09-2016	22-09-2016	21-10-2023
2016-17	16-09-2017	22-09-2017	21-10-2024
2017-18	01-09-2018	19-09-2018	18-10-2025

e. Transfer of Concerned Equity Shares to Investor Education and Protection Fund Authority

Pursuant to the applicable provisions of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (including any statutory modification(s) and / or reenactment(s) thereof for the time being in force), during the year under review the un-paid/unclaimed dividend for the financial year 2010-11 and 15,300 shares for which no dividend was claimed for consecutive seven years were transferred to the IEPF Authority established by the Central Government. The list shareholders whose shares and dividend were transferred to IEPF Authority is available on the website of the Company at <http://www.comfortintech.com/Investorrelation>.

Further, the Company will be transferring the dividend and the shares to the IEPF Authority for its Dividend Account of the financial year 2011-12 which is due in October, 2019. The Company will be sending individual correspondence to the shareholders and will be publishing the newspaper advertisement for claiming the un-paid/unclaimed dividend in respect of which dividend has not been en-cashed or claimed by the members for 7 consecutive years or more. The shareholders are once again requested to claim their un-paid/unclaimed Dividend to avoid the transfer to IEPF Authority.

Members who have not yet en-cashed their Dividends from financial year 2011-12 and 2012-13 and thereafter are requested to make their claims to the Company / RTA. Members are requested to quote folio numbers / DP ID – Client ID in all their correspondence.

In case the members have any queries on the subject matter and the Rules, they may contact the Company's RTA. The members / claimants whose shares and / or, unclaimed dividend, etc. have been transferred to IEPF Authority may claim the shares and unclaimed dividend by making an application to IEPF Authority in IEPF Form-5 (available on www.iepf.gov.in). The member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules. It is in the members interest to claim any un-en-cashed dividends from IEPF and for future dematerialization of their shares and opt for Automated Clearing House (ACH) mode, so that dividends paid by the Company are credited to the investor's account on time.

f. Pending Investor Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company at the Corporate Office with a copy of the earlier correspondences and relevant supporting's for quick resolution.

g. Reconciliation of Share Capital Audit

As required under Regulation 76 of the Securities & Exchange Board of India (Depositories and Participants) Regulation, 2018 as amended, quarterly audit of the Company's share capital is being carried out by Independent Company Secretary in Practice with a view to reconcile the total Share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Certificate in regard to the same has been submitted to BSE Limited and is also placed before the Board of Directors.

h. Payment of Dividend through Automated Clearing House (ACH)

The Company provides the facility for direct credit of the dividend to the members Bank Account. The SEBI Listing Regulations also mandate Companies to credit the dividend to the members electronically. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their Bank account through the Banks' "Automated Clearing House" mode. Members who hold shares in demat mode should inform their Depository Participant, whereas Members holding shares in physical form should inform the Company about of the core banking account details allotted to them by their bankers. In cases where the core banking details are not available with the Company, then the Company will issue physical warrant / demand draft to the Members.

i. Green Initiatives for Sending Communication

Company has sent correspondence to the physical shareholders requesting them to give their E-mail ID's to the Company / RTA (for physical shares held) and their Depository Participants (DPs), so that Annual report and other communications can be sent electronically to all the members. Members, who have so far not informed the E-mail ID's to their DP's, are requested to do the same in the interest of environment. The format for the same is available in this Annual Report.



13. Shareholding Pattern as at March 31, 2019:

Sr. No	Category	No. of shares	% of Holding
1	Promoter & Promoter Group	17335329	54.18
2	Foreign Portfolio Investors	190475	0.60
3	Bodies Corporate	717315	2.24
4	IEPF	15300	0.05
5	Non-Resident Indian (NRI)	26595	0.08
6	Individual	13708794	42.85
	Total	31993808	100.00

Dematerialization of Shares: About 99.38% of total equity share capital is held in dematerialized form with NSDL and CDSL as on 31 March, 2019.

As on Date	Status of Shares - Physical versus Electronic mode		Total no. of shares
	Electronic	Physical	
March 31, 2019	3,19,20,910 (99.76%)	72,898 (0.23%)	3,19,93,808 shares of Rs. 10/- each
March 31, 2018	31,90,50,084 (99.72%)	8,87,996 (0.28%)	31,99,38,080 shares of Re. 1/- each

Note: The shareholders vide the Special resolution at the 24th Annual General Meeting approved the consolidation of face value of equity shares of the Company from Re. 1/- each fully paid up into Rs. 10/- each fully paid up which was subject to the approval from the Stock Exchange. Further, the Company had received the trading approval from the Stock Exchange w.e.f. February 12, 2019.

SEBI vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 08, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which after April 01, 2019, transfer of securities cannot be processed unless the securities are held in the dematerialized form with a depository. The Company has sent 3 reminders to those members holding shares in physical form advising them to dematerialize their holding. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode going forward. Transfer of securities in demat form will improve ease, convenience and safety of transactions for investors.

14. Top 10 Equity Shareholders (including more than 1% Shareholding) other than Promoters of the Company as on March, 2019:

Sr. No.	Name of Shareholder	No. of Shares	Shares as % of total no. of shares
1.	Jatin Haresh Mehta	489500	1.53
2.	Mukut Behari Agarwal	467191	1.46
3.	Brijesh Haresh Mehta	462900	1.45
4.	Darshan Doshi	449500	1.40

Sr. No.	Name of Shareholder	No. of Shares	Shares as % of total no. of shares
5.	Sunita Agarwal	423815	1.32
6.	Amitkumar Arunkumar Khara	335000	1.05
7.	Arunkumar Dalichand Khara	335000	1.05
8.	Mayurkumar Arunkumar Khara	330000	1.03
9.	Seema Pravinkumar Jhunjhunwala	266000	0.83
10.	Ram Manohar Singh	250000	0.78

15. Outstanding GDRs / ADRs / Warrants or any Convertible instruments:

There are no outstanding GDRs / ADRs / Warrants or any Convertible instruments.

16. Plant Location: The Company does not have any plants.**17. Compliance Officer of the Company / Address for Correspondence:**

Mr. Swapnil Dafle - Company Secretary was the Compliance officer of the Company. He resigned as a Company Secretary and Compliance Officer w.e.f. January 16, 2019.

Post financial year Mr. Dhaval Shah was appointed as Company Secretary and Compliance Officer of the Company w.e.f. May 20, 2019.

Address of Correspondence:

Registered Office: 106, Avkar Algani Nagar, Kalaria, Daman, Daman & Diu, 396210

Corporate Office: A/301, Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai - 400 064

18. Commodity Price Risk or Foreign Exchange Risk and Hedging activities: Company is exposed to foreign exchange risk. The Company is proactively mitigating these risks by entering into commensurate hedging transactions with banks as per applicable guidelines and group risk management instructions. Please refer notes to the Financial Statements in this regard. The Company does not have any exposure hedged through Commodity derivatives. The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated 15 November, 2018 is not required to be given for commodity hedging activities.**19. Investor Information**

A. Company Overview: Comfort Intech Limited (CIL) was originally incorporated as public Limited company in the name of Comfort Finvest Limited on 17th October, 1994. Subsequently the name of company was changed to Comfort Intech Limited and a fresh Certificate of Incorporation was obtained on 24th March, 2000. The Company is registered as NBFC with RBI, Ahmedabad vide Registration No.B.01.00419. The Company offers customized financial services to Commercial, Industrial and Financial clients with one stop financial solutions namely., Trade Finance & Bill Discounting, Working Capital loans, Loans against property, Margin funding, etc. Through our lending and financing solution, we enable our customers to pursue the path of sustainable growth & value creation for their business. Comfort Intech Limited is one of the esteemed part of Comfort Group which provides a wide range of products and services suited to serve your financial needs. Due to the Order from the Appellate Authority of NBFC Registration, Ministry of Finance, Government of India vide its order no. F.No.11/11/2014/BO-II/BOA-Vol-II dated February 14, 2019 which had rejected the appeal filed by the Company against the order dated 28.09.2018 passed



by the RBI, Mumbai for cancellation of Certificate of Registration of NBFC of Comfort Intech Limited, the Company had filed an Extra-Ordinary Writ Petition/ Application / Jurisdiction before the Hon'ble High Court, Delhi against the above referred order of the Appellate Authority and the matter is pending before the said court for hearing.

Further, the Company is also involved in the business of trading in consumer appliances products, natural gypsum, tissues, leasing of properties and etc.

For the period under review, the Company vide Postal Ballot Result dated March 02, 2019 made an Alteration in Main Object Clause of Memorandum of Association of the Company to facilitate Company to enter into new business areas of Liquors, Wines, Indian Made Foreign Liquor, Country Liquor etc.

- B. History of the Equity shares:** The shareholders vide Special resolution at the 24th Annual General Meeting approved the consolidation of face value of equity shares of the Company from Re. 1/- each fully paid up into Rs. 10/- each fully paid up which was subject to the approval from the Stock Exchange. Further, the Company had received the trading approval from the Stock Exchange w.e.f. February 12, 2019.

VIII. Other Disclosures

1. Related Party Transactions

All the transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations during the financial year were in the ordinary course of business and on an arm's Length Price or fair value basis. There were no transactions with related parties during the financial year which were in conflict of the interest of the Company. Suitable disclosures as required by the Indian Accounting Standard (Ind AS-24) have been made in the notes to the Financial Statements. Related Party transactions have been disclosed under the notes forming part of the financial statements in accordance with Indian Accounting Standard (Ind AS-24). A statement in summary form of transactions with Related Parties in ordinary course of business and on an arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for their approval. As required under Regulation 23(1) of the SEBI Listing Regulation, the Company has the policy on dealing with Related Party Transactions. The policy has been uploaded on the website of the Company and can be accessed at web link <http://www.comfortintech.com/Investorrelation>.

2. Subsidiary Companies

The Company has a policy on Material Subsidiary and the same is placed on the website of the Company at web link <http://www.comfortintech.com/Investorrelation>. During the period under review there are no subsidiaries of the Company.

3. Strictures and Penalties

The Company has complied with all requirements specified under the SEBI Listing Regulations as well as other Regulations and guidelines of SEBI. No penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last 3 years apart from the SEBI Order dated August 28, 2018 in the matter of 8K Miles Software Services Limited wherein the Company had paid a penalty of Rs. 1,00,000/- and the Company was restrain from accessing the securities market and further prohibit them from buying, selling or otherwise dealing in securities, directly or indirectly, or being associated with the securities market in any manner, whatsoever, for a period of three years, from the date of this SEBI Order dated April 02, 2018 in matter of First Financial Services Ltd.

4. Compliance with Accounting Standards / Ind AS

All applicable Ind AS (including any changes as applicable for the reported financial period) have been consistently applied. Financial results for all the periods presented have been prepared in accordance with the recognition and measurement principles of Ind AS 34, Interim Financial Reporting.

5. Internal Control System

The Company has a formal system of internal control testing which examines both, the design effectiveness and operational effectiveness to ensure reliability of Financial and Operational information and all statutory / regulatory Compliances. The Company's business processes have a robust Monitoring and Reporting process resulting in Financial discipline and Accountability.

6. Vigil Mechanism / Whistle Blower Policy

In compliance with the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, the Company has established a Whistle Blower Policy and the same is placed on the web site of the Company at web link <http://www.comfortintech.com/Investorrelation>. The Company has a Whistle Blower Policy for Directors and Employees to report their concerns about unethical behavior, leakage of unpublished price sensitive information, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards against victimisation of Director(s) and / or Employee(s) who avail the mechanism.

7. Prevention of Insider Trading

Pursuant to amendments to SEBI Prohibition of Insider Trading Regulations (PIT), the Company has revised its "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" and the "Code of Practices and Procedures for Fair Disclosure of UPSI" (PIT Code) and the same have been posted on the website of the Company at web link <http://www.comfortintech.com/Investorrelation>. All the Directors, concerned Senior employees, third parties such as Statutory Auditors, Investor Relation Agency, Consultants, etc. who could have access to the (UPSI) of the Company are governed by this Code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the Code.

During the year under review, there has been due Compliance with the said code. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the Designated Employees while in possession of UPSI in relation to the Company and during the period when the Trading Window is closed. All Promoters / Promoter group, Directors, Key Managerial Personnel, Senior Management and concerned third parties such as Statutory Auditors & Investor Relation Agency and other concerned personnel and Connected Employees who may be in possession of price sensitive information are made aware through mail about trading window closure. The Board of Directors, Designated Employees and Connected Persons have affirmed compliance with the PIT Code during the year under review. In line with the amendments introduced recently by SEBI, the above Code is amended suitably to align it with the amendments, which are effective from 1 April, 2019.

8. Website

The Company has its own functional website <http://www.comfortintech.com> as required by the SEBI Listing Regulations, where information about the Company, quarterly and Annual Audited Financial Results, Annual Reports, distribution of shareholding at the end of each quarter, official press releases, and information required to be disclosed under Regulation 30(8) and 46 of the SEBI Listing Regulations, etc. are regularly updated. All material events / information relating to the Company that could influence the market price of its securities or investment decisions are timely disclosed to the Stock Exchanges as per the Company's Policy on determination of materiality of events framed under the SEBI Listing Regulations. All disclosures under this policy are also displayed on the



Company's website and hosted for a minimum period of 5 years and thereafter as per the Archival Policy of the Company. The Policy on determination of materiality of events and Archival Policy of the Company is available on the Company's website at web link <http://www.comfortintech.com/Investorrelation>.

9. There is no payment made by the Company towards Royalty to any Related Party during the year under review.
10. Total fees paid to Statutory Auditors of the Company is Rs. 2,50,000/- for financial year 2018-19, for all services on a consolidated basis, to the statutory auditor.

11. Certificate from Practicing Company Secretary

A Certificate has been received from M/s. R. M. Mimani & Associates LLP, Company Secretaries, that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority other than Mr. Anil Beniprasad Agrawal, Mr. Bharat Shiroya, Mrs. Annu Anil Agrawal and Mr. Jugal Thacker who resigned as Directors from the Company w.e.f June 29, 2019 due SEBI's order dated March 12, 2019 (WTM/GM/EFD/99/2018-19).

12. Details of preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the SEBI Listing Regulations

The Company has not raised funds through preferential allotment or qualified institutional placement.

13. Recommendations of Committees of the Board

There were no instances during the financial year 2018-19, wherein the Board had not accepted recommendations made by any committee of the Board.

14. Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance towards any action on the part of any employee which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to provide a safe and conducive work environment to all its employees and associates to uphold and maintain the dignity of every women employee working in the Company. The Company's Policy provides for protection against sexual harassment of women employees at workplace and for prevention and redressal of such complaints.

During the year under review, the Company has not received any complaint. No cases of child labour, forced labour and involuntary labour were reported during the year.

15. The resignation of Mr. Anilkumar Shivkaran Nevatia as Independent Director was due to his personal and unavoidable circumstances. Further resignation of Mr. Jugal Thacker was due to SEBI's order dated March 12, 2019 (WTM/GM/EFD/99/2018-19). As per their resignation letters received to the Company, there are no other material reasons for their resignations apart from the above stated reasons.

IX. Compliances with Corporate Governance disclosure requirements as specified in the SEBI Listing Regulations

The Company complies with all mandatory requirements as per Regulation 17 to 27 and sub-regulation (2) of Regulation 46 of the SEBI Listing Regulation. Generally, there were no instances of Non-Compliance on any matter related to the capital markets.

X. Management Discussion & Analysis

Management Discussion & Analysis forms part of the Annual Report and annexed elsewhere in this Report.

XI. Compliance with Non-Mandatory / Discretionary Requirements

Among the adoption of Non-Mandatory / Discretionary requirements as per Part E of Schedule II to the SEBI Listing Regulations, the Company has complied with the following:

- 1. The Board** – As on March 31, 2019, the Chairman being an Executive Director (Promoter). Hence there was no such requirement for providing the office and expenses for performance of his duties.

But as on the date of the report, Mr. Ankur Anil Agrawal was appointed as Additional Director and Chairman w.e.f June 29, 2019 and further the Board of Directors on recommendation of Nomination and Remuneration Committee had proposed the appointment of Mr. Ankur Anil Agrawal as Non-Executive Non-Independent Director which was subject to the approval of the shareholders. Hence, the Company has provided him the office for use.

- 2. Shareholders Rights** - Quarterly/ Half Yearly / Yearly Results are subjected to Limited Review by Statutory Auditors and are generally published in Free Press Gujarat and Lokmitra having wide circulation. The said Results are made available on the website of the Company <http://www.comfortintech.com/Investorrelation>. Other information relating to shareholding pattern and other requisite matters are uploaded on BSE website and on the Company's website in the investors section.
- 3. Modified Opinion(s) in Audit Report** - The Company's Financial Statements for the financial year 2018 –19 has the modified opinion and the management's explanation on the said modified opinion appears elsewhere in this Report.
- 4. Separate Posts of Chairman and Managing Director/Chief Executive Officer** – For the period under review, the position of Chairman and Managing Director was handled by the single person. But as on the date of this report, the said positions are handled by two different people.
- 5. Reporting of Internal Auditor** - The Internal Auditor report directly to the Audit Committee, attends the Audit Committee meetings, and interacts directly with the Audit Committee members.

XII. Chief Executive Officer (former Managing Director) and Chief Financial Officer Certification

The Chairman and the Chief Financial Officer have issued a certificate pursuant to the provisions of the SEBI Listing Regulations certifying that the Financial Statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs as at March 31, 2019. The said certificate is annexed and forms part of this report.

XIII. Compliance Certificate on Corporate Governance

As required by Schedule V of the SEBI Listing Regulations; the Certificate on Corporate Governance received from M/s. R. M. Mimani & Associates LLP, Company Secretaries is annexed to the Report.

- XIV. Disclosures with respect to Demat Suspense Account / Unclaimed Suspense Account:** As on March 31, 2019, there are no outstanding shares credited / lying in the demat suspense account / unclaimed suspense account. As on the date of this report the Company had transferred 15,300 shares to Investor Education and Protection Fund Authority (IEPF) in respect of the dividends, which have remained unclaimed / uncashed for seven consecutive years.

XV. Codes and Policies

The Board has adopted all applicable Codes and Policies in terms of the requirements of the Companies Act, 2013, the SEBI Listing Regulations and also under SEBI (Prohibition of Insider Trading) Amendment, Regulations, 2018. The requisite Codes and / or Policies are posted on the Company's website at <http://www.comfortintech.com/Investorrelation> and references to these codes and policies have been given at relevant sections in this Report.

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To the Members of
Comfort Intech Limited
106 Avkar Algani Nagar
Kalaria Daman DD -396210

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Comfort Intech Limited** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

DIN DD	Full Name	Designation	Date of Appointment
00014413	Anil Beniprasad Agrawal	Managing Director	09/02/2018
00014454	Annu Anil Agrawal	Non-Executive Director	16/08/2002
00014487	Bharat Nanubhai Shiroya	Whole Time Director	30/10/2007
00015460	Jugal Chandrakant Thacker	Independent Director	20/09/2014
00531183	Devendra Lal Thakur	Independent Director	17/09/2016
00392511	Anil Kumar Shivkaran Nevatia	Independent Director	20/09/2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **R M MIMANI & ASSOCIATES LLP**
[COMPANY SECRETARIES]
[Firm Registration No. I2001MH250300]

SD/-
RANJANA MIMANI
(PARTNER)
FCS No: 6271
CP No: 4234

PLACE: MUMBAI
DATED: AUGUST 08, 2019

DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY BY THE BOARD MEMBERS AND SENIOR MANAGERIAL PERSONNEL

To the Members of Comfort Intech Limited,

This is to confirm that the Company has adopted Code of Conduct for the Board of Directors and Senior Managerial Personnel of the Company, which is available at <http://www.comfortintech.com/Investorrelation>. I declare that the Board of Directors and Senior Managerial Personnel have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2019.

FOR COMFORT INTECH LIMITED

SD/-

ANIL BENIPRASAD AGRAWAL

CHIEF EXECUTIVE OFFICER (FORMER MANAGING DIRECTOR)

DIN: 00014413

PLACE: MUMBAI

DATED: AUGUST 08, 2019

CHIEF EXECUTIVE OFFICER (FORMER MANAGING DIRECTOR) AND CHIEF FINANCIAL OFFICER CERTIFICATION

We the undersigned, in our respective capacities as Chief Executive Officer (former Managing Director) and Chief Financial Officer of Comfort Intech Limited ("the Company") to the best of our knowledge and belief, certify that:

- 1) We have reviewed Financial Statements and the Cash Flow statement for the financial year ended March 31, 2019 and that to the best of our knowledge and belief, we state that:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, laws and regulations.
- 2) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or which violate the Company's Code of Conduct.
- 3) We hereby declare that, all Board Members and Senior Managerial Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.
- 4) We are responsible for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to Financial Reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 5) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
 - a) significant changes, if any, in internal controls over financial reporting during the year;
 - b) significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours faithfully,

FOR COMFORT INTECH LIMITED
SD/-
ANIL BENIPRASAD AGRAWAL
CHIEF EXECUTIVE OFFICER
(FORMER MANAGING DIRECTOR)
DIN : 00014413

FOR COMFORT INTECH LIMITED
SD/-
PRAVIN NAIK
CHIEF FINANCIAL OFFICER

PLACE : MUMBAI
DATE : AUGUST 08, 2019



Corporate Governance Compliance Certificate

Corporate Identity Number: L74110DD1994PLC001678

Nominal Capital: Rs. 400,000,000

To the Members of

Comfort Intech Limited

106 Avkar Algani Nagar

Kalaria Daman DD -396210

We have examined the compliance of conditions of Corporate Governance by **Comfort Intech Limited** ("the Company") for the financial year ended on March 31, 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the LODR.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of LODR during the financial year ended March 31, 2019, except that of regulation 23 of LODR with regard to a material related party transaction occurred during the year with a Company.

We 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 **R M MIMANI & ASSOCIATES LLP**

[COMPANY SECRETARIES]

[Firm Registration No. I2001MH250300]

SD/-

RANJANA MIMANI

(PARTNER)

FCS No: 6271

CP No: 4234

PLACE: MUMBAI

DATED: AUGUST 08, 2019

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The economy of India is a developing mixed economy. It is the world's seventh-largest economy by nominal GDP and the third-largest by purchasing power parity (PPP). The country ranks 139th in per capita GDP (nominal) and 119th in per capita GDP (PPP) as of 2018. After the 1991 economic liberalization, India achieved 6-7% average GDP growth annually. Since 2014, India's economy has been the world's fastest growing major economy, surpassing China.

The long-term growth perspective of the Indian economy is positive due to its young population, English proficiency, corresponding low dependency ratio, healthy savings and investment rates, and increasing integration into the global economy. India topped the World Bank's growth outlook for the first time in fiscal year 2015–16, during which the economy grew 7.6%. Despite previous reforms, economic growth is still significantly slowed by bureaucracy, poor infrastructure, and inflexible labor laws (especially the inability to lay off workers in a business slowdown).

India has one of the fastest growing service sectors in the world with an annual growth rate above 9% since 2001, which contributed to 57% of GDP in 2012–13. India has become a major exporter of IT services, Business Process Outsourcing (BPO) services, and software services with \$177 billion revenue in FY 2019. The IT industry continues to be the largest private-sector employer in India. India is the second-largest start-up hub in the world with over 3,100 technology start-ups in 2018–19. The Indian automobile industry is one of the largest in the world with an annual production of 21.48 million vehicles (mostly two and three-wheelers) in 2013–14. India had \$600 billion worth of retail market in 2015 and one of world's fastest growing e-commerce markets.

ABOUT THE COMFORT INTECH LIMITED

Business Overview

The Non-Banking Financial Companies (NBFCs) sectors integral to the Indian financial landscape. It aids in boosting financial inclusion initiative by lending services to the unbanked population in rural/ semi urban and urban areas. It also provides services to the micro, small and medium enterprises (MSMEs) segment. Some of the reasons for the success of the sector include cost efficiency, refined product lines and better customer services. Niche segmentation, simplified procedures and a focused credit approach are believed to be the key factors bolstering the profitability of NBFCs, making them one of the highest value creating business models within the Indian economy.

However, the Appellate Authority of NBFC Registration, Ministry of Finance, Government of India vide its order no. F.No.11/11/2014/BO-II/BOA-Vol-II dated February 14, 2019 has rejected the appeal filed by the Company against the order dated 28.09.2018 passed by the RBI, Mumbai for cancellation of Certificate of Registration of NBFC of Comfort Intech Limited. Further as on the date of this Report, the Company had filed an Extra-Ordinary Writ Petition before the Hon'ble High Court, Delhi against the above referred order of the Appellate Authority and the matter is pending before the said court for hearing.

Taking into consideration the above matter, the Company has moved focused from NBFC activities to trading in consumer appliances products, natural gypsum, tissues, leasing of properties and etc.

Further, the Company vide Postal Ballot Result dated March 02, 2019, altered Main Object Clause of Memorandum of Association of the Company to facilitate the Company to enter into new business areas of Liquors, Wines, Indian Made Foreign Liquor, Country Liquor etc.



PRODUCTS & SERVICES

Our Company offers the wide range of financial services to commercial, industrial and financial clients with a one stop financial solution. The Company is also involved in the activities of trading in consumer appliances products, natural gypsum, tissues, leasing of properties and etc. Further, the Company vide Postal Ballot Result dated March 02, 2019, altered Main Object Clause of Memorandum of Association of the Company to facilitate the Company to enter into new business areas of Liquors, Wines, Indian Made Foreign Liquor, Country Liquor etc.

FINANCIAL PERFORMANCE

On a Consolidated basis, the Company registered revenue from operations of Rs. 5426.96 lakhs for the year ended March 31, 2019 as compared to Rs. 2329.51 in the previous year ended March 31, 2018. The Company registered a Loss of Rs.163.46 lakhs for the year ended March 31, 2019 as compared to the profit of Rs. 464.82 lakhs in the previous year ended March 31, 2018. Further details are included in notes to Accounts of Consolidated Financial Statement.

On a Standalone basis, the Company registered revenue from operations of Rs. 5426.96 lakhs for the year ended March 31, 2019 as compared to Rs. 2329.51 in the previous year ended March 31, 2018. The Company registered a Loss of Rs.124.05 lakhs for the year ended March 31, 2019 as compared to the profit of Rs. 567.45 lakhs in the previous year ended March 31, 2018. Further details are included in notes to Accounts of Standalone Financial Statement.

SWOT ANALYSIS:

STRENGTHS

- **Ready contacts for business development:** Our Company has strong relationships with the well established business houses in India cultivated through several years of client servicing.
- **Promoted and managed by qualified and experienced professionals:** Our Company is promoted by Mr. Anil B. Agrawal, Chartered Accountant who has nearly 30 years of experience in financial services. The board of our Company comprises of qualified professionals, experienced in the industry.
- **Focused in new Business:** The Company is involved in the activities of trading in consumer appliances products, natural gypsum, tissues, leasing of properties and etc. Further, the Company vide Postal Ballot Result dated March 02, 2019, altered Main Object Clause of Memorandum of Association of the Company to facilitate the Company to enter into new business areas of Liquors, Wines, Indian Made Foreign Liquor, Country Liquor etc.
- **Support of Group Entity:** Comfort Securities Limited, one of our Group Entities is in the Business of capital market services and merchant banking activities is having a clientele base near to 4000 including corporate, HNI and retail investors. We leverage the cliental base of our group entity to provide funding in the form of margin funding as well as in terms of Loan against Demat Shares.

WEAKNESS

- **Branding:** Despite our ready contacts for business development & listing on esteemed Exchange (BSE), our company is not a well established brand among large NBFC players who have access to larger financial resources. Accessibility: We do not have branches on a Pan India basis, so we are not able to explore the business opportunities in those regions.

Appellate Authority of NBFC Registration, Ministry of Finance, Government of India vide its order no. F.No.11/11/2014/BO-II/BOA-Vol-II dated February 14, 2019 has rejected the appeal filed by the Company against the order dated 28.09.2018 passed by the RBI, Mumbai for cancellation of Certificate of Registration of NBFC of Comfort Intech Limited.

Further, Company had filed an Extra-Ordinary Writ Petition before the Hon'ble High Court, Delhi against the above referred order of the Appellate Authority and the matter is pending before the said court for hearing.

OPPORTUNITIES

- **Large market:** The players in the NBFC sector still have a lot of scope to cover larger market and the rural markets are still untapped.
- **New Business Market:** The Company is involved in the activities of trading in consumer appliances products, natural gypsum, tissues, leasing of properties and etc. Further, the Company vide Postal Ballot Result dated March 02, 2019, altered Main Object Clause of Memorandum of Association of the Company to facilitate the Company to enter into new business areas of Liquors, Wines, Indian Made Foreign Liquor, Country Liquor etc.
- **Desire for status:** With increased desire of individuals to improve their standard of living, the NBFC industry is getting exposed to new category of Client (Individuals) in a big way with large share of business coming from this segment apart from corporate clients.

THREATS

- **Economic Downturn:** If the Economic downturn is prolonged it can reduce the financing need of people due to shrinking business opportunities.
- **Private Banks:** Private Banks are also working on the similar business model as the NBFCs do, thereby giving a very strong competitions to the NBFC's.
- **RBI and Government restrictions:** With more stringent norms governing the functioning of NBFC and certain government restrictions act as a hindrance in smooth functioning of NBFC.

OUR STRATEGY

- **Expansion of existing activities:** The Company has expanded its business and is involved in the activities of trading in consumer appliances products, natural gypsum, tissues, leasing of properties and etc. Further, the Company vide Postal Ballot Result dated March 02, 2019, altered Main Object Clause of Memorandum of Association of the Company to facilitate the Company to enter into new business areas of Liquors, Wines, Indian Made Foreign Liquor, Country Liquor etc. intends to expand its financial services by enhancing its focus on margin funding, loan against shares and securities, loan against properties and corporate loan, bill discounting and working capital loan.
- **Financial Management/Advisory Services:** We have an in house team which has the capacity to provide services in the area of financial management/advisory services like syndication for big ticket loans from banks, project appraisals, debt restructuring and arranging non fund based limits from bank. Our Company is planning to foray into business of financial management/advisory services with the potential clients.
- **Differentiated Services:** In the growing economy, the corporate clients will be requiring funds for further expansions. Our Company would be providing all diversified service portfolio under one umbrella to cater most of the customer needs and demands.
- **Brand recognition:** We are in such a business where we are facing lot of competition. We are planning to put more efforts to build Comfort as a well known brand. Despite our existing contacts & listing on esteemed Exchange (BSE), our Company is not a well established brand among large NBFC players. We will be making the necessary arrangements for our brand reorganization.



RISKS & CONCERNS

Risk management involves identification of risk, assessing the impact on business if a security incident occurs, and making the right financial decision about how to deal with the results of one's assessment. It also includes the implementation of a programme to continually measure and assess the effectiveness of existing safeguards in protecting one's critical assets. Thus, managing risks is not a one-time activity; it's an ongoing process. It is also critical to recognize that certain business risks are unavoidable, and have to be dealt with as they arise.

Your Company has directed its effort towards risk management by employing the expertise people and technology to mitigate the risks affecting the growth and profitability of the Company. The Company is constantly engaged in innovating its methods and procedures of risk management.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. An effective system of internal control allows the NBFCs to assume additional risks in a calculated manner while minimizing financial surprises and protecting itself from significant financial loss. Thus, internal control is an integral component of risk management. The Internal control checks and internal audit programmes adopted by our Company plays an important role in the risk management feedback loop, in which the information generated in the internal control process is reported back to the Board and Management. The internal control systems are modified continuously to meet the dynamic change.

CAUTIONARY

Statement in the Management Discussion & Analysis, describing the company's objectives, projections and estimates are forward looking statement and progressive within the meaning of applicable laws & regulations. Actual result may vary from those expressed or implied. Important developments that could affect the company's operations are significant changes in political and economic environment in India, tax laws, RBI regulations, exchange rate fluctuation and other incidental factors.

STANDALONE FINANCIAL STATEMENTS



INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS,
COMFORT INTECH LIMITED**

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of **Comfort Intech Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, statement of changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements"). In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in Basis for Qualified Opinion section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the loss, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

The Company has not provided for defined benefit obligation in the nature of gratuity based on the requirement of Ind AS 19 i.e. "Employee Benefit", which requires defined benefit obligation to be recognised based on actuarial valuation basis. In absence of valuation we are unable to quantify the impact of above on the net profit for the year and liabilities as on reporting date.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the financial statements.

Emphasis of Matter

We draw attention to Note No 31 to the financial statements regarding the Company not being able to recover a loan from the legal heir of one of the borrower, the outstanding amount as on 31st March 2019 being 19.78 Crores. The borrower had pledged shares of listed company against the said loan. A part of the pledged securities for this loan are lying in one of the demat accounts of the company which due to some reason has been freezed by a statutory authority and the company cannot trade in the shares lying in that account. Total market value of the pledged shares is Rs.14.73 Crores as on 31.03.2019. No provision has been made for the shortfall in security value as Management of the company is of the opinion that market value of the shares is much below than its book value and decline in market value is temporary due to adverse market scenario. Management is confident of recovering the entire loan amount. Our opinion is not qualified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Key Audit Matters	How our audit addressed the key audit matter
A. Impairment of Financial Asset due to Non Recoverability of Loan from the legal heir of one of the borrowers	
<p>The Company is not being able to recover a loan from the legal heir of one of the borrower, the outstanding amount as on 31st March 2019 being 19.78 Crores. The borrower had pledged shares of a listed company against the said loan. A part of the pledged securities for this loan are lying in one of the demat accounts of the company which due to some reason has been freezed by a statutory authority and the company cannot trade in the shares lying in that account. Total market value of the pledged shares is Rs. 14.73 Crores as on 31.03.2019. The Company has not made impairment provision for the shortfall in security value in its books and has not booked interest on the loan amount as well.</p> <p>In the opinion of the management, the diminution in the market value is only temporary, as and when the above said freeze is lifted, the company is fully confident of recovering the entire loan and interest outstanding thereon. Also the book value of per share as per the recent balance sheet of the company whose shares are pledged is much higher than the market value. The management therefore has decided that presently, no provision is required for any shortfall in security and interest outstanding on the said loan shall be accounted on as and when recovered. Shortfall in recovery of principal amount, if any, shall be adjusted on sale of the invoked shares.</p>	<ol style="list-style-type: none"> 1. We read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109 2. We evaluated the management's reasonableness for not making provision in the books of accounts for the shortfall in the value of security. 3. We have further assessed the financial statements of the company whose shares are pledged.
B. Amount advanced to Associate Company	
<p>The management of Company wanted expands considering and has idea to venture into the business of Indian made foreign Liquor. Having the funds available for the expansion, the management has proposed for investing and providing funds to its Associate Company- Liquors India Limited who is in the same line of business and has ideal capacity to develop the market for the Indian made foreign liquor brands. Accordingly vide Memorandum of Understanding (MOU) dated April 20, 2018 both have agreed that Company will provide the funds to associate in the range of 15-20 crore for development of the brands. Once the brands get developed, they will get transferred in the name of the Company and company will enter into sub lease/bottling agreement for the said brands with associate and will starts selling the liquor in its Name. Associate company will use its ideal capacity for the bottling and funds advanced for development will be adjusted against the bottling charges considering the offtake of cases over a period of time.</p>	<ol style="list-style-type: none"> 1. Examining the MOU entered by the company with the associate company. 2. Discussion with the management for understanding the utilization of advances by the associate company. 3. Studied the management projection towards the cash flow that would be generated from Bottling contract to Associate from which advances will get repaid



Also amount receivables from the sale of liquor of aforesaid brand prior to entering into the sublease/bottling agreement will be paid back to company. Upto 31st March, 2019 company has advanced total amount of Rs.1,588.50 Lakhs for the said business purpose and has entered into sublease agreement on April 01, 2019. Company has got FSSAI license in its name after the balance sheet date. An amount of Rs.240 Lakhs has been received from Associate towards receivable of the aforesaid brands upto date of signing of Financial statements.

Responsibilities of Management for the Standalone Financial Statements

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

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit 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 including the Statement of Cash Flow dealt with by this Report are in agreement with the relevant 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 except as described in the Basis for Qualified Opinion paragraph.
- e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".



- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The Company has disclosed the impact of pending litigations on its financial statements. Refer Note 28 to financial statements.
 - II. According to the information given to us, the company has not entered into any long-term contracts including derivative contracts.
 - III. There has been no delay in transferring any amount to be transferred to Investor Education and Protection fund by the Company.

For A.R. Sodha & Co.
Chartered Accountants
FRN 110324W

A.R. Sodha
Partner
M No.031878

Place : Mumbai
Date : 20th May, 2019

ANNEXURE A TO AUDITORS'S REPORT

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1. a. The Company has generally maintained proper records of fixed assets showing full particulars, including quantitative details and situation of fixed assets.
- b. According to information given to us, fixed assets have been physically verified by the management at reasonable intervals and no material discrepancy was noticed on such verification.
- c. According to the information and explanation given to us and on the basis of records furnished before to us, the title deeds/ownership documents of the immovable properties are held in the name of the company.
2. a. The stock in trade of shares and securities held in the physical format has been physically verified and those held in dematerialized format have been verified from the relevant statements received from the depositories during the year, by the management. Inventories of finished goods have been physically verified by the management at reasonable intervals.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of shares and securities and goods followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c. In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stock of shares and securities and goods by the management as compared to book records.
3. According to the information and explanation given to us and on the basis of records furnished before us, company has granted unsecured loans to one party covered in the register maintained under section 189 of the Companies Act, 2013.
 - a. The terms and conditions of the grant of such loan are not prejudicial to the interest of the company.
 - b. According to information and explanation given to us the loan is repayable on demand and has been repaid as and when demanded. Interest has been served on a regular basis.
 - c. Loan has been repaid as and when demanded and hence there is no overdue amount.
4. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to the guarantees and securities given. However, the company has not given any given any loan, or made any investment, under section 185 and 186 of the Companies Act, 2013.
5. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not accepted any deposits within the meaning of section 73 to 76 from public during the year. Accordingly clause 3(v) of Companies (Auditor's Report) Order, 2016 is not applicable.
6. According to the information and explanation given to us the Company is not required to maintain cost records as specified under section 148 sub-section (1) of the Companies Act, 2013. Accordingly clause 3(vi) of Companies (Auditor's Report) Order, 2016 is not applicable.



7. a. The company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Goods and Service Tax, Cess and any other statutory dues except delays in the payment of Tax Deducted at Source, Goods and Service Tax. No undisputed statutory dues as stated above is outstanding as at 31st March for more than six months from the date they become payable.
- b. According to information and explanation given to us, there are no disputed statutory dues relating to Income Tax, Sales Tax, Custom Duty, Excise Duty, Cess, Goods and Service Tax or any other statute except as stated below:

Name of statute	Nature of dues	Year(s) to which it pertains	Amount Not Paid (Rs. in Lacs)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Demand	A.Y. 2011-12	275.89 Lakhs	Commissioner Of Income Tax (Appeals)

8. According to the information and explanation given to us and records examined by us, the Company has not defaulted in repayment of dues to any financial institution or bank as at the Balance Sheet date.
9. According to information and explanation given to us and records examined by us, the company has neither raised any money by way of public offers nor raised any term loan during the year. Accordingly Clause 3(ix) of Companies (Auditor's Report) Order, 2016 is not applicable.
10. During the course of our examination of the books and records of the company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the company noticed or reported by its officers or employees during the year nor we have been informed of such instances by the management.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V of the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. According to the clause 3(xii) of Companies (Auditor's Report) Order, 2016 is not applicable.
13. According to the information and explanation provided to us and based on our examination of the records of the Company, the transaction with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details of such transactions have been disclosed in financial statements as required by the applicable Accounting Standards.
14. According to the information and explanation provided to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly the clause 3(xiv) of the Companies (Auditor's Report) Order, 2016 is not applicable.
15. According to the information and explanation provided to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transaction with directors or persons connected with him. Accordingly clause 3(xv) of the Companies (Auditor Report) Order, 2016 is not applicable.
16. The Company was registered as a NBFC Company under section 45-IA of the Reserve Bank of India Act 1934. Reserve Bank of India vide its order dated 24th September, 2014 had cancelled the certificate of registration issued to the company. Subsequently the Company challenged the order of the RBI in the Appellate Authority, Ministry of Finance. However, the Appellate had upheld the order of the RBI vide its order dated 30th November, 2015. Thereafter, the Company left with no option had filed a writ petition in the Hon'ble Delhi High Court challenging the orders of RBI and

Union of India. On hearing, the Hon'ble High Court was pleased to set aside the Orders, being the Order passed by RBI dated 24th September, 2014 and the Order passed by Union of India dated 30th November, 2015. However, the Hon'ble High Court had granted the RBI, liberty to grant the company a fresh hearing. Accordingly the RBI had conducted a hearing and the Company had made its submissions to the RBI during the hearing. However, the RBI has again passed an Order dated 28th September, 2016 cancelling the Certificate of Registration as NBFC. On receipt of the Order, the Company had again approached the Appellate Authority, Ministry of Finance. The Appellate Authority vide its order dated 14th February, 2019 has rejected the appeal filed by the company. The Company is in the process of filing a Writ petition for the aforesaid matter. However considering the present asset and income pattern, the company is not require to hold certificate of registration under 45-IA of the Reserve Bank of India Act, 1934.

For A.R. Sodha & Co.
Chartered Accountants
FRN 110324W

A.R. Sodha
Partner
M No.031878

Place : Mumbai
Date : 20th May, 2019



ANNEXURE B TO AUDITORS'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 over financial reporting of Comfort Intech Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal 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 on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting.

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection

of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For A.R. Sodha & Co.
Chartered Accountants
FRN 110324W

A.R. Sodha
Partner
M No.031878

Place : Mumbai
Date : 20th May, 2019



Standalone Balance Sheet as at March 31, 2019

(Amount in INR)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	2	75,49,019	79,70,218
(b) Investment Property	3	<u>7,91,87,669</u>	<u>8,02,93,459</u>
		8,67,36,688	8,82,63,677
(c) Financial Assets			
(i) Investments	4	18,93,25,000	18,72,22,000
(ii) Loans		<u>-</u>	<u>-</u>
		18,93,25,000	18,72,22,000
(d) Other non-current assets	5	5,27,91,169	10,83,68,417
(2) CURRENT ASSETS			
(a) Inventories	6	4,03,00,509	4,01,29,995
(b) Financial Assets			
(i) Investments	7	4,45,41,593	4,28,54,776
(ii) Trade receivables	8	15,41,14,459	10,24,78,709
(iii) Cash and cash equivalents	9	11,66,77,957	18,32,95,898
(iv) Loans	10	31,02,94,950	34,60,40,124
(v) Others (to be specified)	11	<u>2,72,15,664</u>	<u>1,72,91,541</u>
		65,28,44,622	69,19,61,048
(c) Other current assets	12	<u>16,71,42,061</u>	<u>54,67,991</u>
TOTAL ASSETS		<u>1,18,91,40,049</u>	<u>1,12,14,13,128</u>
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	13	31,99,38,080	31,99,38,080
(b) Other Equity*		<u>69,18,19,790</u>	<u>71,57,76,954</u>
LIABILITIES			
(a) Deferred tax liabilities (Net)	14	1,01,17,57,870	1,03,57,15,034
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	3,83,84,114	1,72,30,038
(ii) Trade payables	16	12,54,56,705	4,74,76,643
(iii) Other financial liabilities (other than those specified in item ©)	17	<u>42,99,629</u>	<u>63,68,914</u>
		16,81,40,448	7,10,75,595
(b) Provisions	18	16,90,550	16,90,550
(c) Current Tax Liabilities (Net)	19	<u>26,83,882</u>	<u>64,22,950</u>
TOTAL EQUITY AND LIABILITIES		<u>1,18,91,40,049</u>	<u>1,12,14,13,128</u>
See accompanying notes to the financial statements	1		

* Refer Statement of changes in equity

As per our report of even date

For A. R. Sodha & CO.
Chartered Accountants
Firm Reg. No.: 110324W

Anil Agrawal
Managing Director
DIN : 00014413

Bharat Shiroya
Whole-time Director
DIN : 00014454

A.R. Sodha
Partner
Membership No. : 031878

Pravin Naik
Chief Financial Officer

Mumbai ,20th May, 2019

Mumbai ,20th May, 2019

Standalone Statement of Profit and Loss for the year ended March 31, 2019

(Amount in INR)

Particulars	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
I Revenue from Operations	20	53,95,11,271	22,12,44,207
II Other Income	21	31,84,544	1,17,07,677
III Total Revenue (I + II)		54,26,95,815	23,29,51,884
IV Expenses			
Purchases of Stock-in-Trade	22	49,41,71,845	11,91,27,041
Changes in inventories of Stock-in-trade	23	(1,70,514)	5,85,646
Employee benefits expense	24	1,55,36,776	87,27,894
Finance costs	25	20,04,239	18,21,649
Depreciation and amortization expense	2	26,57,286	13,30,901
Other Expenses	26	1,99,08,515	3,52,96,775
Total Expenses (IV)		53,41,08,148	16,68,89,905
V Profit/(loss) before exceptional items and Tax (III-IV)		85,87,667	6,60,61,979
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V-VI)		85,87,667	6,60,61,979
VIII Tax Expense:			
(a) Current Tax		51,29,460	1,83,85,300
(b) Deferred Tax		(16,41,699)	7,27,819
(c) I.Tax of earlier years w/off		(25,23,483)	(47,694)
		9,64,278	1,90,65,425
IX Profit (Loss) for the period from continuing operations (VII-VIII)		76,23,390	4,69,96,554
X Other Comprehensive Income			
A Items that will not be reclassified to profit or loss			
(i) Gain/(Loss) on sale of Investments		(7,69,838)	-
(ii) Fair value changes of equity instruments through other comprehensive income		(1,92,58,589)	97,48,500
Total		(2,00,28,427)	97,48,500
XI Total Comprehensive Income for the period (IX+X)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		(1,24,05,038)	5,67,45,054
XII "Earnings Per Equity Share (Face Value Rs. 10/- Per Share):"	27		
Basic & Diluted (Rs.)		0.24	1.47
See accompanying notes to the financial statements	1		

As per our report of even date

For A. R. Sodha & CO.
Chartered Accountants
Firm Reg. No.: 110324W

Anil Agrawal
Managing Director
DIN : 00014413

Bharat Shiroya
Whole-time Director
DIN : 00014454

A.R. Sodha
Partner
Membership No. : 031878

Pravin Naik
Chief Financial Officer

Mumbai ,20th May, 2019Mumbai ,20th May, 2019



Standalone Cash Flow Statement for the year ended 31st March, 2019

(Amount in INR)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax for the year	85,87,667	6,60,61,979
Adjustments for :		
Interest Paid	20,04,239	18,21,649
Depreciation	26,57,286	13,30,901
Profit/(loss)/from Sale of Equity Instruments held for trading	(5,61,093)	
Change in Fair Value of Current Investments	63,16,555	22,25,079
Baddebts Written Off	-	1,67,00,914
Rent Received	(51,66,500)	(63,51,000)
Operating Profit before Working Capital change	1,38,38,155	8,17,89,522
Adjustments for :		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(1,70,514)	5,85,646
Trade receivables	(5,16,35,750)	(8,49,10,108)
Short-term loans and advances	3,57,45,174	9,95,48,276
Other financial assets	(99,24,122)	52,31,959
Other current assets	(16,16,74,071)	(33,58,846)
Other non-current assets	5,55,77,248	(13,20,82,035)
	<u>13,61,552</u>	<u>1,84,58,478</u>
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	7,79,80,062	2,53,66,680
Other current liabilities	(20,69,285)	7,59,10,776
	<u>23,43,758</u>	<u>2,77,10,439</u>
Cash Generated From Operations	(4,23,33,103)	12,79,58,438
Income Tax paid/(refund)	63,45,045	1,13,92,390
NET CASH FROM OPERATING ACTIVITIES Total (A)	(4,86,78,149)	11,65,66,048
CASH FLOW FROM INVESTING ACTIVITIES		
Investments (Purchased)/Sold	(2,95,73,706)	-
Fixed Assets (Purchased)/Sold	(11,30,297)	(1,08,569)
Rent Received	51,66,500	63,51,000
NET CASH USED IN INVESTING ACTIVITIES Total (B)	(2,55,37,503)	62,42,431
CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid (including Dividend Tax)	(1,15,52,126)	(38,50,808)
Loan taken / (Repaid) in Secured Loan	2,11,54,076	58,37,056
Interest paid	(20,04,239)	(18,21,649)
NET CASH FROM FINANCING ACTIVITIES Total (C)	75,97,710	1,64,599
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)	(6,66,17,941)	12,29,73,078
Cash and Cash Equivalents -- Opening Balance	18,32,95,898	6,03,22,820
Cash and Cash Equivalents -- Closing Balance	<u>11,66,77,957</u>	<u>18,32,95,898</u>

As per our report of even date

For A. R. Sodha & CO.

Chartered Accountants

Firm Reg. No.: 110324W

Anil Agrawal

Managing Director

DIN : 00014413

Bharat Shiroya

Whole-time Director

DIN : 00014454

A.R. Sodha

Partner

Membership No. : 031878

Pravin Naik

Chief Financial Officer

Mumbai, 20th May, 2019

Mumbai, 20th May, 2019

Statement of Changes in Equity for the year ended 31st March, 2019

A. EQUITY SHARE CAPITAL

Particulars	Amount(Rs.)
As at 31 March, 2018	31,99,71,540
Changes in equity share capital	-
As at 31 March, 2019	31,99,71,540

B. OTHER EQUITY

Particulars	Other Equity				
	Reserve and Surplus			Other Comprehensive Income	Total other Equity
	Special Reserve	Share Premium	Retained Earnings		
As at 1 April, 2017	4,39,13,719	52,25,83,850	9,43,72,043	20,13,095	66,28,82,707
Total Comprehensive Income for the year	-	-	4,69,96,554	97,48,500	5,67,45,054
Transfer from Profit and Loss	1,13,49,011	-	-	-	1,13,49,011
Transfer to Special Reserve	-	-	(1,13,49,011)	-	(1,13,49,011)
Dividend on Equity Shares	-	-	(31,99,381)	-	(31,99,381)
Tax on Dividend on Equity Shares	-	-	(6,51,427)	-	(6,51,427)
As at 31st March, 2018	5,52,62,730	52,25,83,850	12,61,68,779	1,17,61,595	71,57,76,954
Total Comprehensive Income for the year	-	-	76,23,390	-2,00,28,427	-1,24,05,038
Transfer from Profit and Loss	15,24,678	-	-	-	15,24,678
Transfer to Special Reserve	-	-	(15,24,678)	-	(15,24,678)
Dividend on Equity Shares	-	-	(95,98,170)	-	(95,98,170)
Tax on Dividend on Equity Shares	-	-	(19,53,956)	-	(19,53,956)
As at 31st March, 2019	5,67,87,408	52,25,83,850	12,07,15,364	-82,66,832	69,18,19,790

As per our report of even date

For A. R. Sodha & CO.
Chartered Accountants
Firm Reg. No.: 110324W

Anil Agrawal
Managing Director
DIN : 00014413

Bharat Shiroya
Whole-time Director
DIN : 00014454

A.R. Sodha
Partner
Membership No. : 031878

Pravin Naik
Chief Financial Officer

Mumbai, 20th May, 2019Mumbai, 20th May, 2019



Notes to financial statements for the year ended March 31, 2019

NOTE – ‘1’

SIGNIFICANT ACCOUNTING POLICIES:

A. Basis of Preparation:

The financial statements of the Company comprising of Balance Sheet, Statement of Profit and Loss, Statement of changes in Equity and Cash Flow Statement together with the notes have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") as amended.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

B. Use of Estimates

The preparation of financial statements in conformity with generally accepted principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

C. Revenue Recognition:

- a) Revenue from sale of goods is recognised when the following conditions are satisfied.
 - i) the Company has transferred the significant risks and rewards of ownership of the goods to the buyer which generally coincides when the goods are dispatched in accordance with the terms of sale.
 - ii) the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.
 - iii) the amount of revenue can be measured reliably
 - iv) it is probable the economic benefits associated with the transaction will flow to the Company.
 - v) the costs incurred or to be incurred in respect of the transaction can be measured reliably.
- b) As per prudential norms prescribed by Reserve Bank of India, interest income has been recognized only on standard advances given by the Company
- c) Dividend income & interest receivable from government on tax refunds are accounted as and when received.
- d) Rental income from investment property is recognised

D. Property, Plant and Equipment:

- i) Property, plant and equipment are shown at historical cost inclusive of incidental expenses less accumulated depreciation.
- ii) Depreciation on fixed assets is calculated on a straight- line basis over the estimated useful lives of the assets as follows:

No.	Category	Estimated Useful Lives
1	Office Premises	60 years
2	Furniture and Fixtures	10 years
3	Motor Vehicles	10 years
4	Electrical Installations and Equipments	10 years
5	Computer and Data Processing Units	3 years
6	Plant and Machinery	15 Years

- iii) Depreciation on Property, plant and equipment are added or sold during the year, is provided on pro-rata basis with reference to the date of addition/deletion.

E. Impairment of assets

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

F. Foreign Exchange Transactions:

Foreign Currency transactions are accounted for at the exchange rates prevailing at the time of recognition of income/ expenditure. Foreign currency monetary items are reported using the closing rates. Exchange difference arising on reporting them at closing rate i.e. at the rate different from those at which they were initially recorded are recognized as income or expenses as the case may be. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

G. Investment Property

Investment Properties are measured using the cost model. Investment properties are measured initially at cost including transaction cost. Under Ind AS, investment properties are required to be separately presented on the face of the Balance Sheet. There is no impact on the total equity or profit as a result of this adjustment.

H. Retirement Benefits :

Gratuity and Leave encashment payments are accounted for on Payment basis.

I. Segment Reporting:

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision making body, in deciding how to allocate resources and assessing performance.

The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments.



Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segments revenue is accounted on the basis of transactions which are primarily determine based on market/fare value factors. Revenue, expenses, assets and liabilities which relates to the Company as a whole and are not allocable to segments on a reasonable basis have been included under “unallocated revenues/expenses/assets/liabilities”.

J. Inventories:

Stock of Goods and under construction property are measured at lower of cost or net realizable value

K. Financial instruments:

i) Financial Assets

a. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

b. Subsequent Measurement

1. Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2. Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

c. Investment in subsidiaries, Associates and Joint Ventures

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

d. Other Equity Investments

The Company subsequently measures all equity investments at fair value. There are two measurement categories into which the Company classifies its equity instruments:

- **Investments in equity instruments at FVTPL:** Investments in equity instruments are classified as at FVTPL, unless the Company irrevocable elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.
- **Investments in equity instruments at FVTOCI:** On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

e. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

f. De-recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is de-recognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

ii) Financial Liabilities

a) Initial Recognition and Measurement

All Financial Liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost, Fee of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

b) Subsequent measurement

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.



L. Leases

Finance Lease : Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating Lease : Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Operating Lease payments / revenue are recognised on straight line basis over the lease period in the statement of profit and loss account unless increase is on account of inflation.

M. Borrowing Costs:

(a) Borrowing costs that are attributable to the acquisition, construction, or production of a qualifying asset are capitalized as a part of the cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time (generally over twelve months) to get ready for its intended use or sale.

(b) All other borrowing costs are recognized as expense in the period in which they are incurred.

N. Taxation:

Provision for income tax has been made in accordance with normal provisions of Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using tax rates and laws that have been substantively enacted as of the balance sheet date. Current and Deferred tax is recognised in Statement of Profit and Loss, except when it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

O. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculation diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

P. Contingent Liability and Contingent Assets

A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote. Contingent assets are neither recognised nor disclosed.

Standalone Notes to financial statements for the year ended March 31, 2019

Note - 2 :- Property, Plant and Equipment

Particulars	Gross block			Accumulated depreciation and impairment				Net block	
	Balance as at 1 April, 2018	Additions	Disposals	Balance as at 31 March, 2019	Balance as at 1 April, 2018	Depreciation / amortisation expense for the year	Other adjustments	Balance as at 31 March, 2019	Balance as at 31 March, 2018
	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)
a Office Premises	7,71,090	-	-	7,71,090	2,83,376	13,089	-	4,74,625	4,87,714
b Furniture and fittings	61,48,956	7,12,208	-	68,61,164	58,82,542	1,16,885	-	8,61,737	2,66,414
c Motor Vehicles	1,16,19,531	-	-	1,16,19,531	52,04,324	12,49,078	-	51,66,129	64,15,207
d Electrical Installations and Equipment	10,49,782	3,42,842	-	13,92,624	8,11,212	46,994	-	5,34,418	2,38,570
e Computers and data processing units	8,53,509	75,247	-	9,28,756	7,73,431	59,121	-	96,204	80,078
f Plant and Machinery	10,14,673	-	32,180	9,82,493	5,32,437	66,329	-32,180	4,15,907	4,82,236
Total	2,14,57,541	11,30,297	32,180	2,25,55,658	1,34,87,323	15,51,496	(32,180)	1,50,06,639	79,70,218



Standalone Notes to financial statements for the year ended March 31, 2019

Note 3 - Investment in Property

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Investment Property*	8,02,93,459	8,02,93,459
Less: Provision for depreciation	11,05,790	-
	<u>7,91,87,669</u>	<u>8,02,93,459</u>

* The company is in the process of ascertaining the fair value of the properties.

Note - 4 :- Investments

Particulars	As on 31.03.2019		As on 31.03.2018	
	Nos. / Units	Amount	Nos. / Units	Amount
Investment at Fair Value through Other Comprehensive Income				
In Equity Shares of Associate Companies - Unquoted Fully paid-up				
Comfort Securities Ltd. (F.V. Rs. 10/- each)	57,50,000	5,60,00,000	57,50,000	5,60,00,000
Lemonade Share & Securities Pvt. Ltd. (F.V. Rs. 10/- each)	2,20,000	2,20,00,000	2,20,000	2,20,00,000
Liquors India Limited (F.V. Rs. 10/- each)	42,00,000	5,46,00,000	42,00,000	5,46,00,000
In Equity Shares of Others- Unquoted Fully paid-up				
The Malad Sahakari Bank Ltd (F.V. Rs. 10/- each)	100	1,000	100	1,000
Total [A]	1,01,70,100	13,26,01,000	1,01,70,100	13,26,01,000
In Equity Shares of Others- Quoted Fully paid-up				
Comfort Commotrade Ltd. (F.V. Rs. 10/- each)	12,00,000	45,12,000	12,00,000	1,34,40,000
Himachal Futuristic Communications Ltd (F.V. Re. 1/- each)	22,90,000	5,22,12,000	15,90,000	4,11,81,000
Total [B]	34,90,000	5,67,24,000	27,90,000	5,46,21,000
TOTAL [A+B]	1,36,60,100	18,93,25,000	1,29,60,100	18,72,22,000

Note 5 - Other non-current assets

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) Balances with Statutory/Government Authorities	59,79,969	59,79,969
b) Capital Advances	4,68,11,200	10,23,88,448
TOTAL	5,27,91,169	10,83,68,417

Note 6 - Inventories

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Property under development	4,03,00,509	4,01,29,995
TOTAL	4,03,00,509	4,01,29,995

Note 7 - Investments

			(Amount in INR)	
Particulars	As at March 31, 2019		As at March 31, 2018	
Investment at Fair Value through Profit and Loss				
In Equity Shares of :(Quoted fully paid up)				
Name of The Scrip	No of shares	Amount	No of shares	Amount
ACC Ltd	200	3,32,200	200	3,01,640
Luharuka Media & Infra Ltd.*	56,42,660	47,96,261	56,42,660	29,90,610
Ravi Kumar Distilleries Ltd.*	23,66,000	2,09,15,440	23,66,000	2,98,11,600
Vedanta Limited	14,250	26,18,438	14,250	39,65,775
Reliance Industries Ltd.	4,000	54,52,200	4,000	35,31,200
Grasim Industries Ltd.	825	7,08,015	825	8,69,633
Aditya Birla Capital Ltd	1,155	1,12,786	1,155	1,68,457
Ambuja Cements Ltd.	20,000	47,01,000	2,500	5,83,250
Ultraeech Cement Ltd.	160	6,39,848	160	6,31,656
Duncans Industries Ltd.*	105	956	105	956
Balrampur Chin	20,000	27,32,000	-	-
Hindustan Copper	10,000	4,89,500	-	-
JK Lakshmi Cement	3,000	10,42,950	-	-
TOTAL	80,82,355	4,45,41,593	80,31,855	4,28,54,776

* Demat account in which these Investments are held is freeze and company has applied to H'able High Court at Hyderabad for Unfreeze of Demat account as company is not party to the matter with respect to which account has been freezed



Note 8 - Trade Receivables

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) Due for a period exceeding six months		
- Unsecured, considered good	33,56,412	1,97,49,134
- Doubtful	77,49,428	-
Less: Provision for Doubtful Debts	(15,49,900)	-
	<u>95,55,940</u>	<u>1,97,49,134</u>
b) Others		
- Unsecured, considered good	14,45,58,519	8,27,29,576
- Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	<u>14,45,58,519</u>	<u>8,27,29,576</u>
TOTAL	<u>15,41,14,459</u>	<u>10,24,78,709</u>

Note 9 - Cash & Bank Balances

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Cash & Bank Balances		
a) Balances with Banks :		
- Current Accounts	22,93,241	5,23,99,321
- Deposit Accounts (Under lien with Banks)	11,43,14,499	13,08,14,499
	<u>11,66,07,740</u>	<u>18,32,13,820</u>
b) Cash-in-hand	70,216	82,078
TOTAL	<u>11,66,77,957</u>	<u>18,32,95,898</u>

Note 10 - Loans

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) Advances recoverable in cash or in kind for value to be received		
i) Advances Considered good & in respect of which Company is fully secured	20,96,97,900	33,93,45,821
ii) Advances Considered good for which Company holds no Security other than personal security	10,01,70,550	62,59,100
	<u>30,98,68,450</u>	<u>34,56,04,921</u>
iii) Sub-Standard Advances in respect of which Company is:		
(a) Secured	-	-
(b) Unsecured	-	-
Doubtful (Secured)	4,00,500	4,00,500
	<u>4,00,500</u>	<u>4,00,500</u>
b) Other Advances	26,000	34,703
TOTAL	<u>31,02,94,950</u>	<u>34,60,40,124</u>

Note 11 - Financial Current Assets : - Others

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) Security deposits	51,12,500	45,23,500
b) Advance to Suppliers	2,21,03,164	1,27,68,041
TOTAL	2,72,15,664	1,72,91,541

12 - Other Current Assets

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) FDR Interest Receivable	38,61,004	20,41,370
b) Prepaid Expenses	32,058	27,621
c) Business Advance	16,32,49,000	33,99,000
TOTAL	16,71,42,061	54,67,991

Note 13 - Share Capital

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Authorised :		
400,00,000 Equity Shares (Previous Year 400,00,000) of Rs. 10/- each	40,00,00,000	40,00,00,000
TOTAL	40,00,00,000	40,00,00,000
Issued and Subscribed :		
3,19,97,154 Equity Shares (Previous Year 3,19,97,154) of Rs. 10/- each	31,99,71,540	31,99,71,540
TOTAL	31,99,71,540	31,99,71,540
Paid-up share capital :		
3,19,93,808 Equity Shares (Previous Year 3,19,93,808) of Rs. 10/- each	31,99,38,080	31,99,38,080
TOTAL	31,99,38,080	31,99,38,080

(a) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Number of shares at the beginning of the year	31,99,38,080	31,99,38,080
Add: Number of Shares allotted fully paid up during the year	-	-
Less: Number of Shares bought back during the year	-	-
Number of shares outstanding as at the end of the year	31,99,38,080	31,99,38,080



(b) Rights, preferences and restrictions attached to shares

The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. 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 amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

(c) The details of shareholders holding more than 5% shares.

Name of the Shareholders	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% held	No. of Shares	% held
Luharuka Investment & Consultants Pvt Ltd	7,84,49,224	24.52%	7,84,49,224	24.52%
Luharuka Exports Private Limited	7,73,85,444	24.19%	7,73,85,444	24.19%

Note 14 - Deferred Tax Liabilities

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Deferred Tax Liabilities	65,08,999	57,81,180
Add / Less: During the Year	(16,41,699)	7,27,819
TOTAL	48,67,299	65,08,999
Components of Deferred Tax liabilities		
<u>Deferred Tax Liabilities/(Assets) in relation to:</u>		
a) Property, plant and Equipment	(1,69,144)	(92,463)
b) Current Investments	50,36,443	66,01,462
TOTAL	48,67,299	65,08,999

Note 15 - Short Term Borrowings

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Loans repayable on demand		
From banks		
Secured *	3,83,84,114	1,72,30,038
Unsecured	-	-
	3,83,84,114	1,72,30,038
TOTAL	3,83,84,114	1,72,30,038

* Secured loans are lien on FDR kept with bank.
The interest rate on this facility is FD Interest Rate+1%

Note 16 - Trade Payables

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Current payables (including acceptances) outstanding for less than 12 months	12,54,56,705	4,74,76,643
TOTAL	12,54,56,705	4,74,76,643

Note 17 - Other financial liabilities

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) Security Deposits from Tenants	5,87,000	22,21,000
b) Outstanding Liabilities for Expenses	26,17,828	41,47,914
c) Un-paid dividend	10,94,801	-
TOTAL	42,99,629	63,68,914

Note 18 - Provisions

Particulars	(Amount in INR)			
	As at March 31, 2019		As at March 31, 2018	
a) Contingent provision for Standard Advances	14,80,550		14,80,550	
b) Contingent provision for Sub-Standard Advances	-		-	
c) Provision for doubtful debts	2,10,000	16,90,550	2,10,000	16,90,550
TOTAL		16,90,550		16,90,550

Note 19 - Current Tax Liabilities

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Provision for Taxation (net of Advance tax & TDS)	26,83,882	64,22,950
TOTAL	26,83,882	64,22,950



Note 20 - Revenue from Operations

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Income from Operation		
Sales of Goods	48,56,14,169	10,25,77,529
Interest Received		
From Loans & Advances	1,05,48,388	8,46,08,636
From Term deposits	1,04,92,573	33,53,262
Rent Received	51,66,500	63,51,000
(A)	51,18,21,630	19,68,90,427
(b) Other operating Income		
Dividend Received	5,26,784	14,07,544
Income from Investment in Mutual Fund	-	13,77,044
Port Charges	45,65,965	44,46,700
Terminal handling Charges	2,00,93,310	1,47,24,643
Wharfage Charges	26,17,496	23,97,849
“ Profit/(loss)from Sale of Equity Instruments held for trading (from 01st Oct, 2018) “	2,43,121	-
“ Change in Fair Value of Equity Instruments held for trading (from 01st Oct, 2018) “	(3,57,035)	-
(B)	2,76,89,641	2,43,53,779
TOTAL (A+B)	53,95,11,271	22,12,44,207

Note 21 - Other Income

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Misc Income	2,65,230	3,43,335
Interest on I.Tax refund	-	29,350
Compensation for delay in work	85,60,862	86,56,254
Profit/(loss)from Sale of Current Investments (upto 30th Sept., 2018)	3,17,972	(67,458)
Change in Fair Value of Current Investments (upto 30th Sept., 2018)	(59,59,520)	27,46,196
TOTAL	31,84,544	1,17,07,677

Note 22 - Purchases

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Goods	44,81,80,124	9,58,66,746
Port Charges	44,17,465	43,61,550
Terminal handling Charges	1,95,60,158	1,38,80,993
Wharfage Charges	23,03,396	20,81,649
Custom Clearing & Forwarding Charges	59,90,676	11,05,438
Transport Charges	1,37,18,155	14,74,348
Loss on exchange fluctuation	1,871	3,56,316
TOTAL	49,41,71,845	11,91,27,041

Note 23 - Changes in Inventories of Stock-in-trade

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Inventories at the end of the year		
Goods	-	-
Properties (under development)	4,03,00,509	4,01,29,995
Inventories at the beginning of the year		
Goods	-	5,85,646
Properties (under development)	4,01,29,995	4,01,29,995
Net (Increase) / Decrease in Inventories	(1,70,514)	5,85,646

Note 24 - Employment Benefit Expenses

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Salaries , Bonus & Allowances	1,45,14,346	82,82,035
Staff Welfare Expenses	6,41,892	3,13,937
Staff Insurance Expenses	96,540	1,31,922
Staff PF Expenses	2,83,998	-
TOTAL	1,55,36,776	87,27,894



Note 25 - Financial Costs

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest Expenses	20,04,239	18,21,649
TOTAL	20,04,239	18,21,649

Note 26 - Other Expenses

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Advertisement Expenses	47,352	50,960
Annual Listing Fees	2,50,000	2,50,000
Bad debts W/off	-	1,67,00,914
Business Pomotion Expenses	9,08,765	10,08,279
Bank Charges	15,54,276	3,07,231
Charities & Donation	25,000	25,000
Custodial Fees	1,32,362	1,50,000
Conveyance Expenses	2,69,160	3,50,374
Commission & processing fee paid	13,04,451	7,15,250
Corporate Social Responsibility	5,01,000	-
Director's Sitting fees	2,20,000	2,20,000
Electricity Expenses	11,91,247	11,91,889
Legal & Professional Fees	23,94,630	32,87,841
Insurance Expenses	1,64,870	2,02,846
Motor Car Expenses	15,20,302	6,16,747
Rates & Taxes	1,73,014	2,500
Payments to Auditors :		
- Audit & Tax Audit fees	2,50,000	2,25,000
- For Other Services	-	-
Repairs & Maintenance to Other Assets	3,56,576	2,53,851
Rent Expense	13,20,000	18,05,000
Share Trading Expenses	1,84,700	13,700
Telephone , Telex and Postage	3,74,015	4,76,096
Traveling Expenses	24,91,643	39,78,779
Printing & Stationery	2,93,020	1,94,003
Provision on debtors	15,49,900	-
Other Expenses	24,32,234	32,70,515
TOTAL	1,99,08,515	3,52,96,775

Note 27 - Earnings Per Equity Share

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Net profit after tax attributable to equity shareholders for Basic EPS	76,23,390	4,69,96,554
Add/Less: Adjustment relating to potential equity shares		
Net profit after tax attributable to equity shareholders for Diluted EPS	76,23,390	4,69,96,554
(b) Weighted average no. of equity shares outstanding during the year		
For Basic EPS	3,19,93,808	3,19,93,808
(c) Face Value per Equity Share (Rs.)	10.00	1.00
Basic EPS	0.24	1.47

28. Contingent liabilities & Commitments:

Particulars	(Amount in INR)	
	2018-2019 (Rs.)	2017-2018 (Rs.)
i) Contingent Liabilities		
a) Claims against the Company / Disputed Liabilities, not acknowledged as Debt	*22,52,550	*22,52,550
b) Corporate Guarantee and Security given for loans availed by related party (Sanctioned limit Rs.10,00,00,000/-)	6,25,29,552	6,80,59,398
c) Income Tax demand (Appeal has been filed against the order)	2,75,89,100	-
ii) Commitments :		
Estimated amount of contracts remaining to be executed on capital account	-	-

*The Company has made security deposit of Rs. 25,12,500/- in favour of "The Registrar City Civil & Session Court" as per pay order no. 757810 dated 20.01.2017

29. Auditors' Remuneration	(Amount in INR)	
	2018-2019	2017-2018
For Statutory and Tax Audit	Rs. 2,50,000	Rs. 2,25,000
	<u>Rs. 2,50,000</u>	<u>Rs. 2,25,000</u>

30. Earnings per Share:	2018-2019	2017-2018
Basic & Diluted	Rs. 0.24	Rs. 1.47

31. Advances recoverable in cash or in kind or for value to be received in respect of which company is fully secured includes:-

Particulars	(Amount in INR)	
	2018-2019 (Rs.)	2017-2018 (Rs.)
Secured against Immovable Property	4,00,500	4,00,500
Secured against Shares*	20,96,97,900	33,93,45,821

*Legal heir of one borrower has defaulted on payment of interest on loan against shares of a listed company (listed



Company), balance as on 31-3-2019, Rs 19.78 crores. Consequently, the Company has invoked the said pledged shares (invoked shares). Major quantity of the said invoked shares has been freezed by a statutory authority and hence company is unable to sell the same to recover the loan and outstanding interest thereon. Market value of the invoked shares is Rs 14.73 crores as on 31-3-2019. In view of the weak sentiment in the equity markets and the subdued business climate for the last couple of months and considering the present Fair Market Value (FMV) of the invoked shares which is much more then the above said reported market value, the diminution in the market value being only temporary, as and when the above said freeze is lifted, the company is fully confident of recovering the entire loan and interest outstanding thereon. The management therefore has decided that presently, no provision is required for any shortfall in security and interest outstanding on the said loan shall be accounted on as and when recovered. Shortfall in recovery of principal amount, if any, shall be adjusted on sale of the invoked shares.

32. Foreign Currency Transactions:
(Amount in INR)

Particulars	2018-2019 (Rs.)	2017-2018 (Rs.)
Outgo:		
Purchase of Goods (Import)	8,00,16,340	5,19,60,034
Earnings:	Nil	Nil

33. Balances of the Sundry Debtors, Loans and Advances and Sundry Creditors are subject to confirmation and resultant reconciliation, if any.

34. There are no dues to Micro and Small Enterprises as at 31st March, 2019. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

35. Disclosure pursuant to Ind AS – 108: OPERATING SEGMENTS
BUSINESS SEGMENTS
(Rs. In Lakhs)

Sr. No.	Particulars	Year ended	
		31-Mar-19	31-Mar-18
		Audited	Audited
1	Segment Revenue		
	a) Trading in Goods	5128.91	1241.47
	b) Trading in Shares /Mutual Funds	-52.29	54.63
	c) Financing	210.41	879.62
	d)Leasing of Immovable Properties	51.67	63.51
	e)Others	0.00	0.00
	Less: Inter Segment Revenue		
	Total Income from Operations	5338.70	2239.23
2	Segment Results:		
	[Profit before Depreciation, Tax and Finance Costs from each segment]		
	a) Trading in Goods	171.69	14.47
	b) Trading in Shares	-54.13	54.50
	c) Financing	210.41	742.48
	d) Leasing of Immovable Properties	51.67	57.51
	e) Others	0.00	0

Sr. No.	Particulars	Year ended	
		31-Mar-19	31-Mar-18
		Audited	Audited
	Total	379.63	868.96
	Less:(i) Finance Costs	20.04	18.22
	(ii) Depreciation	26.57	13.31
	(ii) Other un-allocable expenditure net off Un-allocable Income	247.14	176.81
	Profit from ordinary activities before tax	85.88	660.62
3	Segment Assets		
	a) Trading in Goods	1,777.61	1,275.96
	b) Trading in Shares	445.42	432.46
	c) Financing	3,102.95	3,460.40
	d)Leasing of Immovable Properties	791.95	803.21
	e) Un-allocable	5,773.48	5,242.10
	Total Segment Assets	11891.40	11214.13
4	Segment Liabilities		
	a) Trading in Goods	1254.57	474.77
	b) Trading in Shares	0.00	0.00
	c) Financing	16.91	16.91
	d)Leasing of Immovable Properties	0.00	16.44
	e) Un-allocable	10619.93	10706.02
	Total Segment Liabilities	11891.40	11214.13

36. In accordance with Accounting standard 'AS-18' relating to Related Party Disclosures, information pertinent to related party transaction is given as under:-

Parties Where Control Exists: None

Parties with whom transaction have taken place.

A. Name of the related parties & description of relationship

- a) Key Managerial Personnel :** Mr. Bharat Shiroya (Whole Time Director & Promoter)
Mr. Anil Agrawal (Managing Director & Promoter)
Mr. Pravin A Naik (CFO)
Mr. Swapnil Dafle (CS) (resigned on January 16, 2019)
- b) Promoters and their relatives :** Mrs. Annu Agrawal (Director & Promoter)
Miss. Deepika Agrawal (Relative)
Mr. Ankur Agrawal (Relative)
Mrs. Aayushi Agrawal (Relative)
Anil Agrawal –HUF (Promoter)
Luharuka Exports Pvt. Ltd. (Promoter)
Luharuka Investment & Consultants Pvt. Ltd. (Promoter)
M/s Luharuka Travels & M/s Luharuka Enterprises (Proprietorship concerns of Mr. Pradeep Agrawal, brother of Managing Director i.e. Anil Agrawal)



c) Associate Companies : Comfort Securities Ltd
Liquors India Ltd.
Lemonade Share & Securities Pvt. Ltd.

d) Group Company : Flora Fountain Properties Ltd.
Comfort Fincap Ltd.

B. Transactions during the year with related parties: -

Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Associates / Group Companies
1	Capital Advance given			
	Comfort Capital Pvt. Ltd.	-	-	-
	Comfort Fincap Ltd.	-	-	(4,25,00,000)
	Capital Advance received back			
	Comfort Capital Pvt. Ltd.	-	-	(6,35,00,000)
	Comfort Fincap Ltd.	-	-	(4,25,00,000)
2	Loan given			
	Liquors India Limited	-	-	(35,00,000)
	Flora Fountain Properties Limited			6,33,00,000
	Comfort Fincap Limited			11,55,00,000
	Comfort Securities Limited			7,50,00,000
	Loan received back			
	Liquors India Limited	-	-	(4,31,00,000)
	Flora Fountain Properties Limited			6,33,00,000
	Comfort Fincap Limited			2,35,00,000
	Comfort Securities Limited			7,50,00,000
3	Business Advance			

Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Associates / Group Companies
	Liquors India Limited			15,88,50,000 -
4	Security deposit paid			
	Annu Agrawal	- -	10,00,000 (10,00,000)	- -
	Anil Agrawal –HUF	- -	10,00,000 (10,00,000)	- -
	Security deposit received back			
	Annu Agrawal		2,00,000 -	
	Anil Agrawal –HUF		12,00,000 -	
5	Expenses			
	Brokerage Paid			
	Comfort Securities Limited	- -	7,847 -	- -
	Demat Charges Paid			
	Comfort Securities Limited	- -	5,032 (2,164)	- -
	Office Rent Paid			
	Annu Agrawal	- -	6,60,000 (6,00,000)	- -
	Anil Agrawal –HUF	- -	6,60,000 (6,00,000)	- -
	Remuneration			
	Anil Agrawal	46,96,667 (38,75,000)	- -	- -
	Pravin A Naik	7,36,019 (6,68,119)	- -	- -
	Swapnil Dafle	5,11,869 (5,17,707)	- -	- -
	Travelling Expenses			
	Luharuka Travels	- -	5,94,098 (1,42,337)	- -
	Director Sitting fee Paid			



Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Associates / Group Companies
	Annu Agrawal		40,000 (55,000)	
6	Income			
	Office Rent Received			
	Comfort Securities Limited	-	-	60,000 (35,000)
	Interest Income Received			
	Comfort Capital Pvt. Ltd.	-	-	- (67,42,035)
	Comfort Fincap Ltd.	-	-	39,86,205 (13,26,429)
	Liquors India Limited	-	-	(21,78,000) -
	Comfort Securities Limited			6,64,570 -
	Flora Fountain Properties Limited			14,52,431 -

Figure in bracket relates to previous year.

37. The Previous years figures have been regrouped / rearranged / reclassified wherever necessary. Amounts and other disclosures for the preceding financial year are included as an integral part of current year's financial statements.

As per our report of even date

For A. R. Sodha & CO.
Chartered Accountants
Firm Reg. No.: 110324W

Anil Agrawal
Managing Director
DIN : 00014413

Bharat Shiroya
Whole-time Director
DIN : 00014454

A.R. Sodha
Partner
Membership No. : 031878

Pravin Naik
Chief Financial Officer

Mumbai ,20th May, 2019

Mumbai ,20th May, 2019

CONSOLIDATED FINANCIAL STATEMENTS



INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS,
COMFORT INTECH LIMITED**

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of Comfort Intech Limited (hereinafter referred to as the 'Holding Company') and its associates which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in Basis for Qualified Opinion section of our report, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2019, of consolidated loss, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

The Holding Company has not provided for defined benefit obligation in the nature of gratuity based on the requirement of Ind AS 19 i.e. "Employee Benefit", which requires defined benefit obligation to be recognised based on actuarial valuation basis. In absence of valuation we are unable to quantify the impact of above on the net profit for the year and liabilities as on reporting date.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the financial statements.

Emphasis of Matter

We draw attention to Note No 31 to the financial statements regarding the Company not being able to recover a loan from the legal heir of one of the borrower, the outstanding amount as on 31st March 2019 being 19.78 Crores. The borrower had pledged shares of listed company against the said loan. A part of the pledged securities for this loan are lying in one of the demat accounts of the company which due to some reason has been freezed by a statutory authority and the company cannot trade in the shares lying in that account. Total market value of the pledged shares is Rs.14.73 Crores as on 31.03.2019. No provision has been made for the shortfall in security value as Management of the company is of the opinion that market value of the shares is much below than its book value and decline in market value is temporary due to adverse market scenario. Management is confident of recovering the entire loan amount. Our opinion is not qualified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

Key Audit Matters	How our audit addressed the key audit matter
A. Impairment of Financial Asset due to Non Recoverability of Loan from the legal heir of one of the borrowers	
<p>The Holding Company is not being able to recover a loan from the legal heir of one of the borrower, the outstanding amount as on 31st March 2019 being 19.78 Crores. The borrower had pledged shares of a listed company against the said loan. A part of the pledged securities for this loan are lying in one of the demat accounts of the company which due to some reason has been freezed by a statutory authority and the company cannot trade in the shares lying in that account. Total market value of the pledged shares is Rs. 14.73 Crores as on 31.03.2019. The Holding Company has not made impairment provision for the shortfall in security value in its books and has not booked interest on the loan amount as well.</p> <p>In the opinion of the management, the diminution in the market value is only temporary, as and when the above said freeze is lifted, the company is fully confident of recovering the entire loan and interest outstanding thereon. Also the book value of per share as per the recent balance sheet of the company whose shares are pledged is much higher than the market value. The management therefore has decided that presently, no provision is required for any shortfall in security and interest outstanding on the said loan shall be accounted on as and when recovered. Shortfall in recovery of principal amount, if any, shall be adjusted on sale of the invoked shares.</p>	<ol style="list-style-type: none"> 1. We read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109 2. We evaluated the management's reasonableness for not making provision in the books of accounts for the shortfall in the value of security. 3. We have further assessed the financial statements of the company whose shares are pledged.
B. Amount advanced to Associate Company	
<p>The management of the holding Company wanted expands considering and has idea to venture into the business of Indian made foreign Liquor. Having the funds available for the expansion, the management has proposed for investing and providing funds to its Associate Company- Liquors India Limited who is in the same line of business and has ideal capacity to develop the market for the Indian made foreign liquor brands. Accordingly vide Memorandum of Understanding (MOU) dated April 20, 2018 both have agreed that Holding Company will provide the funds to associate in the range of 15-20 crore for development of the brands.</p>	<ol style="list-style-type: none"> 1. Examining the MOU entered by the company with the associate company. 2. Discussion with the management for understanding the utilization of advances by the associate company. 3. Studied the management projection towards the cash flow that would be generated from Bottling contract to Associate from which advances will get repaid.



Once the brands get developed, they will get transferred in the name of the Holding Company and Holding company will enter into sub lease/ bottling agreement for the said brands with associate and will starts selling the liquor in its Name. Associate company will use its ideal capacity for the bottling and funds advanced for development will be adjusted against the bottling charges considering the offtake of cases over a period of time. Also amount receivables from the sale of liquor of aforesaid brand prior to entering into the sublease/bottling agreement will be paid back to company. Upto 31st March, 2019 company has advanced total amount of Rs.1,588.50 Lakhs for the said business purpose and has entered into sublease agreement on April 01, 2019. Company has got FSSAI license in its name after the balance sheet date. An amount of Rs.240 Lakhs has been received from Associate towards receivable of the aforesaid brands upto date of signing of Financial statements.

Responsibilities of Management for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Holding Company including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of Holding company and its associates are responsible for assessing the ability of the Holding Company and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Holding company and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Holding Company and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Holding Company and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities of the Holding Company and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit



matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The consolidated financial statements also include the Group's share of loss of Rs. 105.02 Lakhs for the year ended 31st March, 2019, as considered in the consolidated Ind AS financial statements, in respect of two associates, whose financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures in respect of these associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid associates, is solely based on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
- 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 except as described in the Basis for Qualified Opinion paragraph.
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its associate companies, none of the directors of the Holding Company and its associate companies is disqualified or none of the disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- I. The Consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Holding Company and its associates.
- II. According to the information given to us, the company has not entered into any long-term contracts including derivative contracts.
- III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company or its associate companies.

For A.R. Sodha & Co.
Chartered Accountants
FRN 110324W

A.R. Sodha
Partner
M No. 031878

Place : Mumbai
Date : 20th May, 2019



ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF COMFORT INTECH LIMITED

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

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of Comfort Intech Limited (hereinafter referred to as "the Holding Company") and its associate company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies and its associate company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (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 the respective 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 over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal 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 on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are

recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in Other Matters paragraph, the Holding Company and its associate company which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, in so far as it relates to separate financial statements of two associates which are companies incorporated in India, is based on the corresponding reports of the auditors of such associates incorporated in India.

For A.R. Sodha & Co.
Chartered Accountants
FRN 110324W

A.R. Sodha
Partner
M No. 031878

Place : Mumbai
Date : 20th May, 2019



Consolidated Balance Sheet as at March 31, 2019

(Amount in INR)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	2	75,49,019	79,70,218
(b) Investment Property	3	7,91,87,669	8,02,93,459
		8,67,36,688	8,82,63,677
(c) Financial Assets			
(i) Investments	4	20,93,03,869	21,11,42,805
(ii) Loans		-	-
		20,93,03,869	21,11,42,805
(d) Other non-current assets	5	5,27,91,169	10,83,68,417
(2) CURRENT ASSETS			
(a) Inventories	6	4,03,00,509	4,01,29,995
(b) Financial Assets			
(i) Investments	7	4,45,41,593	4,28,54,776
(ii) Trade receivables	8	15,41,14,459	10,24,78,709
(iii) Cash and cash equivalents	9	11,66,77,957	18,32,95,898
(iv) Loans	10	31,02,94,950	34,60,40,124
(v) Others (to be specified)	11	2,72,15,664	1,72,91,541
		65,28,44,622	69,19,61,048
(c) Other current assets	12	16,71,42,061	54,67,991
TOTAL ASSETS		1,20,91,18,918	1,14,53,33,933
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	13	31,99,38,080	31,99,38,080
(b) Other Equity*		71,17,98,658	73,96,97,759
LIABILITIES			
(a) Deferred tax liabilities (Net)	14	1,03,17,36,738	1,05,96,35,839
		48,67,299	65,08,999
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	3,83,84,114	1,72,30,038
(ii) Trade payables	16	12,54,56,705	4,74,76,643
(iii) Other financial liabilities (other than those specified in item ©)	17	42,99,629	63,68,914
		16,81,40,448	7,10,75,595
(b) Provisions	18	16,90,550	16,90,550
(c) Current Tax Liabilities (Net)	19	26,83,882	64,22,950
TOTAL EQUITY AND LIABILITIES		1,20,91,18,918	1,14,53,33,933
See accompanying notes to the financial statements	1		
* Refer Statement of changes in equity			

As per our report of even date

For A. R. Sodha & CO.
Chartered Accountants
Firm Reg. No.: 110324W

Anil Agrawal
Managing Director
DIN : 00014413

Bharat Shiroya
Whole-time Director
DIN : 00014454

A.R. Sodha
Partner
Membership No. : 031878

Pravin Naik
Chief Financial Officer

Mumbai, 20th May, 2019

Mumbai, 20th May, 2019

Consolidated Statement of Profit and Loss for the year ended March 31, 2019

(Amount in INR)

Particulars	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
I Revenue from Operations	20	53,95,11,271	22,12,44,207
II Other Income	21	31,84,544	1,17,07,677
III Total Revenue (I + II)		54,26,95,815	23,29,51,884
IV Expenses			
Purchases of Stock-in-Trade	22	49,41,71,845	11,91,27,041
Changes in inventories of Stock-in-trade	23	(1,70,514)	5,85,646
Employee benefits expense	24	1,55,36,776	87,27,894
Finance costs	25	20,04,239	18,21,649
Depreciation and amortization expense	2	26,57,286	13,30,901
Other Expenses	26	1,99,08,515	3,52,96,775
Total Expenses (IV)		53,41,08,148	16,68,89,905
V Profit/(loss) before exceptional items and Tax (III-IV)		85,87,667	6,60,61,979
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V-VI)		85,87,667	6,60,61,979
VIII Tax Expense:			
(a) Current Tax		51,29,460	1,83,85,300
(b) Deferred Tax		(16,41,699)	7,27,819
(c) I.Tax of earlier years w/off		(25,23,483)	(47,694)
		9,64,278	1,90,65,425
IX Profit (Loss) for the period from continuing operations (VII-VIII)		76,23,390	4,69,96,554
X Add : Share of (Profit)/Loss of Associate		(64,38,363)	(1,02,63,437)
XI Profit for the Period (after adjustment for Associate (IX + X))		11,85,027	3,67,33,117
XII Other Comprehensive Income			
A Items that will not be reclassified to profit or loss			
(i) Gain/(Loss) on sale of Investments		(7,69,838)	-
(ii) Fair value changes of equity instruments through other comprehensive income		(1,92,58,589)	97,48,500
Add : Share of (Profit)/Loss of Associate		24,96,426	
Total		(1,75,32,001)	97,48,500
XIII Total Comprehensive Income for the period (XI+XII)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		(1,63,46,974)	4,64,81,617
XIV "Earnings Per Equity Share (Face Value Rs. 10/- Per Share):"	27		
Basic & Diluted (Rs.)		0.04	1.15
See accompanying notes to the financial statements	1		

As per our report of even date

For A. R. Sodha & CO.
Chartered Accountants
Firm Reg. No.: 110324W

Anil Agrawal
Managing Director
DIN : 00014413

Bharat Shiroya
Whole-time Director
DIN : 00014454

A.R. Sodha
Partner
Membership No. : 031878

Pravin Naik
Chief Financial Officer

Mumbai, 20th May, 2019Mumbai, 20th May, 2019



Consolidated Cash Flow Statement for the year ended 31st March, 2019

(Amount in INR)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax for the year	85,87,667	6,60,61,979
Adjustments for :		
Interest Paid	20,04,239	18,21,649
Depreciation	26,57,286	13,30,901
Profit/(loss)/from Sale of Equity Instruments held for trading	(5,61,093)	-
Change in Fair Value of Current Investments	63,16,555	22,25,079
Baddebts Written Off	-	1,67,00,914
Rent Received	(51,66,500)	52,50,487
Operating Profit before Working Capital change	1,38,38,155	8,17,89,522
Adjustments for :		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(1,70,514)	5,85,646
Trade receivables	(5,16,35,750)	(8,49,10,108)
Short-term loans and advances	3,57,45,174	9,95,48,276
Other financial assets	(99,24,122)	52,31,959
Other current assets	(16,16,74,071)	(33,58,846)
Other non-current assets	5,55,77,248	(13,20,82,035)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	7,79,80,062	2,53,66,680
Other current liabilities	(20,69,285)	7,59,10,776
Cash Generated From Operations	(4,23,33,103)	12,79,58,438
Income Tax paid/(refund)	63,45,045	1,13,92,390
NET CASH FROM OPERATING ACTIVITIES Total (A)	(4,86,78,149)	11,65,66,048
CASH FLOW FROM INVESTING ACTIVITIES		
Investments (Purchased)/Sold	(2,95,73,706)	-
Fixed Assets (Purchased)/Sold	(11,30,297)	(1,08,569)
Rent Received	51,66,500	63,51,000
NET CASH USED IN INVESTING ACTIVITIES Total (B)	(2,55,37,503)	62,42,431
CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid (including Dividend Tax)	(1,15,52,126)	(38,50,808)
Loan taken / (Repaid) in Secured Loan	2,11,54,076	58,37,056
Interest paid	(20,04,239)	(18,21,649)
NET CASH FROM FINANCING ACTIVITIES Total (C)	75,97,710	1,64,599
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)	(6,66,17,941)	12,29,73,078
Cash and Cash Equivalents -- Opening Balance	18,32,95,898	6,03,22,820
Cash and Cash Equivalents -- Closing Balance	<u>11,66,77,957</u>	<u>18,32,95,898</u>

As per our report of even date

For A. R. Sodha & CO.
Chartered Accountants
Firm Reg. No.: 110324W

Anil Agrawal
Managing Director
DIN : 00014413

Bharat Shiroya
Whole-time Director
DIN : 00014454

A.R. Sodha
Partner
Membership No. : 031878
Mumbai, 20th May, 2019

Pravin Naik
Chief Financial Officer

Mumbai, 20th May, 2019

Statement of Changes in Equity for the year ended 31st March, 2019

A. EQUITY SHARE CAPITAL

Particulars	Amount(Rs.)
As at 31 March, 2018	31,99,71,540
Changes in equity share capital	-
As at 31 March, 2019	31,99,71,540

B. OTHER EQUITY

Particulars	Other Equity				
	Reserve and Surplus			Other Comprehensive Income	Total other Equity
	Special Reserve	Share Premium	Retained Earnings		
As at 1 April, 2017	4,39,13,719	52,25,83,850	12,85,56,285	20,13,095	69,70,66,950
Total Comprehensive Income for the year	-	-	3,67,33,117	97,48,500	4,64,81,617
Transfer from Profit and Loss	92,96,323	-	-	-	92,96,323
Transfer to Special Reserve	-	-	(92,96,323)	-	(92,96,323)
Dividend on Equity Shares	-	-	(31,99,381)	-	(31,99,381)
Tax on Dividend on Equity Shares	-	-	(6,51,427)	-	(6,51,427)
As at 31st March, 2018	5,32,10,043	52,25,83,850	15,21,42,271	1,17,61,595	73,96,97,759
Total Comprehensive Income for the year	-	-	11,85,027	-1,75,32,001	-1,63,46,974
Transfer from Profit and Loss	15,24,678	-	-	-	15,24,678
Transfer to Special Reserve	-	-	(15,24,678)	-	(15,24,678)
Dividend on Equity Shares	-	-	(95,98,170)	-	(95,98,170)
Tax on Dividend on Equity Shares	-	-	(19,53,956)	-	(19,53,956)
As at 31st March, 2019	5,47,34,721	52,25,83,850	14,02,50,494	-57,70,406	71,17,98,658

As per our report of even date

For A. R. Sodha & CO.
Chartered Accountants
Firm Reg. No.: 110324W

Anil Agrawal
Managing Director
DIN : 00014413

Bharat Shiroya
Whole-time Director
DIN : 00014454

A.R. Sodha
Partner
Membership No. : 031878

Pravin Naik
Chief Financial Officer

Mumbai, 20th May, 2019Mumbai, 20th May, 2019

**Notes to consolidated financial statements for the year ended March 31, 2019**

1. The consolidated financial statements include results of the Associates, consolidated in accordance with Ind AS 28 'Investment in Associates and Joint Ventures'.

Name of the Company	% Shareholding of Comfort Intech Ltd.	% Shareholding of Non-controlling interest	Consolidated as
Comfort Securities Ltd	48.94	51.06	Associate
Liquors India Ltd.	47.96	52.04	Associate
Lemonade Share & Securities Pvt. Ltd.	46.81	53.19	Associate

1.1. SIGNIFICANT ACCOUNTING POLICIES:

- I. These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle

- II. Accounting policies applicable in consolidated financial statements

Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost. Under the equity method of accounting, the investments are adjusted thereafter to recognise the Company's share of the post-acquisition profits or losses of the investee in profit and loss, and the Company's share of other comprehensive income of the investee in other comprehensive income.

1.2. SUMMARY of Significant Accounting Policies**A. Basis of Preparation:**

The consolidated financial statements of the Group comprising of Balance Sheet, Statement of Profit and Loss, Statement of changes in Equity and Cash Flow Statement together with the notes have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") as amended.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

B. Principles of Consolidation

The consolidated financial statements relate to Comfort Intech Limited and its associates. The Consolidated financial statements have been prepared on the following basis:

Investments in associates are accounted for using the equity method of accounting in accordance with Ind AS 28 'Investment in Associates and Joint Venture', after initially being recognised at cost. Under the equity method of accounting, the investments are adjusted thereafter to recognise the Company's share of the post-acquisition

profits or losses of the investee in profit and loss, and the Company's share of other comprehensive income of the investee in other comprehensive income.

The consolidated financial statements include results of the Associates stated below, consolidated in accordance with Ind AS 28 'Investment in Associates and Joint Ventures'.

Name of the Company	% Shareholding of Comfort Intech Ltd.	
	FY 17-18	FY 16-17
Comfort Securities Limited	48.94	48.94
Liquors India Limited	47.96	47.96
Lemonade Share & Securities Private Limited	46.81	46.81

C. Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

D. Revenue Recognition:

- a) Revenue from sale of goods is recognised when the following conditions are satisfied.
 - i) the Company has transferred the significant risks and rewards of ownership of the goods to the buyer which generally coincides when the goods are dispatched in accordance with the terms of sale.
 - ii) the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.
 - iii) the amount of revenue can be measured reliably
 - iv) it is probable the economic benefits associated with the transaction will flow to the Company.
 - v) the costs incurred or to be incurred in respect of the transaction can be measured reliably.
- b) As per prudential norms prescribed by Reserve Bank of India, interest income has been recognized only on standard advances given by the Company
- c) Dividend income & interest receivable from government on tax refunds are accounted as and when received.
- d) Rental income from investment property is recognized.

E. Property, Plant and Equipment:

- i) Property, plant and equipment are shown at historical cost inclusive of incidental expenses less accumulated depreciation.



- ii) Depreciation on fixed assets is calculated on a straight- line basis over the estimated useful lives of the assets as follows:

Category	Estimated Useful Lives
Office Premises	60 years
Furniture and Fixtures	10 years
Motor Vehicles	10 years
Electrical Installations and Equipments	10 years
Computer and Data Processing Units	3 years
Plant and Machinery	15 Years

- iii) Depreciation on Property, plant and equipment are added or sold during the year, is provided on pro-rata basis with reference to the date of addition/deletion.

F. Impairment of assets

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

G. Foreign Exchange Transactions:

Foreign Currency transactions are accounted for at the exchange rates prevailing at the time of recognition of income/expenditure. Foreign currency monetary items are reported using the closing rates. Exchange difference arising on reporting them at closing rate i.e. at the rate different from those at which they were initially recorded are recognized as income or expenses as the case may be. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

H. Investment Property

Investment Properties are measured using the cost model. Investment properties are measured initially at cost including transaction cost. Under Ind AS, investment properties are required to be separately presented on the face of the Balance Sheet. There is no impact on the total equity or profit as a result of this adjustment.

I. Retirement Benefits :

Gratuity and Leave encashment payments are accounted for on Payment basis.

J. Segment Reporting:

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision making body, in deciding how to allocate resources and assessing performance.

The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segments revenue is accounted on the basis of transactions which are primarily determine based on market/fare value factors. Revenue, expenses, assets and liabilities which relates to the Company as a whole and are not allocable to segments on a reasonable basis have been included under “unallocated revenues/expenses/assets/liabilities”.

K. Inventories:

Stock of Goods and under construction property are measured at lower of cost or net realizable value

L. Financial instruments:

i) Financial Assets

a. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

b. Subsequent Measurement

1. Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2. Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

c. Investment in subsidiaries, Associates and Joint Ventures

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

d. Other Equity Investments

The Company subsequently measures all equity investments at fair value. There are two measurement categories into which the Company classifies its equity instruments:



- i) **Investments in equity instruments at FVTPL:** Investments in equity instruments are classified as at FVTPL, unless the Company irrevocable elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.
- ii) **Investments in equity instruments at FVTOCI:** On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments.

e. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- iii) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- iv) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

f. Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

ii) Financial Liabilities

a) Initial Recognition and Measurement

All Financial Liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost, Fee of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

b) Subsequent measurement

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

M. Leases

Finance Lease : Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating Lease : Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Operating Lease payments / revenue are recognised on straight line basis over the lease period in the statement of profit and loss account unless increase is on account of inflation.

N. Borrowing Costs:

(a) Borrowing costs that are attributable to the acquisition, construction, or production of a qualifying asset are capitalized as a part of the cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time (generally over twelve months) to get ready for its intended use or sale.

(b) All other borrowing costs are recognized as expense in the period in which they are incurred.

O. Taxation:

Provision for income tax has been made in accordance with normal provisions of Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using tax rates and laws that have been substantively enacted as of the balance sheet date. Current and Deferred tax is recognised in Statement of Profit and Loss, except when it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

P. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculation diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

Q. Contingent Liability and Contingent Assets

A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote. Contingent assets are neither recognised nor disclosed.

Consolidated Notes to financial statements for the year ended March 31, 2019
Note - 2 :- Property, Plant and Equipment

Particulars	Gross block			Accumulated depreciation and impairment				Net block	
	Balance as at 1 April, 2018	Additions	Disposals	Balance as at 31 March, 2019	Balance as at 1 April, 2018	Depreciation / amortisation expense for the year	Other adjustments	Balance as at 31 March, 2019	Balance as at 31 March, 2018
	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)
a Office Premises	771,090	-	-	771,090	283,376	13,089	-	474,625	487,714
b Furniture and fittings	6,148,956	712,208	-	6,861,164	5,882,542	116,885	-	861,737	266,414
c Motor Vehicles	11,619,531	-	-	11,619,531	5,204,324	1,249,078	-	5,166,129	6,415,207
d Electrical Installations and Equipment	1,049,782	342,842	-	1,392,624	811,212	46,994	-	534,418	238,570
e Computers and data processing units	853,509	75,247	-	928,756	773,431	59,121	-	96,204	80,078
f Plant and Machinery	1,014,673	-	32,180	982,493	532,437	66,329	-32,180	415,907	482,236
Total	21,457,541	1,130,297	32,180	22,555,658	13,487,323	1,551,496	(32,180)	7,549,019	7,970,218
								15,006,639	

Note 3 - Investment in Property

Particulars	(Amount in INR)			
	As at March 31, 2019		As at March 31, 2018	
Investment Property*	80,293,459		80,293,459	
Less: Provision for depreciation	1,105,790	79,187,669	-	80,293,459
		79,187,669		80,293,459

* The company is in the process of ascertaining the fair value of the properties.

Note - 4 :- Investments

Particulars	As on 31.03.2019		As on 31.03.2018	
	Nos. / Units	Amount	Nos. / Units	Amount
Investment at Fair Value through Other Comprehensive Income				
In Equity Shares of Associate Companies - Unquoted Fully paid-up				
Comfort Securities Ltd. (F.V. Rs. 10/- each)	5,750,000	56,000,000	5,750,000	56,000,000
Add: Share in accumulated Total comprehensive income	-	49,234,371	-	42,674,286
	5,750,000	105,234,371	5,750,000	98,674,286
Lemonade Share & Securities Pvt. Ltd. (F.V. Rs. 10/- each)	220,000	22,000,000	220,000	22,000,000
Add: Share in accumulated Total comprehensive income	-	303,291	-	302,810
	220,000	22,303,291	220,000	22,302,810
Liquors India Limited (F.V. Rs. 10/- each)	4,200,000	54,600,000	4,200,000	54,600,000
Add: Share in accumulated Total comprehensive income	-	(29,558,794)	-	(19,056,290)
	4,200,000	25,041,206	4,200,000	35,543,710
In Equity Shares of Others- Unquoted Fully paid-up				
The Malad Sahakari Bank Ltd (F.V. Rs. 10/- each)	100	1,000	100	1,000
Total [A]	10,170,100	152,579,869	10,170,100	156,521,805
In Equity Shares of Others- Quoted Fully paid-up				
Comfort Commotrade Ltd. (F.V. Rs. 10/- each)	1,200,000	4,512,000	1,200,000	13,440,000
Himachal Futuristic Communications Ltd (F.V. Re. 1/- each)	2,290,000	52,212,000	1,590,000	41,181,000
Total [B]	3,490,000	56,724,000	2,790,000	54,621,000
TOTAL [A+B]	13,660,100	209,303,869	12,960,100	211,142,805



Note 5 - Other non-current assets

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) Balances with Statutory/Government Authorities	5,979,969	5,979,969
b) Capital Advances	46,811,200	102,388,448
TOTAL	52,791,169	108,368,417

Note 6 - Inventories

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Property under development	40,300,509	40,129,995
TOTAL	40,300,509	40,129,995

Note 7 - Investments

(Amount in INR)				
Particulars	As at March 31, 2019		As at March 31, 2018	
Investment at Fair Value through Profit and Loss				
In Equity Shares of :(Quoted fully paid up)				
Name of The Scrip	No of shares	Amount	No of shares	Amount
ACC Ltd	200	332,200	200	301,640
Luharuka Media & Infra Ltd.*	5,642,660	4,796,261	5,642,660	2,990,610
Ravi Kumar Distilleries Ltd.*	2,366,000	20,915,440	2,366,000	29,811,600
Vedanta Limited	14,250	2,618,438	14,250	3,965,775
Reliance Industries Ltd.	4,000	5,452,200	4,000	3,531,200
Grasim Industries Ltd.	825	708,015	825	869,633
Aditya Birla Capital Ltd	1,155	112,786	1,155	168,457
Ambuja Cements Ltd.	20,000	4,701,000	2,500	583,250
Ultraeche Cement Ltd.	160	639,848	160	631,656
Duncans Industries Ltd.*	105	956	105	956
Balrampur Chin	20,000	2,732,000	-	-
Hindustan Copper	10,000	489,500	-	-
JK Lakshmi Cement	3,000	1,042,950	-	-
TOTAL	8,082,355	44,541,593	8,031,855	42,854,776

* Demat account in which these Investments are held is freeze and company has applied to H'able High Court at Hyderabad for Unfreeze of Demat account as company is not party to the matter with respect to which account has been frozen

Note 8 - Trade Receivables

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) Due for a period exceeding six months		
- Unsecured, considered good	3,356,412	19,749,134
- Doubtful	7,749,428	-
Less: Provision for Doubtful Debts	(1,549,900)	-
	<u>9,555,940</u>	<u>19,749,134</u>
	9,555,940	19,749,134
b) Others		
- Unsecured, considered good	144,558,519	82,729,576
- Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	<u>144,558,519</u>	<u>82,729,576</u>
	144,558,519	82,729,576
TOTAL	<u>154,114,459</u>	<u>102,478,709</u>

Note 9 - Cash & Bank Balances

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Cash & Bank Balances		
a) Balances with Banks :		
- Current Accounts	2,293,241	52,399,321
- Deposit Accounts (Under lien with Banks)	114,314,499	130,814,499
	<u>116,607,740</u>	<u>183,213,820</u>
b) Cash-in-hand	70,216	82,078
TOTAL	<u>116,677,957</u>	<u>183,295,898</u>

Note 10 - Loans

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) Advances recoverable in cash or in kind for value to be received		
i) Advances Considered good & in respect of which Company is fully secured	209,697,900	339,345,821
ii) Advances Considered good for which Company holds no Security other than personal security	100,170,550	6,259,100
	<u>309,868,450</u>	<u>345,604,921</u>
iii) Sub-Standard Advances in respect of which Company is:		
(a) Secured	-	-
(b) Unsecured	-	-
Doubtful (Secured)	400,500	400,500
	<u>400,500</u>	<u>400,500</u>
b) Other Advances	26,000	34,703
TOTAL	<u>310,294,950</u>	<u>346,040,124</u>



Note 11 - Financial Current Assets : - Others

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) Security deposits	5,112,500	4,523,500
b) Advance to Suppliers	22,103,164	12,768,041
TOTAL	27,215,664	17,291,541

Note 12 - Other Current Assets

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) FDR Interest Receivable	3,861,004	2,041,370
b) Prepaid Expenses	32,058	27,621
c) Business Advance	163,249,000	3,399,000
TOTAL	167,142,061	5,467,991

Note 13 - Share Capital

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Authorised :		
400,00,000 Equity Shares (Previous Year 400,00,000) of Rs. 10/- each	400,000,000	400,000,000
TOTAL	400,000,000	400,000,000
Issued and Subscribed :		
3,19,97,154 Equity Shares (Previous Year 3,19,97,154) of Rs. 10/- each	319,971,540	319,971,540
TOTAL	319,971,540	319,971,540
Paid-up share capital :		
3,19,93,808 Equity Shares (Previous Year 3,19,93,808) of Rs. 10/- each	319,938,080	319,938,080
TOTAL	319,938,080	319,938,080

(a) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Number of shares at the beginning of the year	319,938,080	319,938,080
Add: Number of Shares allotted fully paid up during the year	-	-
Less: Number of Shares bought back during the year	-	-
Number of shares outstanding as at the end of the year	319,938,080	319,938,080

(b) Rights, preferences and restrictions attached to shares

The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. The dividend proposed by the Board of Directors is Rs. 95,98,142/- (PY 31,99,381/-)

and is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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 amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

(c) The details of shareholders holding more than 5% shares.

Name of the Shareholders	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% held	No. of Shares	% held
Luharuka Investment & Consultants Pvt Ltd	78,449,224	24.52%	78,449,224	24.52%
Luharuka Exports Private Limited	77,385,444	24.19%	77,385,444	24.19%

Note 14 - Deferred Tax Liabilities

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Deferred Tax Liabilities	6,508,999	5,781,180
Add / Less: During the Year	(1,641,699)	727,819
TOTAL	4,867,299	6,508,999
Components of Deferred Tax liabilities		
Deferred Tax Liabilities/(Assets) in relation to:		
a) Property, plant and Equipment	(169,144)	(92,463)
b) Current Investments	5,036,443	6,601,462
TOTAL	4,867,299	6,508,999

Note 15 - Short Term Borrowings

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Loans repayable on demand		
From banks		
Secured *	38,384,114	17,230,038
Unsecured	-	-
	38,384,114	17,230,038
TOTAL	38,384,114	17,230,038

* Secured loans are lien on FDR kept with bank.
The interest rate on this facility is FD Interest Rate+1%



Note 16 - Trade Payables

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Current payables (including acceptances) outstanding for less than 12 months	125,456,705	47,476,643
TOTAL	125,456,705	47,476,643

Note 17 - Other financial liabilities

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) Security Deposits from Tenants	587,000	2,221,000
b) Outstanding Liabilities for Expenses	2,617,828	4,147,914
c) Un-paid dividend	1,094,801	-
TOTAL	4,299,629	6,368,914

Note 18 - Provisions

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
a) Contingent provision for Standard Advances	1,480,550	1,480,550
b) Contingent provision for Sub-Standard Advances	-	-
c) Provision for doubtful debts	210,000	210,000
TOTAL	1,690,550	1,690,550

Note 19 - Current Tax Liabilities

Particulars	(Amount in INR)	
	As at March 31, 2019	As at March 31, 2018
Provision for Taxation (net of Advance tax & TDS)	2,683,882	6,422,950
TOTAL	2,683,882	6,422,950

Note 20 - Revenue from Operations

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Income from Operation		
Sales of Goods	485,614,169	102,577,529
Interest Received		
From Loans & Advances	10,548,388	84,608,636
From Term deposits	10,492,573	3,353,262
Rent Received	5,166,500	6,351,000
(A)	511,821,630	196,890,427
(b) Other operating Income		
Dividend Received	526,784	1,407,544
Income from Investment in Mutual Fund	-	1,377,044
Port Charges	4,565,965	4,446,700
Terminal handling Charges	20,093,310	14,724,643
Wharfage Charges	2,617,496	2,397,849
Profit/(loss)from Sale of Equity Instruments held for trading (from 01st Oct, 2018)	243,121	-
Change in Fair Value of Equity Instruments held for trading (from 01st Oct, 2018)	(357,035)	-
(B)	27,689,641	24,353,779
TOTAL (A+B)	539,511,271	221,244,207

Note 21 - Other Income

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Misc Income	265,230	343,335
Interest on I.Tax refund	-	29,350
Compensation for delay in work	8,560,862	8,656,254
Profit/(loss)from Sale of Current Investments (upto 30th Sept., 2018)	317,972	(67,458)
Change in Fair Value of Current Investments (upto 30th Sept., 2018)	(5,959,520)	2,746,196
TOTAL	3,184,544	11,707,677



Note 22 - Purchases

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Goods	448,180,124	95,866,746
Port Charges	4,417,465	4,361,550
Terminal handling Charges	19,560,158	13,880,993
Wharfage Charges	2,303,396	2,081,649
Custom Clearing & Forwarding Charges	5,990,676	1,105,438
Transport Charges	13,718,155	1,474,348
Loss on exchange fluctuation	1,871	356,316
TOTAL	494,171,845	119,127,041

Note 23 - Changes in Inventories of Stock-in-trade

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Inventories at the end of the year		
Goods	-	-
Properties (under development)	40,300,509	40,129,995
Inventories at the beginning of the year		
Goods	-	585,646
Properties (under development)	40,129,995	40,129,995
Net (Increase) / Decrease in Inventories	(170,514)	585,646

Note 24 - Employment Benefit Expenses

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Salaries , Bonus & Allowances	14,514,346	8,282,035
Staff Welfare Expenses	641,892	313,937
Staff Insurance Expenses	96,540	131,922
Staff PF Expenses	283,998	-
TOTAL	15,536,776	8,727,894

Note 25 - Financial Costs

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest Expenses	2,004,239	1,821,649
TOTAL	2,004,239	1,821,649

Note 26 - Other Expenses

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Advertisement Expenses	47,352	50,960
Annual Listing Fees	250,000	250,000
Bad debts W/off	-	16,700,914
Business Pomotion Expenses	908,765	1,008,279
Bank Charges	1,554,276	307,231
Charities & Donation	25,000	25,000
Custodial Fees	132,362	150,000
Conveyance Expenses	269,160	350,374
Commission & processing fee paid	1,304,451	715,250
Corporate Social Responsibility	501,000	-
Director's Sitting fees	220,000	220,000
Electricity Expenses	1,191,247	1,191,889
Legal & Professional Fees	2,394,630	3,287,841
Insurance Expenses	164,870	202,846
Motor Car Expenses	1,520,302	616,747
Rates & Taxes	173,014	2,500
Payments to Auditors :		
- Audit & Tax Audit fees	2,50,000	2,25,000
- For Other Services	-	-
Repairs & Maintenance to Other Assets	356,576	253,851
Rent Expense	1,320,000	1,805,000
Share Trading Expenses	184,700	13,700
Telephone , Telex and Postage	374,015	476,096
Travelling Expenses	2,491,643	3,978,779
Printing & Stationery	293,020	194,003
Provision on debtors	1,549,900	-
Other Expenses	2,432,234	3,270,515
TOTAL	19,908,515	35,296,775



Note 27 - Earnings Per Equity Share

Particulars	(Amount in INR)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Net profit after tax attributable to equity shareholders for		
Basic EPS	1,185,027	36,733,117
Add/Less: Adjustment relating to potential equity shares		
Net profit after tax attributable to equity shareholders for	1,185,027	36,733,117
Diluted EPS		
(b) Weighted average no. of equity shares outstanding during the year		
For Basic EPS	31,993,808	31,993,808
(c) Face Value per Equity Share (Rs.)	10.00	10.00
Basic EPS	0.04	1.15

28. Contingent liabilities & Commitments:

(Amount in INR)		
Particulars	2018-2019 (Rs.)	2017-2018 (Rs.)
i) Contingent Liabilities		
a) Claims against the Company / Disputed Liabilities, not acknowledged as Debt	*22,52,550	*22,52,550
b) Corporate Guarantee and Security given for loans availed by related party (Sanctioned limit Rs.10,00,00,000/-)	6,25,29,552	6,80,59,398
c) Income Tax demand (Appeal has been filed against the order)	2,75,89,100	-
ii) Commitments :		
Estimated amount of contracts remaining to be executed on capital account	-	-

*The Company has made security deposit of Rs. 25,12,500/- in favour of "The Registrar City Civil & Session Court" as per pay order no. 757810 dated 20.01.2017

29. Auditors' Remuneration	(Amount in INR)	
	2018-2019	2017-2018
For Audit Fees	Rs. 2,50,000	Rs. 2,25,000
	<u>Rs. 2,50,000</u>	<u>Rs. 2,25,000</u>
30. Earnings per Share:	2018-2019	2017-2018
Basic & Diluted	Rs. 0.04	Rs. 1.15

31. Advances recoverable in cash or in kind or for value to be received in respect of which company is fully secured includes:-

Particulars	2018-2019 (Rs.)	2017-2018 (Rs.)
Secured against Immovable Property	4,00,500	4,00,500
Secured against Shares	20,96,97,900	33,93,45,821

32. Foreign Currency Transactions:

Particulars	2018-2019(Rs.)	2017-2018(Rs.)
Outgo:		
Purchase of Goods (Import)	8,00,16,340	5,19,60,034
Earnings:	Nil	Nil

33. Balances of the Sundry Debtors, Loans and Advances and Sundry Creditors are subject to confirmation and resultant reconciliation, if any.
34. There are no dues to Micro and Small Enterprises as at 31st March, 2019. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

35. **Disclosure pursuant to Ind AS – 108: OPERATING SEGMENTS**
BUSINESS SEGMENTS

(Rs. In Lakhs)

Sr. No.	Particulars	Year ended	
		31-Mar-19	31-Mar-18
		Audited	Audited
1	Segment Revenue		
	a) Trading in Goods	5128.91	1241.47
	b) Trading in Shares /Mutual Funds	-52.29	54.63
	c) Financing	210.41	879.62
	d)Leasing of Immovable Properties	51.665	63.51
	e)Others	0.00	0.00
	Less: Inter Segment Revenue		
	Total Income from Operations	5338.70	2239.23
2	Segment Results:		
	[Profit before Depreciation, Tax and Finance Costs from each segment]		
	a) Trading in Goods	171.69	14.47
	b) Trading in Shares	-54.13	54.50
	c) Financing	210.41	742.48
	d)Leasing of Immovable Properties	51.67	57.51
	e) Others	0.00	0
	Total	379.63	868.96



Sr. No.	Particulars	Year ended	
		31-Mar-19	31-Mar-18
		Audited	Audited
	Less:(i) Finance Costs	20.04	18.22
	(ii) Depreciation	26.57	13.31
	(ii) Other un-allocable expenditure net off Un-allocable Income	247.14	176.81
	Profit from ordinary activities before tax	85.88	660.62
3	Segment Assets		
	a) Trading in Goods	1,777.61	1,275.96
	b) Trading in Shares	445.42	432.46
	c) Financing	3,102.95	3,460.40
	d) Leasing of Immmovable Properties	791.95	803.21
	e) Unallocable	5,973.27	5,481.31
	Total Segment Assets	12091.19	11453.34
4	Segment Liabilities		
	a) Trading in Goods	1254.57	474.77
	b) Trading in Shares	0.00	0.00
	c) Financing	16.91	16.91
	d) Leasing of Immmovable Properties	0.00	16.44
	e) Unallocable	10819.72	10945.23
	Total Segment Liabilities	12091.19	11453.34

36. In accordance with Accounting standard 'AS-18' relating to Related Party Disclosures, information pertinent to related party transaction is given as under:-

Parties Where Control Exists: None

Parties with whom transaction have taken place.

A. Name of the related parties & description of relationship

- a) Key Managerial Personnel :** Mr. Bharat Shiroya (Whole Time Director & Promoter)
Mr. Anil Agrawal (Managing Director & Promoter)
Mr. Pravin A Naik (CFO)
Mr. Swapnil Daffe (CS) (resigned on January 16, 2019)
- b) Promoters and their relatives :** Mrs. Annu Agrawal (Director & Promoter)
Miss. Deepika Agrawal (Relative)
Mr. Ankur Agrawal (Relative)
Mrs. Aayushi Agrawal (Relative)
Anil Agrawal –HUF (Promoter)
Luharuka Exports Pvt. Ltd. (Promoter)
Luharuka Investment & Consultants Pvt. Ltd. (Promoter)
M/s Luharuka Travels & M/s Luharuka Enterprises
(Proprietorship concerns of Mr. Pradeep Agrawal, brother of Managing Director i.e. Anil Agrawal)

c) Associate Companies : Comfort Securities Ltd
Liquors India Ltd.
Lemonade Share & Securities Pvt. Ltd.

d) Group Company : Flora Fountain Properties Ltd.
Comfort Fincap Ltd.

B. Transactions during the year with related parties: -

Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Associates / Group Companies
1	Capital Advance given			
	Comfort Capital Pvt. Ltd.	-	-	-
	Comfort Fincap Ltd.	-	-	(4,25,00,000)
	Capital Advance received back			
	Comfort Capital Pvt. Ltd.	-	-	-
		-	-	(6,35,00,000)
	Comfort Fincap Ltd.	-	-	-
		-	-	(4,25,00,000)
2	Loan given			
	Liquors India Limited	-	-	-
		-	-	(35,00,000)
	Flora Fountain Properties Limited			6,33,00,000
				-
	Comfort Fincap Limited			11,55,00,000
				-
	Comfort Securities Limited			7,50,00,000
				-
	Loan received back			
	Liquors India Limited	-	-	-
		-	-	(4,31,00,000)
	Flora Fountain Properties Limited			6,33,00,000
				-
	Comfort Fincap Limited			2,35,00,000
				-
	Comfort Securities Limited			7,50,00,000
				-
3	Business Advance			
	Liquors India Limited			15,88,50,000
				-
4	Security deposit paid			
	Annu Agrawal	-	10,00,000	-
		-	(10,00,000)	-



Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Associates / Group Companies
	Anil Agrawal –HUF	-	10,00,000	-
		-	(10,00,000)	-
	Security deposit received back			
	Annu Agrawal		2,00,000	
			-	
	Anil Agrawal –HUF		12,00,000	
			-	
5	Expenses			
	Brokerage Paid			
	Comfort Securities Limited	-	7,847	-
		-	-	-
	Demat Charges Paid			
	Comfort Securities Limited	-	5,032	-
		-	(2,164)	-
	Office Rent Paid			
	Annu Agrawal	-	6,60,000	-
		-	(6,00,000)	-
	Anil Agrawal –HUF	-	6,60,000	-
		-	(6,00,000)	-
	Remuneration			
	Anil Agrawal	46,96,667	-	-
		(38,75,000)	-	-
	Pravin A Naik	7,36,019	-	-
		(6,68,119)	-	-
	Swapnil Dafle	5,11,869	-	-
		(5,17,707)	-	-
	Travelling Expenses			
	Luharuka Travels	-	5,94,098	-
		-	(1,42,337)	-
	Director Sitting fee Paid			
	Annu Agrawal		40,000	
			(55,000)	
6	Income			
	Office Rent Received			
	Comfort Securities Limited	-	-	60,000
		-	-	(35,000)
	Interest Income Received			
	Comfort Capital Pvt. Ltd.	-	-	-
		-	-	(67,42,035)
	Comfort Fincap Ltd.	-	-	39,86,205
		-	-	(13,26,429)
	Liquors India Limited	-	-	-
		-	-	(21,78,000)

Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Associates / Group Companies
	Comfort Securities Limited			6,64,570 -
	Flora Fountain Properties Limited			14,52,431 -

Figure in bracket relates to previous year.

37. The Previous years figures have been regrouped / rearranged / reclassified wherever necessary. Amounts and other disclosures for the preceding financial year are included as an integral part of current year's financial statements.

As per our report of even date

For A. R. Sodha & CO.
Chartered Accountants
Firm Reg. No.: 110324W

Anil Agrawal
Managing Director
DIN : 00014413

Bharat Shiroya
Whole-time Director
DIN : 00014454

A.R. Sodha
Partner
Membership No. : 031878

Pravin Naik
Chief Financial Officer

Mumbai, 20th May, 2019

Mumbai, 20th May, 2019

COMFORT INTECH LIMITED**CIN: L74110DD1994PLC001678****Registered Office:** 106, Avkar Algani Nagar, Kalaria, Daman, Daman & Diu, 396210**Corporate Office:** A/301, Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai - 400 064,**Tel:** 022-2844-9765/ 66/ 67; **Fax:** 022-2889-2527; **E-mail:** info@comfortintech.com; **Website:** www.comfortintech.com**ATTENDANCE SLIP****TWENTY FIFTH ANNUAL GENERAL MEETING**

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

I hereby record my presence at the Twenty Fifth Annual General Meeting of the Company to be held on Saturday, September 14, 2019 at 04.30 P.M. at The Gold Beach Resort, Plot No. 2/1-B & 2/1-C, Devka Beach Road, Marwad, Nani Daman, Daman - 396210 (U.T of Daman and Diu).

Full Name of the Member (IN BLOCK LETTERS) _____

DP ID: _____-Client ID: _____Folio No. _____ No. of shares held _____

Full Name of Proxy (in BLOCK LETTERS) _____

Member's Proxy Signature _____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

COMFORT INTECH LIMITED**CIN: L74110DD1994PLC001678****Registered Office:** 106, Avkar Algani Nagar, Kalaria, Daman, Daman & Diu, 396210**Corporate Office:** A/301, Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai - 400 064,**Tel:** 022-2844-9765/ 66/ 67; **Fax:** 022-2889-2527; **E-mail:** info@comfortintech.com; **Website:** www.comfortintech.com**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address:	
E-mail ID:	
Folio/ DP ID- Client ID	

I/We, being the member (s) holding shares of Comfort Intech Limited, hereby appoint:

1. Name :
Address :
E-mail ID : Signature: or failing him/her
2. Name :
Address :
E-mail ID : Signature: or failing him/her
3. Name :
Address :
E-mail ID : Signature: or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the 25th (Twenty Fifth) Annual General Meeting of the Members of Comfort Intech Limited to be held on Saturday, September 14, 2019 At 04.30 p.m. at the Gold Beach Resort, Plot No. 2/1-B & 2/1-C, Devka Beach Road, Marwad, Nani Daman, Daman- 396210 (U.T of Daman and Diu) and/or at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote(s) given	
Ordinary Business: Ordinary Resolution		For	Against
1	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2019, together with the Reports of the Board of Directors' and Auditor's thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019 and the Report of the Auditors' thereon.		
Special Business: Ordinary Resolution			
2	To appoint Mr. Ankur Anil Agrawal (DIN: 06408167) as a Non-Executive- Non-Independent Director of the Company		
Special Business: Special Resolution			
3	To appoint Mr. Milin Jagdish Ramani (DIN: 07697636), as Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years i.e. from June 29, 2019 to June 28, 2024		
4	To approve and ratify the Related Party Transactions		

Signed this _____ day of ____ 2019

Signature of Member _____ Signature of Proxy Holder(s) _____

Affix
Revenue
Stamp

Notes:

1. This form in order to be effective should be duly completed and deposited at the Corporate Office of the company, not less than 48 hours before the commencement of the meeting.
2. For the Notes, resolutions and Explanatory Statement, please refer to the Notice of the 25th Annual General Meeting.
3. It is optional to put number of votes in the appropriate column against the Resolutions indicated in the Box, so that the Proxy should vote accordingly. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate. Please note that the total number of votes given cannot exceed the number of shares held for each and every resolution.
4. Please complete all details of member(s) in the above box before submission.





If undelivered Please return to;

COMFORT INTECH LIMITED

Corporate Office: A-301, Hetal Arch S.V. Road,
Malad (West) Mumbai - 400 064.