



COMFORT COMMOTRADE LIMITED

15TH ANNUAL REPORT 2021-22



BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mrs. Apeksha Kadam	: Non-Executive - Non-Independent Woman Director, Chairperson;
Mr. Rajeev Pathak	: Whole Time Director and Chief Financial Officer;
Mr. Ankur Agrawal	: Non-Executive - Non-Independent Director
Mr. Devendra Lal Thakur	: Non-Executive - Independent Director;
Mr. Milin Ramani	: Non-Executive - Independent Director;
Mr. Sunny Ganatra	: Company Secretary and Compliance Officer (w.e.f. February 03, 2022)

CIN: L51311MH2007PLC175688

REGISTERED AND CORPORATE OFFICE

A-301, Hetal Arch, Opp. Natraj Market,
S. V. Road, Malad (West), Mumbai 400064;
Tel: 91-22-68948508/09;
Fax: 91-22-28892527;
Email: ipo-commotrade@comfortsecurities.co.in;
Website: <http://www.comfortcommotrade.com>.

STATUTORY AUDITOR

M/s. Gupta Shyam & Co., Chartered Accountants

INTERNAL AUDITOR

M/s. ASHP & Co. LLP, Chartered Accountants;
M/s. RL Agrawal & Associates (for Stock Broking Division)

SECRETARIAL AUDITOR

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

WHOLLY OWNED SUBSIDIARY COMPANY**M/S. ANJALI TRADELINK FZE**

E Lob Office No. E-18 F-29,
P.O. Box 54008, Hamriya Free Zone,
Sharjah, United Arab Emirates.

REGISTRARS AND SHARE TRANSFER AGENT

M/s. Link Intime India Private Limited
C 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai - 400 083;
Tel.: 91 22 49186270;
Fax: 91-22- 40986060;
Email: rnt.helpdesk@linkintime.co.in;
Website: <https://www.linkintime.co.in/>.

BANKERS

Union Bank of India
HDFC Bank Limited

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15th Annual General Meeting

Day & Date	Thursday, September 29, 2022
Time	04:00 P.M.
Venue	Nandanvan Patel Wadi, Opp. J.J. Bus Stop, Near INS Hamla, Marve Road, Malad (West), Mumbai – 400095.



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING ("AGM" / THE MEETING) OF THE MEMBERS OF COMFORT COMMOTRADE LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, SEPTEMBER 29, 2022, AT 04:00 P.M. AT NANDANVAN, PATELWADI, OPP JJ BUS STOP, NEAR INS HAML, MARVE ROAD, MALAD (WEST), MUMBAI-400095.

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 Report 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, together with 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 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. Ankush Gupta & Associates, Chartered Accountants (FRN 149227W), be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the twentieth AGM to be held in the year 2027 at such remuneration as may be decided by the Board of Directors in consultation with the Audit Committee plus re-imbursement of out-of-pocket expenses that may be incurred by the auditors in performance of their duties as auditors of the Company.

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 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 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 ("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 Fincap Limited	Luharuka Media & Infra Limited	Comfort Capital Private Limited	Comfort Securities Limited
Name of the Director or Key Managerial Personnel who is/may be related	Mr. Ankur Agrawal and Mrs. Apeksha Kadam			Mrs. Apeksha Kadam
Nature of Relationship	Common Directors			
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	In line with prevailing market comparable rates on arm's length basis as may be mutually agreed.			
Ratification of Monetary value of the contract / arrangement entered into/to be entered into in the F.Y. 2021-22	Rs. 22 Crore	-	-	-
Monetary value of the contract / arrangement for F.Y. 2022-23 and onwards	Rs. 40 Crore	Rs. 25 Crore	Rs. 15 Crore	Rs. 15 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 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 COMMOTRADE LIMITED

**Sd/-
RAJEEV PATHAK
WHOLE -TIME DIRECTOR
& CHIEF FINANCIAL OFFICER
DIN: 08497094**

**Sd/-
APEKSHA KADAM
CHAIRPERSON & DIRECTOR
DIN: 08878724**

**DATE: AUGUST 12, 2022
PLACE: MUMBAI**

NOTES:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the AGM.

A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent 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. The proxy holder shall prove his identity at the time of attending the Meeting.

2. Attendance Slip, Proxy Form and Route Map of the venue of the AGM are annexed to this Notice.
3. Members are requested to bring the attendance slip to the AGM. Further, the Members holding shares in dematerialised form are request to bring their Client ID and DP ID numbers for easy identification for attendance at the AGM.
4. 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 is annexed hereto. Further, details in respect of 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.
5. A brief resume of the Director proposed to be re-appointed at this AGM, nature of her expertise in specific functional areas, names of Companies in which she holds the Directorship and Membership /Chairpersonships 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.
6. In case of joint holders, only such joint holder whose name appears as the first holder in the order of names will be entitled to vote.
7. 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.
8. Members of the Company under the category of Institutional / Corporate Shareholders are encouraged to attend and participate in the AGM and vote thereat.
9. 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 AGM 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.
10. Book Closure: The Register of Members and Share Transfer Books of the Company shall remain closed from September 23, 2022 till September 29, 2022 for the purpose of the AGM.
11. 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") after October 07, 2022. Further, all the shares in respect of which dividend remaining unpaid/unclaimed shall also be transferred to 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.comfortcommotrade.com/InvestorsRelation.aspx>.

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 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.

12. 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 <https://http://www.comfortcommotrade.com/InvestorsRelation.aspx>.

Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialised form.

13. 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.comfortcommotrade.com/InvestorsRelation.aspx>.
14. 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 annual return has not been sent to any member, unless any member has

requested for the same. Annual Report including notice of AGM for Financial Year 2021-2022. 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.comfortcommotrade.com/InvestorsRelation.aspx>, websites of the stock exchanges 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).

15. 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 Link Intime India Pvt Ltd, 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 the Depository Participants, where shares are held in dematerialised mode, in case they have not already updated the same.
16. 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 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.
17. 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 Registered Office of the Company on all working days (from Monday to Friday) during the business hours up to the date of AGM.
18. 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 Registered Office of the Company, situated at A-301, Hetal Arch, S. V. Road, Malad (West), Mumbai-400064 or send an email to ipo-commotrade@comfortsecurities.co.in, mentioning their name, DP ID, Client ID number/folio number and mobile number on or before 5:00 P.M. IST, Thursday, September 23, 2022, to enable us to keep the requisite information ready.
19. 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.



20 Process and Manner of E-voting:

- 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), 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 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 either using the remote e-voting facility during the period commencing from September 26, 2022 at 9:00 A.M. (IST) to September 28, 2022 at 5:00 P.M. (IST) or vote 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.
- The facility for voting through ballot paper shall be made available at AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

21 THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on September 26, 2022 at 9:00 A.M. (IST) and ends on September 28, 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 22, 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.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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