



COMFORT INTECH LIMITED

23rd Annual Report 2016-17



BOARD OF DIRECTORS :

Mr. Anil Agrawal : Managing Director
 Mr. Bharat Shiroya : Whole Time Director
 Mrs. Annu Agrawal : Non-Executive & Non-Independent Director
 Mr. Jugal Thacker : Non-Executive & Independent Director
 Mr. Anilkumar Nevatia : Non-Executive & Independent Director
 Mr. Devendra Lal Thakur : Non-Executive & Independent Director

CIN : L70100DD1994PLC001678

Registered Office:

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

Company Secretary:

S.T. Dafle

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

Chief Financial Officer :

Pravin Naik

Statutory Auditors:

M/s. Bansal Bansal & Co.
 Chartered Accountants
 120, Building No. 6, Mittal Industrial Estate,
 Andheri Kurla Road,
 Andheri (East) Mumbai – 400059.

Internal Auditors:

M/s. S A R A & Associates
 Chartered Accountants
 A-503, Vertex Vikas Bldg,
 Above Mitra Nursing Home,
 Sir M. V. Road, Andheri (East),
 Mumbai- 400069.
 Tel: 022-26826081
 Fax: 022-26826070
 Email ID: info@sara-india.com

Registrars and Share Transfer Agents:

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:

Union Bank of India
 IDBI Bank

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TWENTY-THIRD ANNUAL GENERAL MEETING

Day and Date	Saturday, September 16, 2017
Time	4.30 P.M.
Venue	Hotel Cidade De Daman, Devka Beach, Nani Daman - 396210 (U.T of Daman and Diu)

NOTICE

NOTICE is hereby given that the TWENTY-THIRD ANNUAL GENERAL MEETING of **COMFORT INTECH LIMITED** will be held at Hotel Cidade De Daman, Devka Beach, Nani Daman - 396210 (U.T of Daman and Diu) on Saturday, 16th September 2017 at 4:30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Statement of Profit & Loss for the financial year ended March 31, 2017, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare Dividend on equity shares for the Financial Year ended 31st March, 2017.
3. To appoint a Director in place of Mrs. Annu Agrawal (DIN: 00014487) who retires by rotation at this AGM and being eligible, offers herself for re-appointment.
4. To appoint the Statutory Auditors and to fix their remuneration and in this regard pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s A.R. Sodha & CO., Chartered Accountants, Mumbai (Firm Registration No. 110324W) be and are hereby appointed as Statutory Auditors of the Company in place of M/s Bansal Bansal & Co., Chartered Accountants, Mumbai (Firm Registration No. 100986W) whose tenure expires at the ensuing Annual General Meeting, at such remuneration plus reimbursement of out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

"RESOLVED FURTHER THAT M/s. A.R. Sodha & CO., Chartered Accountants, if appointed as the Statutory Auditors of the Company, shall hold office for a period of five years, from the conclusion of this Twenty Third Annual General Meeting till the conclusion of Twenty Eighth Annual General Meeting of the Company (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting)."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the Sections 196, 197, 198, 203, Schedule V, all other applicable provisions of the Companies Act 2013, any rules made there under, including any statutory alterations, modifications or re-enactments thereof, for the time being in force and subject to the approval of Central Government and all such other approvals as may be required, the consent of the Members be and is hereby accorded for the reappointment of Mr. Anil Agrawal, (DIN: 00014413), as the Chairman and Managing Director and Key Managerial Personnel of the Company, for a period of 5 (Five) years commencing from 9th February, 2018 till 31st March 2023, on such terms of remuneration as mentioned herein under and whose terms of office shall be liable to retire by rotation:

(a) Salary: Rs. 2,75,000/- per month.

(b) Other Benefits as per the policy of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee thereof be and is hereby authorized and empowered in their absolute discretion to change, alter or modify the terms and conditions of Chairman and Managing Director's appointment and payment of remuneration, in consultation with him, subject to the applicable provisions of the Companies Act, 2013, any rules made there under and Schedule V (including any alterations / modifications, if any, thereof for the time being in force) and the terms as may be approved by the Central Government.

RESOLVED FURTHER THAT in the event of a loss or inadequacy of the profit of the Company in any financial year during his tenure, the aforesaid remuneration shall be paid to the Chairman and Managing Director as a minimum remuneration, for the period of his appointment, subject to Schedule V and all other applicable provisions of the Companies Act, 2013 and rules made there under (including any alterations / modifications, if any, thereof for the time being in force), or as may be approved by the Central Government.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to enter into an agreement with the Chairman and Managing Director and do all such acts, deeds, things, as they may in their absolute discretion consider necessary and appropriate to give effect to this resolution”.

6. Approval / ratification of the Related Party Transactions of the Company

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 all other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modifications (s) or re-enactment thereof, for the time being in force) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirmation/ approval of the members be and is hereby accorded for continuing the existing related party transactions in the nature of Corporate Guarantee for FY 2017-18 entered by the Company in the FY 2016-17 in favor of M/s. ANAND RATHI GLOBAL FINANCE LTD, in consideration of the said company providing loan to the extent of Rs. 10,00,00,000/- (Rupees Ten Crores Only)) at an interest of 14.50 % per annum payable at monthly rest basis for a period of one year and other terms and conditions as addressed to the Company on behalf of M/s. Comfort Fincap Limited, one of the group company being the Corporate Debtor.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, all such acts, matters, deeds and things, settle any queries/ difficulties/doubts arise from it, and execute such addendum contracts/arrangements/ transactions, documents and writings and make such changes to the terms and conditions of these contracts/arrangements/transactions as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.”

By Order of the Board

Sd/-

S.T. Dafle

Company Secretary

Place: Mumbai

Dated: 05.08.2017

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**
A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 PROXY FOR ANY OTHER MEMBER.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015) is annexed.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from the 9th September, 2017 to 16th September, 2017 (both days inclusive) for payment of final dividend and Annual General Meeting.

7. The dividend, as recommended by the Board, if approved at the AGM, in respect of Equity Shares held in electronic form will be payable to the beneficial owners of shares as on 8th September, 2017 as per the downloads furnished to the Company by Depositories for this purpose. In case of shares held in physical form, dividend will be paid to the shareholders, whose names shall appear on the Register of Members as on 8th September, 2017.
8.
 - a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.
 - b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.
9. **GREEN INITIATIVE: - ‘Going Green begins at home’ is the company’s mantra in all aspects of its operations. 24 trees are felled for every 1 ton of paper printed, which translates to one tree being felled for printing approximately 132 copies of our Annual Report. Acutely aware of this shocking truth and for maintaining the planet Earth evergreen, Ministry of Corporate Affairs (“MCA”) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliance by the companies. Through its Circulars No. 17/2011 dated 21.04.2011 and No. 18/2011 dated 29.04.2011. We seek whole hearted support for this noble initiative in preserving our forest. Hence, members holding shares in physical mode are requested to register their e-mail ID’s with the Bigshare Services Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID’s with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.**
10. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board’s report etc. and this Notice are being sent by electronic mode to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to info@comfortintech.com mentioning your Folio/DP ID & Client ID.
11. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the Company’s website www.comfortintech.com for their download.
12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company’s share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
13. Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:

Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059. If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).
14. **UNCLAIMED/UNPAID DIVIDEND:** As per Section 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend for the financial year ended March 31, 2005, 2006, 2007, 2008 & 2009 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The unpaid or unclaimed dividend for the financial year ended March 31, 2010 will be transferred to IEPF within the stipulated period of time during the current financial year. Members are requested to verify their records and send claims, if any, for financial year ended March 31, 2010.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts of dividends lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (www.comfortintech.com), and also uploaded on the Ministry of Corporate Affairs website.

15. **VOTING:** - All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely 9th September, 2017 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

(I) VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to Section 108 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company has provided e-voting facility to the members using the Central Depository Services India Ltd.(CDSL) platform. All business to be transacted at the Annual General Meeting can be transacted through the electronic voting system. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
2. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
3. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
4. The Company will take the Scrutinizer's Report to scrutinize the physical poll as well as further remote e-voting process in a fair and transparent manner from practicing professional (Scrutinizer) who (he/she) has been appointed for this purpose.
5. The Results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.comfortintech.com and on the website of CDSL at www.evotingindia.com and the same shall also be communicated to BSE Limited, where the shares of the Company are listed.
6. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 9th September, 2017 may obtain the User ID and password in the manner as mentioned at points (ii) to (v) given below. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Wednesday, 13th September, 2017 at 10.00 a.m. and ends on Friday, 15th September, 2017 at 5.00 p.m. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date Of Birth	Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the existing password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual Shareholders (i.e. Other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(II) VOTING AT AGM

The members who have not casted their votes electronically can exercise their voting rights at the AGM through ballot paper.

16. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
17. The Registers maintained under the Companies Act, 2013 are available for inspection at the Annual General Meeting.
18. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents, **M/s.Bigshare Services Private Limited**. Accordingly, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to RTA.
19. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
20. Route Map showing directions to reach to the venue of the 23rdAGM is given at the end of Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting."

By Order of the Board

Sd/-

S.T. Dafle

Company Secretary

Place: Mumbai

Dated: 05.08.2017

Registered Office:

**106, Avkar, Algaani Nagar,
Kalaria, Daman - 396210 (U.T.)**

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with rules made thereunder, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Further, as per Section 139 of the Act, a period of three years has been provided to comply with this requirement. In view of the same, the term of the existing Statutory Auditors, M/s Bansal Bansal & Co., Chartered Accountants is up to the conclusion of this Annual General Meeting (AGM).

The Board of Directors has based on the recommendation of the Audit Committee, at its meeting held on 5th August, 2017, proposed the appointment of M/s A.R. Sodha & CO., Chartered Accountants (Firm Registration No110324W), as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this AGM till the conclusion of the Twenty Eighth Annual General Meeting of the Company to be held in the calendar year 2022, subject to ratification of their appointment at every Annual General Meeting, if so required under the Act.

M/s. A.R. Sodha & CO., Chartered Accountants (Firm Registration No. 110324W) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the ordinary resolution as set out in Item No. 4 of this Notice for your approval.

ITEM NO. 5

Mr. Anil B Agrawal was reappointed as the Managing Director of the Company in the Board Meeting held on 9th February 2013 for the period of 5 years.

Mr. Anil B Agrawal is a Chartered Accountant. He has more than 31 years of experience in the field of finance, capital markets and related activities. He is one of the founder promoters and Managing Director & Chairman 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.

Mr. Anil Agrawal shall not be liable to retire by rotation.

The approval of the members is being sought to the terms of Remuneration as revised at the board meeting held on 5th August 2017 as under:

(a) Salary: Rs. 2,75,000/- per month.

(b) Other benefits as per the policy of the Company.

In view of the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, the Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the members.

Mr. Anil B Agrawal and Mrs. Annu Agrawal (spouse of Mr. Anil Agrawal) are interested in the resolution as it relates to his terms of Remuneration.

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

ITEM NO. 6

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that govern the Related Party Transactions, requires that for entering into any contract or arrangement with the related party, the Company shall obtain prior approval of the Board