

COMFORT INTECH LIMITED

REGISTERED OFFICE:

106, Avkar, Algaani Nagar,
Kalaria, DAMAN – 369 210 (U.T.)

CORPORATE OFFICE:

301, A-wing, 3rd Floor,
Hetel Arch, Opp. Natraj Market,
S. V. Road, Malad (West),
Mumbai – 400 064.
Email : info@comfortintech.com
Website: www.comfortintech .com

REGISTRAR & TRANSFER AGENTS

Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumabi – 72.

BOARD OF DIRECTORS :

Shri. Anil Agrawal	Chairman & Managing Director
Shri. Bharat Shiroya	Executive Director
Shri. Janak Mehta	Director
Shri. Jugal Thacker	Director
Shri. Annu Agrawal	Director
Shri. Anand Agarwal	Director

AUDITOR :

Messers. Bansal Bansal & Co.,
Chartered Accountants,
152, Sanjay Building No. 6,
Mittal Industrial Estate
Andheri Kurla Road, Andheri (E)
Mumbai – 400 069.

BANKERS :

Union Bank of India
HDFC Bank Ltd.

COMPANY SECRETARY :

Rama Devi Gundeti

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NOTICE

NOTICE is hereby given that the SIXTEENTH ANNUAL GENERAL MEETING of **COMFORT INTECH LIMITED** will be held at Hotel Seaview Pvt. Ltd., Devka Beach, Nani Daman – 396210 (U.T of DAMAN and DIU) on Saturday, 17th July, 2010 at 4.30 P.M to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet as on 31st March 2010 and the Profit & Loss Account of the Company for the year ended on that date together with the Directors Report and Auditor's Report thereon.
2. To declare the dividend on Equity shares
3. To appoint a Director in place of Mr. Anand Agarwal who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s BANSAL BANSAL & Co., Chartered Accountants, as the auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT the Salary and other allowances to be paid to Mr. Bharat Shiroya, Executive Director be increased as under:

- 1) Salary from Rs. 4,80,000/- to Rs. 6,00,000/- per annum.

Other benefits as per the rules of the Company."

6. To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT the Salary and other allowances to be paid to Mr. Anil B Agrawal, Managing Director be increased as under:

- 1) Salary from Rs. 6,60,000/- to Rs. 7,20,000/- per annum.
other benefits as per the rules of the Company."

Place : Mumbai
Dated : 05.06.2010

By Order of the Board
Sd/-
RAMA DEVI GUNDETI
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXY FORM AND ATTENDANCE SLIP ARE ENCLOSED, PROXIES IN ORDER TO BE VALID MUST REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under items 5 & 6 set out above is annexed hereto
4. The Register of Members and Share Transfer Books of the Company will remain closed from 14th July, 2010 to 17th July 2010 (both the days inclusive.)
5. Members are requested to notify immediately changes in their respective address, if any, to the Company's Registered Office quoting their Folio No.
6. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Annual General Meeting.
7. Members / Proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.

ANNEXURE TO THE NOTICE:**EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACTS, 1956.**

The following Explanatory Statement sets out the material facts relating to the business under items 5 & 6 of the accompanying Notice:

Item No. 5

Mr. BHARAT SHIROYA was appointed as Executive Director of the Company in the Third Annual General Meeting and also re-appointed for the next 5 years in the meeting of the Board of Directors held on 15th October, 2007.

The main terms of appointment of Mr. Bharat Shiroya, as Executive Director are to be changed as under:

Salary from Rs. 4,80,000/- to Rs. 6,00,000/- per annum.

Other benefits as per the rules of the Company.

Yours Directors recommend the resolution for the approval of the members.

Mr. Bharat Shiroya is interested in the resolution as it relates to his appointment.

None of the other Directors of the Company are, in any way, concerned or interested in the resolution.

Item No. 6

Mr. ANIL B AGRAWAL was appointed as Managing Director of the Company in the Board Meeting held on 16th April, 2008 for the period of 5 years.

The main terms of appointment of Mr. Anil B Agrawal, as Managing Director are to be changed as under:

1. Salary from Rs. 6,60,000/- to Rs. 7,20,000/- per annum.

Other benefits as per the rules of the Company.

Yours Directors recommend the resolution for the approval of the members.

Mr. Anil B Agrawal is interested in the resolution as it relates to his appointment.

None of the other Directors of the Company are, in any way, concerned or interested in the resolution.

Place : Mumbai

Dated : 05.06.2010

By Order of the Board

Sd/-

RAMA DEVI GUNDETI

Company Secretary

Registered Office:

106, Avkar, Algani Nagar

Kalaria, Daman - 396210

DIRECTORS' REPORT**To the Members of the Company,**

Your Directors have pleasure in presenting the Sixteenth Annual Report on the business and operations of your Company with Audited Accounts for the year ended 31st March 2010. The financial results of the Company are summarized below:

1. FINANCIAL RESULTS:

PARTICULARS	YEAR ENDED 31ST MARCH 2010	YEAR ENDED 31ST MARCH 2009
Income from Operations	4425.88	2606.56
Profit Before Depreciation and Taxes	287.51	107.46
Less : Depreciation	(5.42)	(5.88)
Less : Provision for		
(a) Income tax	(71.75)	(15.00)
(b) Deferred tax	(0.68)	(0.53)
© Fringe Benefit tax	--	(0.50)
Income Tax paid of Earlier years	(0.92)	--
Doubtful Debts	(10.53)	--
Profit for the Year	198.21	85.55
Add: Brought forward from last year	100.16	87.86
Distributable Profits	298.37	173.41
Appropriated as under :		
Transfer to Special Reserve	(39.64)	(17.11)
Proposed Equity Dividend	(79.98)	(47.99)
Tax on Distributed Profits	(13.59)	(8.16)
Balance Carried Forward to Balance sheet	165.15	100.16

2. DIVIDEND:

Your directors are pleased to recommend the dividend for the financial year 2009-10 on Equity Shares of Rs. 1/- each at 0.05 paise per share equivalent to 5% aggregating to Rs 79,98,452/- (Rupees Seventy Nine Lakhs Ninety Eight thousand Four Hundred and Fifty Two Only)

3. OUTLOOK :

With the availability of the funds, your company has started on the path of exponential growth. Your Company plans to retain its exposure in the capital markets as well as increase its area of activity in the finance and project finance area.

Your Company has decided to diversify into IT business through exports of software, portal development, designing etc. your Company has recently received the approval to operate as Software Technologies Park Unit for its office situated at Indore. Recently your company has commenced the operations into information technology services.

With the initiatives being taken by your company, the Board feels confident of increasing turnover and profit substantially in the next financial year.

4. REVIEW OF OPERATIONS:

The gross income from operations has recorded a significant increase in the current year as comparison to the previous year and as a result the profits for this year has doubled as comparison to the previous year. Your directors are taking reasonable steps to increase the more profits in the coming year.

5. DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association, Mr. Anand Agarwal, Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

6. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to provisions of Section 217 (2AA) of the Companies Act, 1956 the Directors confirm that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) Appropriate accounting policies have been selected and the directors have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2009-2010 and of the profit and loss of the Company for the period;
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The annual accounts have been prepared on a going concern basis.

7. COMMENTS ON AUDITOR'S REPORT:

As regards not making provision for retirement benefits of employees, the same has not been done in view of the small staff strength.

8. AUDITORS:

M/S. BANSAL BANSAL & CO., Chartered Accountants, retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment as an Auditor of the Company. They have furnished the necessary certificate of their eligibility under section 224 (1) (B) of the Companies Act, 1956.

9. INCREASE IN AUTHORISED CAPITAL OF THE COMPANY :

Your Company has already intimated you regarding the increase in Authorized capital of the Company from Rs. 17 Crores to 40 Crores and accordingly your approval has also taken in the general meeting held on 21st November, 2009 by passing the special resolution and got the approval for the above from Registrar of Companies.

10. SUB DIVISION OF EACH EQUITY SHARE FROM RS. 10/- TO RS. 1/-:

Your company has already intimated you regarding the sub division of face value of each equity share from Rs. 10/- to Rs. 1/- and accordingly your company has got the permission from the relevant authorities for the sub division and presently your company paid up capital is Rs. 15,99,69,040/- i.e 159969040 Equity Shares of Rs. 1/- each.

11. RIGHTS ISSUE :

Your company has already intimated you regarding the proposed Rights issue of the company and accordingly your company has got the approval for the same from the BSE vide letter no. DCS/PREF/JA/IP-RT/1595/09-10 dated February 10, 2010 and from the Securities Exchange Board of India vide letter no. CFD/DIL/ISSUES/SP/VG/195861/2010 dated 15th March, 2010 and now your company has in the process of opening the issue.

12. REGISTRATION UNDER SOFTWARE TECHNOLOGY PARKS OF INDIA:

Your Company intends to diversify into IT business through exports of software, portal development, designing etc. In view of the same, your Company has made an application on 1st October, 2009 for STPI, Indore for getting registered as STPI unit and your company has received the letter of permission vide letter no. STPI-Indore/S-107/2009-10/2458/10360 Dated December 16, 2009

13. CONSTITUTION OF REMUNERATION COMMITTEE :

Your Company has constituted the Remuneration committee according to the Clause – 49 of the Listing Agreement on 3rd September, 2009 with an independent and non executive directors namely Mr. Jugal C Thacker, Mr. Janak Mehta and Mr. Anand Agarwal.

14. TRADE MARK REGISTRATION :

Your Company has made an application for the logo registration to Trade Mark Registry in the year 2007 and your company logo has been registered with Trade Mark Registry vide Trade Mark No.1559010 in respect of Financial Affairs, Monetary Affair

15. ACKNOWLEDGEMENT:

Your directors take this opportunity to place on record their warm appreciation of the valuable contribution, unstinted efforts and the spirit of dedication by the employees and officers at all levels in the progress of the Company during the year under review.

Your directors also express their deep gratitude for the assistance, co-operation and support extended to your company by the bankers, customers as well as the investing community and look forward to their continued support.

Place : Mumbai

Dated: 05.06.2010

FOR AND ON BEHALF OF THE BOARD

Sd/-

ANIL AGRAWAL

Chairman & Managing Director

ANNEXURE TO DIRECTORS' REPORT:

Information Under Section 217(1)(e) of the Companies Act, 1956, Read with companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988 forming part of the Directors' Report for the year ended, 31st March, 2010.

FOREIGN EXCHANGE EARNINGS AND OUT GO:

	<u>Amount in Rs.</u>
Foreign exchange used	507766/-
Foreign exchange earned	5549362/-

CORPORATE GOVERNANCE**1. COMPANY'S PHILOSOPHY :**

Your Company has been practicing the principal of good corporate governance over the years. It is committed to follow sound systems to support healthy business growth. The Company has complied with the recommendations of the code of corporate governance. Your Company is also committed to adherence to highest standards of corporate governance both in letter and in spirit.

The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

2. BOARD OF DIRECTORS:

The Board of Directors of the Company comprises of a fair number of Independent professionally competent and acclaimed Non Executive Directors. The Board of Directors of the Company consists of Six Members. The Company has Two "Executive" and four "Non-Executive Directors."

Mr. Anil Agrawal.	-	Chairman & Managing Director & Promoter
Mrs. Annu Agrawal.	-	Non-Executive & Promoter Director
Mr. Bharat Shiroya.	-	Executive Director & Independent
Mr. Janak Mehta.	-	Non-Executive Director & Independent
Mr. Jugal C Thacker.	-	Non-Executive Director & Independent
Mr. Anand H Agarwal	-	Non-Executive Director & Independent

The name and categories of the Directors on the Board, their attendance at Board Meetings during the years and at the last Annual General Meeting, as also the number of Directorships and committee Memberships / Chairmanships held by them in Indian Public Companies (including the Company) as on March 31st, 2010 are given below :

Name of Director	Category of Directorship	Attendance at		*No. of Directorships	Committee	
		Board Meeting	Last AGM		Positions Member	Chairman
Mr. Anil Agrawal (Chairman)	Executive Promoter	11	Yes	1	2	-
Mrs. Annu Agrawal	Non Executive Promoter	11	No	1	1	-
Mr. Bharat Shiroya	Executive & Independent	11	Yes	1	1	-
Mr. Janak Mehta	Non Executive & Independent	5	No	1	2	1
Mr. Jugal C Thacker	Non Executive & Independent	5	No	1	-	1
Mr. Anand H Agarwal	Non Executive & Independent	5	Yes	3	1	1