



COMFORT FINCAP LIMITED

40TH ANNUAL REPORT 2021-22



COMFORT FINCAP LIMITED

Annual Report 2021-2022

BOARD OF DIRECTOR AND KMP'S

Mr. Ankur Agrawal	: Executive Director, Chairperson
Mr. Devendra Lal Thakur	: Additional Director (Non-Executive - Independent Director)
Mr. Milin Ramani	: Non-Executive - Independent Director;
Mrs. Apeksha Kadam	: Non-Executive - Non-Independent Woman Director
Mrs. Nirmala Kanjar	: Chief Financial Officer
Mr. Bharat Shiroya	: Chief Executive Officer
Ms. Sneha Mandelia	: Company Secretary and Compliance Officer

CIN: L65923WB1982PLC035441

REGISTERED OFFICE

22, Camac Street, Block 'B', Ground Floor,
Behind Pantaloons, Kolkata, West Bengal, 700016

CORPORATE OFFICE

301, 3rd Floor, A Wing, Hetal Arch,
S. V. Road, Malad (West), Mumbai 400064
Tel: 91-22-68948508/09
Fax: 91-22-28892527
Email: info@comfortfincap.com
Website: www.comfortfincap.com

REGISTRARS AND SHARE TRANSFER AGENTS

M/s. Bigshare Services Private Limited
Office No S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai - 400093, India.
Tel: 022-62638200
Fax: 022-62638299
Website: www.bigshareonline.com
Email ID: investor@bigshareonline.com

BANKERS

Union Bank of India
IDBI Bank Limited

STATUTORY AUDITORS

M/s. A. R. Sodha & Co., Chartered Accountants

INTERNAL AUDITORS

M/s. ASHP & Co.LLP. Chartered Accountants

SECRETARIAL AUDITOR

M/s Mitesh J. Shah & Associates, Company Secretaries

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40th Annual General Meeting

Day & Date	Wednesday, September 21, 2022
Time	11:00 A.M.
Venue	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING (“AGM / THE MEETING”) OF THE MEMBERS OF COMFORT FINCAP LIMITED “(THE COMPANY)” WILL BE HELD ON WEDNESDAY, SEPTEMBER 21, 2022, AT 11:00 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), 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, 2022, 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, 2022 and the Report of the Auditor’s thereon.
2. To appoint a director in place of Mrs. Apeksha Kadam (DIN: 08878724), who retires by rotation and being eligible, offers herself for re-appointment.

3. To re-appoint Statutory Auditors and in this regard, to consider and if thought fit, pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 139, 141, 142 of the Companies Act, 2013 (“the Act”), read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and other applicable provisions, if any (including any statutory amendments or modifications or reenactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, M/s. A. R. Sodha & Co., Chartered Accountants (FRN 110324W), be and is hereby re-appointed as Statutory Auditors of the Company to hold office for the second term from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the forty fifth AGM to be held in the year 2027 at such remuneration plus out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

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.”

SPECIAL BUSINESS:

4. To re-appoint Mr. Devendra Lal Thakur (DIN: 00392511), as Non-Executive-Independent Director on the Board.

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

“RESOLVED THAT pursuant to provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV of the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and such other provisions, regulations, circulars, directions and guidelines as may be applicable (including any statutory modifications or reenactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, respectively, Mr. Devendra Lal Thakur (DIN: 00392511) who was appointed as Additional Director of the Company in the category of Non-Executive-Independent Director for the

second term of five years w.e.f. October 20, 2021 and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act 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(1) of the Act from a member proposing him as a candidature for the office of Non-Executive-Independent Director, be and is hereby re-appointed as Non-Executive-Independent Director on the Board of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from October 20, 2021 till October 19, 2026.

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."

5. To ratify and approve the Related Party Transactions.

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

"RESOLVED THAT pursuant to the provisions of sections 185, 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI 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 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. 2021-22 and 2022-23 and onwards in the ordinary course of business and on arm's length basis with related Party/ies and / or with a person in whom any of the director of the Company is interested within the meaning of the Act and SEBI Listing Regulations, as per below framework:

Name of the Related Party	Comfort Intech Limited	Comfort Commotrade Limited	Luharuka Commotrade Private Limited	Luharuka Investment & Consultant Private Limited	Luharuka Sales & Services Private Limited	Luharuka Export Private Limited	Comfort Capital Private Limited	Luharuka Media and Infra Limited	Flora Fountain Properties Limited	Comfort securities Limited	Deepika Agrawal
Name of the Director or Key Managerial Personnel who is/ may be related	Mr. Ankur Agrawal and Mrs. Apeksha Kadam								Mr. Ankur Agrawal	Mrs. Apeksha Kadam	
Nature of Relationship	Common Directors										Related to Mr. Ankur Agrawal, Director of the Company.
Nature and particulars of the contract / arrangement	Transaction(s) in the nature of providing of Inter - Corporate loan(s) and / or Inter - corporate deposits / business advance for and / or availing and / or providing guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by entities, for business purpose only and being entities under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to sub-section 2(b) of Section 185 of Companies Act, 2013.										
Material terms of the contract / arrangement	On Arms' length basis.										
Ratification of Monetary value of the contract / arrangement entered into F.Y. 2020-21	-	Rs. 22 Crore	-	-	-	-	-	-	-	Rs. 31 Crore	-
Monetary value of the contract / arrangement for F.Y. 2021-22 and onwards	Rs. 30 Crore	Rs. 40 Crore	Rs. 10 Crore	Rs. 10 Crore	Rs. 10 Crore	Rs. 10 Crore	Rs. 10 Crore	Rs. 10 Crore	Rs. 30 Crore	Rs. 40 Crore	Rs. 20 Crore

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.
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.”

6. To consider and approve waiver of recovery of excess managerial remuneration paid to Mr. Ankur Agrawal (DIN: 06408167), Executive Director and Chairperson for the financial year ended March 31, 2022.

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

“RESOLVED THAT pursuant to the provisions of sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and on recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals as may be required, consent of the members be and is hereby accorded to ratify and approve waiver of recovery of the excess remuneration amounting to Rs. 14,40,310/- (Rupees Fourteen Lakh Forty Thousand Three Hundred and Ten only) paid to Mr. Ankur Agrawal (DIN: 06408167), Executive Director and Chairperson of the Company for the financial year 2021-22, which is in excess of the limits prescribed under section 197 of the Act 2013 and the limits as approved by the Board and members.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

7. To approve the remuneration payable to Mr. Ankur Agrawal (DIN: 06408167), Executive Director and Chairperson.

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

“RESOLVED THAT pursuant to the provisions of sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant sub-regulation (6) (e) of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be required, consent of the members be and is hereby accorded to confirm and pay the remuneration amounting to Rs. 42,00,000/- (Rupees Forty-Two Lakh only) per annum w.e.f. April 01, 2022 to Mr. Ankur Agrawal (DIN: 06408167), Executive Director and Chairperson of the Company, which is in excess of the limits prescribed under section 197 of the Act.

The remuneration payable to Mr. Ankur Agrawal w.e.f. April 01, 2022 is as detailed below:

- a. Remuneration: Rs. 42,00,000/- (Rupees Forty-Two Lakh only) per annum w.e.f. April 01, 2022 + maximum of 10% to 15% increment every year;
- b. Others:
 1. Conveyance: Actual;
 2. Medical expenses (including Medical Insurance): Actual incurred in India or abroad (including family members) these facilities will not be considered as perquisites;
 3. Mr. Ankur Agrawal will be entitled to leave as per the rules of the Company as are applicable to other staff members of his category;
 4. Whenever Mr. Ankur Agrawal is required to travel outstation within India and abroad on Company's duty, he shall be paid in the following manner (including for spouse): a) Executive, first class Air Fare / Charter / First Class AC Rail Fare b) Actual expenses to cover stay in hotels and cost of local conveyance;
 5. Leave encashment will be provided as per the normal rules of the Company and encashment of such leave at the end of the tenure of service shall not be included in the computation of ceiling of remuneration or perquisites as aforesaid;
 6. Bonus as per the rules of the Company.

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year during his tenure as an Executive Director, the Company has no profit or inadequate profit, Mr. Ankur Agrawal shall be entitled to aforesaid remuneration subject to provisions of the limits specified in Part II of the Schedule V of the Companies Act, 2013 or if part II of the Schedule V of the Act are not met then the Company hereby approves the remuneration as decided above.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution."

**BY ORDER OF THE BOARD OF DIRECTORS
OF COMFORT FINCAP LIMITED**

**Sd/-
ANKUR AGRAWAL
CHAIRPERSON & DIRECTOR
DIN: 06408167**

DATE: AUGUST 02, 2022

PLACE: MUMBAI

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the special business to be transacted at the ensuing AGM under item nos. 4, 5, 6 and 7 is considered to be unavoidable by the Board and hence, is annexed hereto. Further, details in respect of re-appointment of statutory auditors as per requirement of regulation 36(5) of the SEBI Listing Regulations under item no. 3 are also annexed. The term Member(s) or Shareholder(s) are used interchangeably in this notice.
 2. Further, a brief resume of each of the Director proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of Companies in which they hold the Directorship and Membership/ Chairpersonship of Board and Committees, Shareholding and relationship between directors inter-se as stipulated under Regulation 36(3) of the SEBI Listing Regulation and other requisite information as per Secretarial Standard-2 on General Meetings, are attached herewith.
 3. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated 08th April, 2020, and 13th April, 2020, respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder on account of the threat posed by Covid-19" and circular nos. 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022, dated 05th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021 and 05th May, 2022 respectively in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)-reg." (collectively referred to as 'MCA Circulars') permitted the Companies whose AGMs are due in the year 2022, to conduct their AGMs on or before 31st December, 2022 through VC / OAVM, without the physical presence of the members at a common venue and also provided relaxation from dispatching of physical copies of Notice of AGM and financial statements for year 2022 and considering the above MCA Circulars, Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" ('SEBI Circular') provided relaxation upto 31st December, 2022, from Regulation 36(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") which requires sending hard copy of the Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ('Act') to the shareholders who have not registered their email addresses. In compliance with the MCA Circulars and SEBI Circular, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
 4. In case of joint holders attending the meeting through VC / OAVM, only such joint holder whose name appears as the first holder in the order of names will be entitled to vote.
 5. The Company has appointed, Mrs. Ramadevi Venigalla, Practicing Company Secretary (Membership no. FCS 7345 and CP no. 17889) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 6. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote thereat.
 7. Institutional / Corporate Members (i.e. other than Individuals/HUF/NRI, etc.) are required to send the scanned copy of the Board Resolution (PDF /JPG Format) authorizing their representatives to attend the meeting through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address to ramavenigalla@gmail.com with a copy marked to evoting@nsdl.co.in.
- Book Closure: The Register of Members and Share Transfer Books of the Company shall remain closed from September 15, 2022 till September 21, 2022 for the purpose of the AGM.
8. Transfer of Unclaimed Dividend Amount and Shares to the Investor Education and Protection fund ("IEPF") Authority:

Pursuant to the Section 124 and other 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 re-enactment(s) thereof for the time being in force), the Company will be transferring the unclaimed and unpaid dividend of the Financial Year 2014-15 from its Unpaid Dividend Account to Investor Education and Protection Fund (hereinafter referred to as "IEPF"). Further all the shares in respect of which dividend remaining unpaid shall also be transferred IEPF Authority. The Company has published a newspaper advertisement and has sent individual correspondence to the shareholders whose dividend are lying unpaid and unclaimed for 7 years from the date of transfer to Unpaid Dividend Account of the Company and whose shares are due for transfer to IEPF Authority and the same is made available on website of Company at <http://www.comfortfincap.com/Investorrelation>.

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 Final Dividends from Financial Year 2014-15 and 2015-16 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 member's interest to claim any un-encashed 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.

9. Members holding shares in physical mode are requested to intimate changes, if any, pertaining to their postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), specimen signature, bank details such as name of the bank and branch details, bank account number, etc to the Company's Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The said forms can be downloaded from the Company's website: <http://www.comfortfincap.com/Investorrelation>. The Company has sent letters to members holding shares in physical mode for furnishing the required details.
10. As per the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website: <http://www.comfortfincap.com/Investorrelation>.

Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialised form and to the Company's Registrar and Transfer Agent in case the shares are held in physical form.

11. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Further all members holding shares in physical mode are required to compulsory link their PAN Card and Aadhaar Card. The folios wherein any one of the said document/ details are not updated and/or PAN Card and Aadhaar Card are not linked on or after April 01, 2023 shall be frozen by the RTA.

12. Pursuant to SEBI Notification No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January, 2022, Company shall issue securities in dematerialise form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, format of which is available on the Company's website at: <http://www.comfortfincap.com/Investorrelation>. Further, members holding shares in physical form are requested to take action to dematerialise the Equity Shares, promptly to avoid inconvenience in future.
13. In compliance with the aforesaid MCA circulars and SEBI circular Notice of the AGM along with Annual Report 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Furthermore, the hard copy of the Annual Report including Notice of AGM for Financial Year 2021-22 has not been sent to any member, unless any member has requested for the same. Members may note that the Notice and the Annual Report 2021-22 will also be available on the Company's website i.e. <http://www.comfortfincap.com/Investorrelation>, websites of the stock exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com (agency for providing the Remote e-Voting facility).
14. 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 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 Private Limited, Registrar and Share Transfer Agent (RTA) of the Company, for sending various Notices, Dividend intimation and other documents through E-mail, in case they have not registered the same. Those members who have changed their E-mail ID/ Addresses are requested to update their new E-mail ID / Addresses with RTA, in case the shares are held in physical form and with the Depository Participants where shares are held in demat mode, in case they have not already updated the same.
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. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act will be available for inspection during the AGM. All the relevant documents referred to in the accompanying Notice are made available for inspection by members at the Corporate Office of the Company on all working days (From Monday to Friday) during the business hours up to the date of AGM.
17. The Members, desiring any information pertaining to the accounts or business to be transacted at the AGM, are requested to write to the Company at the Corporate Office of the Company, situated at A-301, Hetal Arch, S. V. Road, Malad (West), Mumbai-400064 or send an email to info@comfortfincap.com, mentioning their name, DP ID, Client ID number/folio number and mobile number on or before 5:00 P.M. IST, Thursday, September 15, 2022, to enable us to keep the requisite information ready.
18. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th 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 or actually exercising significant influence or control over the Company. If any members holding shares in the Company on behalf of other or fulfilling the criteria specified under Section 90 of Act read with relevant rules, SBO 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.

19. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.

20. Process and Manner of E-voting:

- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM, since AGM is being held through VC / OAVM. Hence, Proxy Form is not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and Regulation 44 of SEBI Listing Regulations (as amended from time to time), and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/ 2020/242 dated December 09, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The instructions for e-voting are given herein below.
- Members have the option to cast their vote on any of the resolutions using the remote e-voting facility either during the period commencing from September 18, 2022 at 9:00 A.M. IST to September 20, 2022 at 5:00 P.M. IST or e-voting during the AGM. If a Member casts vote(s) by both modes, the voting done through remote e-voting shall prevail and vote(s) cast at the AGM shall be treated as "INVALID". Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- AGM has been convened through V.C/OAVM in compliance with applicable provisions of the Act read with Ministry of Corporate Affairs Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 2/2021 dated January 13, 2021, Circular No.19/2021 dated 08th December, 2021, Circular No.21/2021 dated 14th December, 2021 and Circular No.02/2022 dated 05th May 2022.

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

The remote e-voting period begins on September 18, 2022 at 9:00 A.M. (IST) and ends on September 20, 2022 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 14, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.