



**Ref No:** CIL/SEC/2024-25/24

**Date:** August 01, 2024

To,  
The Manager,  
Department of Corporate Services,  
**BSE Limited**,  
Phirozee Jeejeeboy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001  
**Scrip Code: 531216**

Dear Sir/Madam,

**Subject: Notice of 30<sup>th</sup> Annual General Meeting (“AGM”) and Annual Report for the financial year 2023-24 of Comfort Intech Limited (“the Company”)**

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Annual Report for the financial year 2023-24 along with the Notice convening 30<sup>th</sup> AGM of the Company. The Annual Report along with Notice is being sent electronically to those shareholders whose email IDs are registered with the Company/ Registrar and Share Transfer Agent and the Depositories. The aforesaid Annual Report along with the Notice is also available on the website of the Company at [http://www.comfortintech.com/ Investorrelation](http://www.comfortintech.com/Investorrelation) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

You are requested to take the above information on record.

Thanking you,

Yours faithfully,  
**For Comfort Intech Limited**

**Apeksha Kadam**  
**Director**  
**DIN: 08878724**

**Encl:** As above

## COMFORT INTECH LIMITED

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

Corporate Office :- A-301, Hetal Arch, S.V. Road,  
Opp. Natraj Market, Malad (West), Mumbai - 400064

CIN : L74110DD1994PLC001678

☎ 022- 6894-8500/08

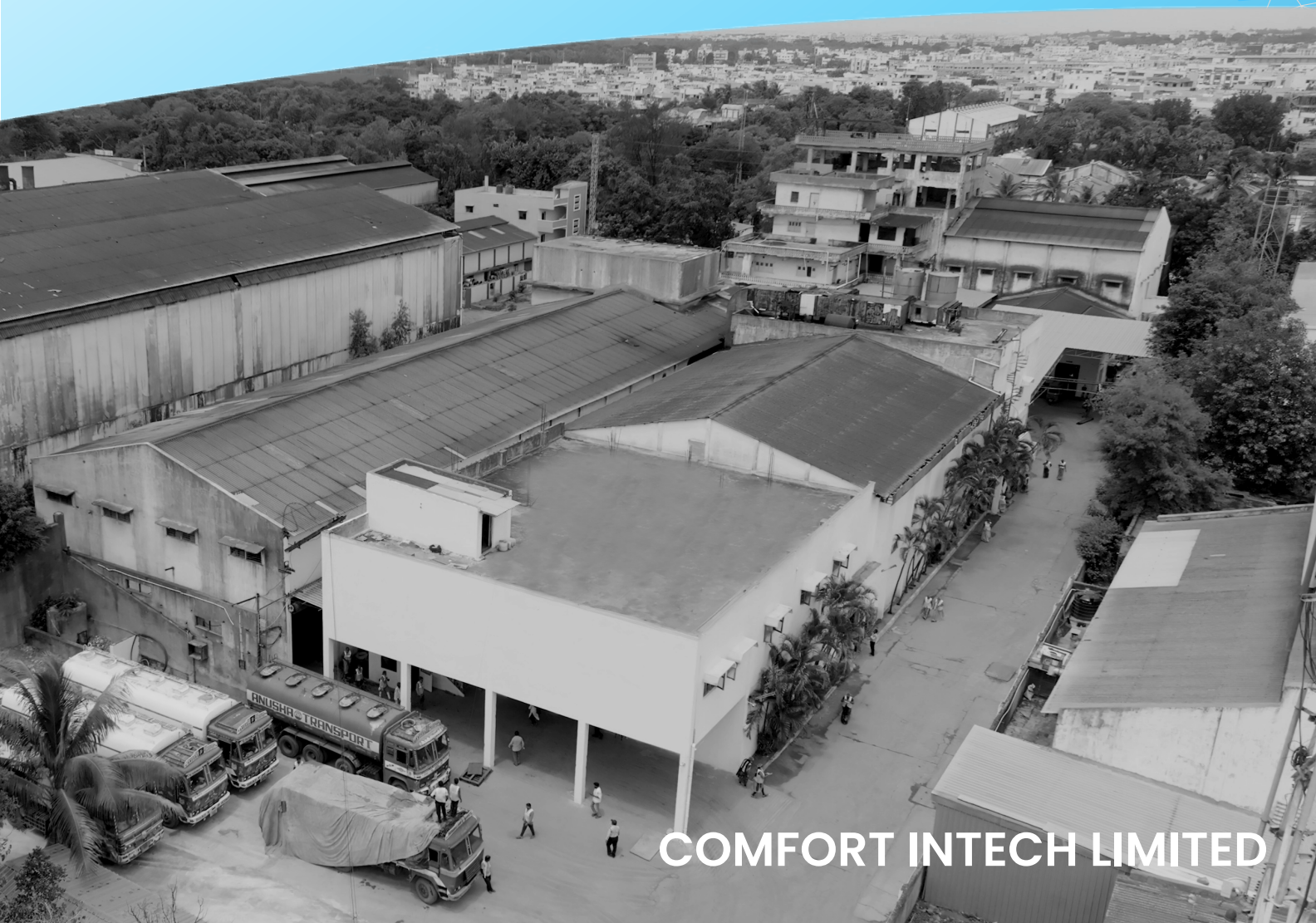
✉ info@comfortintech.com

🌐 www.comfortintech.com



# 30<sup>TH</sup> ANNUAL REPORT

# 2023-24



COMFORT INTECH LIMITED



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# 30<sup>TH</sup> ANNUAL GENERAL MEETING

## DAY & DATE

FRIDAY, AUGUST 23, 2024

## TIME

11:30 A.M. (I.S.T)

## VENUE

THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM")

**CIN:** L74110DDI994PLC001678

### REGISTERED OFFICE

106, Avkar, Algani Nagar, Kalaria Daman, Daman & Diu- 396210

### CORPORATE OFFICE

A-301, Hetal Arch, Opp. Natraj Market,  
S. V. Road, Malad (West), Mumbai - 400064; Tel: 91-22-68948508/09;  
Fax: 91-22-28892527;  
Email: [info@comfortintech.com](mailto:info@comfortintech.com);  
Website: [www.comfortintech.com](http://www.comfortintech.com).

### STATUTORY AUDITOR

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

### INTERNAL AUDITOR

M/s. AHSP & Co. LLP, Chartered Accountants

### SECRETARIAL AUDITOR

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

### REGISTRARS AND SHARE TRANSFER AGENT

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](http://www.bigshareonline.com);  
Email ID: [investor@bigshareonline.com](mailto:investor@bigshareonline.com);

### BANKERS

HDFC Bank | Kotak Mahindra Bank | IDBI Bank



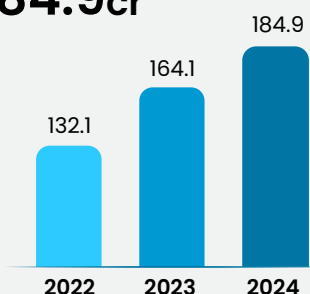
# PERFORMANCE HIGHLIGHTS



## Standalone Data 2024

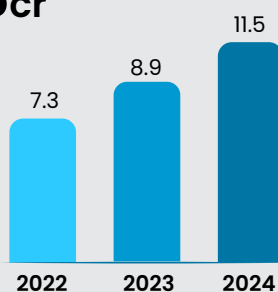
### Revenue from Operations

**184.9cr**



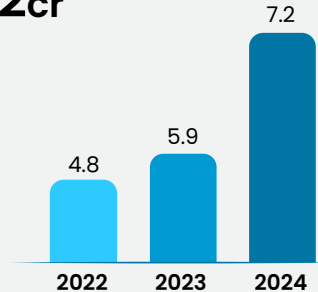
### EBITDA

**11.5cr**



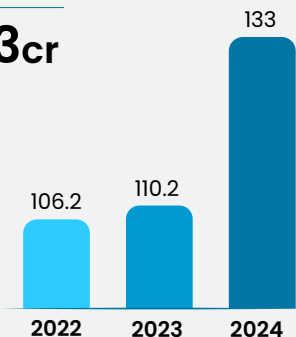
### Profit After Tax

**7.2cr**



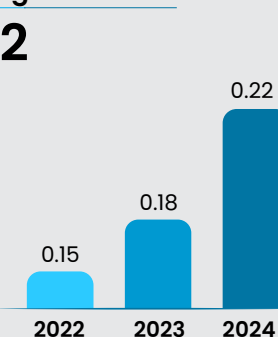
### Networth

**133cr**



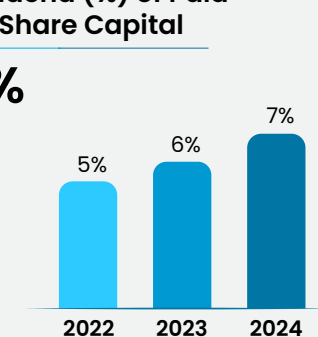
### Earnings Per Share

**0.22**



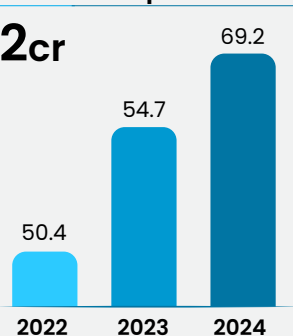
### Dividend (%) of Paid Up Share Capital

**7%**



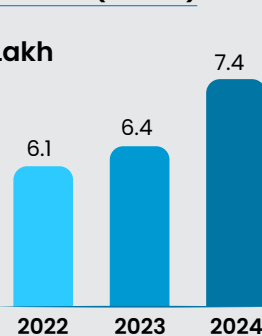
### Revenue from Liquor Division

**69.2cr**



### Sales in Units (cases)

**7.4Lakh**



This graph is for illustrative purposes only. The data presented is accurate and derived from the standalone financial statements. For a comprehensive understanding, please look at the detailed company's financial statement of this annual report.

# CHAIRPERSON'S MESSAGE

**Dear Stakeholders,**

“It is a privilege to present Comfort Intech Limited's 31st Annual Report. The past year has been marked by significant achievements and strategic growth, underpinned by our unwavering commitment to delivering exceptional value to all stakeholders.

Our success is built upon the trust and confidence of our customers, employees, investors, and communities. I am immensely proud of our team's dedication and ingenuity, which have been instrumental in driving our progress. Their hard work and collaborative spirit have positioned us as a leader in our industry.

We have expanded our business of e-commerce, manufacturing and distributing alcoholic beverages under the IMFL category. Our e-commerce aggregation and other sectors has opened new avenues of growth and enhanced our overall financial performance. This strategic expansion, coupled with operational excellence, has resulted in a net profit of Rs. 2468.20 lakh (after OCI), a substantial increase from the previous year.

Technology has been a key driver of our growth. We have invested in digital capabilities to enhance customer experience, optimize operations, and expand our reach. Our commitment to sustainability and corporate social responsibility remains steadfast. We are focused on making a positive impact through our CSR initiatives, particularly in rural development.

As the business landscape continues to evolve, we are adapting our approach to talent acquisition and development. By harnessing the power of a global talent pool and fostering a culture of innovation, we are building a strong foundation for future growth.

Good corporate governance is essential to our long-term success. We are committed to maintaining the highest standards of transparency, accountability, and ethical conduct.

I would like to express my sincere gratitude to our employees, customers, partners, and shareholders for their unwavering support. Your trust and confidence in Comfort Intech Limited inspire us to strive for excellence.

Looking ahead, we are optimistic about the future and committed to delivering sustainable value to all stakeholders. ”

**Yours sincerely,  
Ankur Agrawal  
Chairperson and Director  
Comfort Intech Limited**



“*I deeply appreciate our stakeholders' support and collective efforts, which have been crucial to our success.*”



# CHIEF EXECUTIVE OFFICER'S MESSAGE

**Dear Stakeholders,**

“ I extend my heartfelt gratitude to each of you for the trust and confidence you have consistently placed in Comfort Intech Limited (“the Company”). As we reflect on our achievements, I am delighted to share that this year has been one of remarkable progress and growth for us.

Our Company remains deeply engaged in the manufacturing and distribution of liquors and in e-commerce aggregation. This includes consumer appliances, home electronics, textiles, and various services such as financing, brokerage, supply chain management, and distribution. Moreover we diversify into a broad spectrum of products and services through Comfort Group. The breadth of our business activities has significantly contributed to our enhanced market position.

This year, we achieved a net profit of Rs. 2,468.20 lakh (after OCI), a substantial increase from Rs. 556.36 lakh in the previous financial year. This impressive growth reflects our strategic efforts and the success of our initiatives. The management team continues to focus on identifying new opportunities to boost revenue, with plans to explore new markets and expand our customer base. We remain optimistic about the future, particularly as we anticipate significant developments in technology, digitalization, and human resources. Our commitment to advancing knowledge, talent, and technology is unwavering.

“ *The Company's success is driven by y stakeholder satisfaction.* ”

Our workforce, composed of highly qualified and dedicated individuals, has been instrumental in maintaining high productivity and delivering exceptional results. To further enhance performance, we are currently designing and implementing various programs aimed at boosting individual and team effectiveness. This transformation is expected to result in increased proficiency and an improved experience for all our stakeholders.

At Comfort Intech Limited, we believe that responsible business practices involve not only achieving financial success but also contributing positively to society and the environment. To this end, we are committed to our Corporate Social Responsibility (CSR) initiatives. Our CSR programs are designed to transform lives and drive meaningful change in the communities we serve. This year, our focus has been on rural development, education, and providing essential food and shelter to those in need. Through our partnership with the Seth Govindram Charitable Trust, we have been able to make a significant impact and support our mission of social responsibility.

As we conclude this message, I would like to express my sincere appreciation to all our employees for their dedication and hard work. Their contributions have been vital to our success. I also extend my gratitude to our stakeholders for their continued support and well-wishes. With your encouragement and blessings, I am confident that Comfort Intech Limited will continue to reach new heights of success in the future. ”

**Yours sincerely,  
Anil Agrawal  
Chief Executive Officer  
Comfort Intech Limited**





# MANAGEMENT



## Mr. Anil Agrawal

Chief Executive Officer

Mr. Anil Agrawal holds the esteemed position of CEO at Comfort Intech Ltd. With over 30 years of experience, he is the visionary founder of Comfort Group, a renowned conglomerate offering a diverse range of financial services to both retail and institutional clients. Mr. Agrawal's profound expertise and industry insight have played a pivotal role in shaping the trajectory of Comfort Group, leading it toward unparalleled success. Under his astute leadership, the organization has thrived, solidifying its reputation as a trusted entity within the financial sector.

## Mr. Ankur Agrawal

Non-Executive Non-Independent Director, Chairperson

Mr. Ankur Agrawal, a second-generation entrepreneur, is a visionary leader with exceptional qualifications and foresight. As the promoter of Comfort Group, he brings a proven track record of success and is poised to revolutionize the finance and e-commerce industry. Ankur Agrawal envisions creating a financial services conglomerate that sets new industry standards.



## Mrs. Apeksha Kadam

Executive Woman Director

Mrs. Apeksha Kadam has been associated with the Company for about a 17 Years. She was then appointed as a director on Board of various companies of Comfort Group from February, 2021. As a Director of the Company, she contributes towards the Management and Business Administration and accordingly, brings in value addition to the Company. Her continuous association has driven success and development of the Company.

## Mr. Devendra Lal Thakur

Non-Executive Independent Director

Mr. Devendra Lal Thakur is a qualified Chartered Accountant by profession. He contributes on the financial aspect and brings value addition to the Company. He was appointed as director and was closely involved in management of financial affairs of many listed and unlisted companies. He is associated as an Independent Directors on Board of various companies of Comfort Group since November, 2015 and been an instrumental in building growth of Comfort Group.



# MANAGEMENT



## Mr. Milin Ramani

Non-Executive Independent Director

Mr. Milin Ramani is a qualified Company Secretary by profession. He contributes on the compliance and Corporate Governance aspect and brings in value addition to the Company. Further, he is an Independent and Non-Executive Director on the Board of various Companies including the listed entities in India. He always has endeavors to adopt the best practices and the highest standards of Corporate Governance through transparency in business ethics and accountability for the benefit of the shareholders and other stakeholders at large

## Mr. Hiten Shah

Non-Executive Independent Director

Mr. Hiten Shah is a Member of the Institute of Chartered Accountants of India (ICAI) with over 36 years of extensive experience in the field of accounting and finance. He currently serves as a Partner at VNSS and Co. a firm of Chartered Accountants, where he spearheads the advisory arm of the organization. His expertise lies in Family Business Advisory and providing strategic counsel to the boards of various listed and unlisted public companies, particularly in matters related to IPO/FPO, with a specialized focus on SME IPOs.



## Mr. Vibhor Kale

Non-Executive Independent Director

Mr. Vibhor Kale is a Member of the Institute of Chartered Accountants of India (ICAI) and holds a Diploma in System Audit (DISA) with over 11 years of comprehensive experience in providing statutory compliance, taxation, and debt syndication services. His expertise extends to both personal and corporate taxation, where he has demonstrated proficiency in handling diverse assignments. Additionally, he possesses significant experience in fundraising through various channels such as IPOs, capital markets, and reverse mergers.

## Mr. Kailash Purohit

Chief Financial Officer

Mr. Kailash Purohit is having experience of more than a decade in financial domain along with additional responsibility of business development, corporate deals and sales management. He is also having experience of formulating and executing corporate strategic plans, executing high level strategies, making high stake decisions and tackling mission-critical business challenge. His past experience and educational background has always been beneficial to the company.



# LIQUORS MANUFACTURING & DISTRIBUTION



# LIQUOR MANUFACTURING & DISTRIBUTION

Comfort Intech Limited ("CIL") has strategically invested in 'Liquors India Limited' (LIL), a company that owns and operates distillery business as well as bottling contracts for various other Companies in the state of Telangana. Further during the year under review, LIL become a subsidiary company of CIL by way of additional investments in equity shares of LIL with effect from January 2024.

A leading distillery in the state of Telangana, Hyderabad is sprawled across 2 acres. It is home to state-of-the-art manufacturing and bottling divisions. The factory supports semi-automatic and fully automatic bottling systems extending to 5 lines of operations. Beside meeting the contractual requirements, it also caters to a large volume of manufacturing for company owned brands of Deccan Blue and Gold Mark Whiskey. We hold a licensed capacity of 1,01,08,800 Proof Liters and 15,60,000 cases per year.

## OUR BRANDS

### DECCAN BLUE WHISKY



Presenting the Deccan Blue - a whisky crafted with care and local flair. Each sip delivers a rich and flavorful experience that's simply delightful. Whether it's unwinding after a long day or raising a glass with friends, our whiskey adds warmth and character to every moment. Enjoy the simple pleasures with Deccan Blue Whisky because life's best moments don't need to be extravagant to be cherished.

### GOLD MARK WHISKY



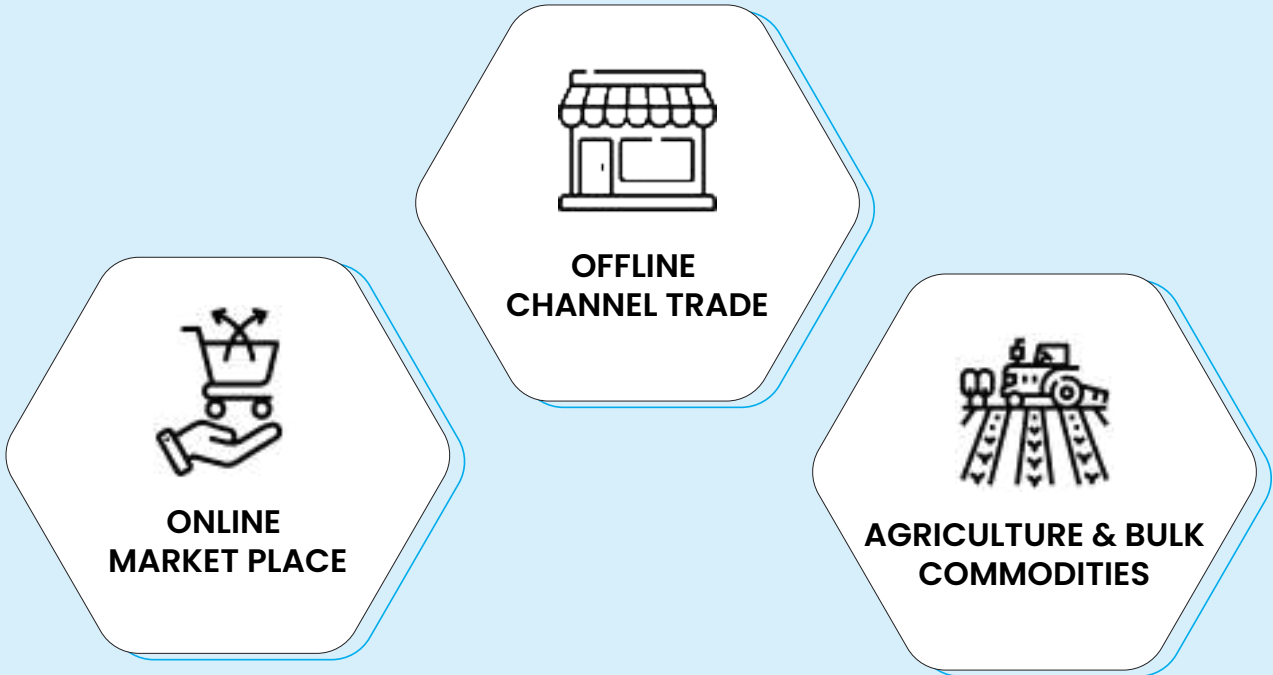
Gold Mark has been especially crafted for the breed that believes in living each day to the fullest. Its authentic taste sets free the spirit of happiness. Crafted with passion and precision, the whisky delivers a delightful balance of flavors to lighten up the evening. Raise a glass to good times with each pour of Gold Mark Whisky and make every moment shine.



# GOODS TRADING DIVISION

The Goods Trading division of the company currently trades a wide range of products across various categories, including consumer appliances, home electronics, textiles, fans, fabrics, water heaters, and monoblock pumps, on the e-commerce marketplace platforms and the immediate suppliers of the marketplace platforms and in offline channels of distribution.

## OUR SERVICES



## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 30<sup>TH</sup> ANNUAL GENERAL MEETING (“THE AGM / THE MEETING”) OF THE MEMBERS OF COMFORT INTECH LIMITED (“THE COMPANY”) WILL BE HELD ON FRIDAY, AUGUST 23, 2024, AT 11:30 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, 2024, together with the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of the Auditor’s thereon.

2. To declare a final dividend of ₹ 0.07/- (₹ Seven Paise Only) (i.e. 7%) per Equity Share of Face Value of Re. 01/- (Rupee One Only) each for the financial year ended March 31, 2024.

3. To appoint a director in place of Mrs. Apeksha Kadam (DIN: 08878724), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

4. To re-appoint Mr. Milin Ramani (DIN: 07697636), as Non-Executive Independent Director on the Board for second term of 5 consecutive years with effect from June 29, 2024 till June 28, 2029:

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, Regulation 17, 25 and other applicable Regulations, if any, 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 amendment, statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, respectively, Mr. Milin Ramani (DIN: 07697636) who was appointed as an Independent Director of the Company for a period of five (5) years commencing from June 29, 2019 to June 28, 2024, 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 (5) consecutive years with effect from from June 29, 2024 till June 28, 2029 (both days inclusive).

**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 and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

5. To appoint Mr. Hiten Shah (DIN: 02185059), as Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years with effect from May 28, 2024 to May 27, 2029:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any amendment, statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation and approval of Nomination and Remuneration Committee and Board of Directors of the Company respectively, Mr. Hiten Shah (DIN: 02185059), who was appointed as an Additional Director in the category of Non- Executive Independent Director and who meets the criteria of independence as provided under 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 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non- Executive Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 consecutive years with effect from May 28, 2024 to May 27, 2029 (both days inclusive).

**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 and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**6. To appoint Mr. Vibhor Kala (DIN: 05214038), as Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years with effect from May 28, 2024 to May 27, 2029:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any amendment, statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation and approval of Nomination and Remuneration Committee and Board of Directors of the Company respectively, Mr. Vibhor Kala (DIN: 05214038), who was appointed as Additional Director in the category of Non- Executive Independent Director and who meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 consecutive years with effect from May 28, 2024 to May 27, 2029 (both days inclusive).

**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 and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**7. To approve the Material Related Party Transactions.**

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

**“RESOLVED THAT** in supersession to all the resolution(s) passed earlier and 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 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 approve all the material related party transactions (including any modifications, alterations or amendments thereto) to be entered into by the Company during the financial year 2024-25 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 Securities Limited	Liquors India Limited	Flora Fountain Properties Limited
Name of the Director or Key Managerial Personnel who is / may be related	Mr. Ankur Agrawal and Mrs. Apeksha Kadam		Mr. Ankur Agrawal and Mr. Anil Agrawal	Mr. Ankur Agrawal and Mr. Anil Agrawal	Mr. Ankur Agrawal
Nature of Relationship	Common Directors		Associate Company	Subsidiary Company	Common Director
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.			Inter - Corporate loans and / or Inter- corporate deposits, availing and / or providing guarantee, providing of security(ies) in connection with any loan taken / to be taken by entities and business advances for business purpose only	sale, purchase or supply of any goods or materials

Name of the Related Party	Comfort Fincap Limited	Luharuka Media & Infra Limited	Comfort Securities Limited	Liquors India Limited	Flora Fountain Properties Limited	
Material terms of the contract / arrangement	In line with prevailing market comparable rates on arm's length basis as may be mutually agreed.					
Monetary value of the contract / arrangement for F.Y. 2024-25 and onwards	₹ 50 Crore	₹ 20 Crore	₹ 40 Crore	₹ 40 Crore	₹ 50 Crore	₹ 350 Crore
The indicative base price or current contracted price and the formula for variation in the price, if any	On Arms' length basis. 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 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 is further 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 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."

#### 8. Increase in Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 61(1)(a), 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, the consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 40,00,00,000 (Forty Crore Only) equity shares of Face Value of Re. 01/- (Rupee One Only) each to Rs. 45,00,00,000/- (Rupees Forty-Five Crore Only) divided into 45,00,00,000 (Forty-Five Crore Only) equity shares of Face Value of Re. 01/- (Rupee One Only) each, ranking pari-passu in all respect with the existing equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Act read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded to replace existing Clause V of the Memorandum of Association of the Company with the following New Clause V:



V. The Authorised Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty-Five Crore only) divided into 45,00,00,000 [Forty-Five Crore Only] Equity Shares of Re. 01/- (Rupees One only) each with the power to increase or decrease such share capital to divide the Shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions, subject to the provisions of the Companies Act, 2013 or any statutory modification thereof or provided by the Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Directors and/ or Company Secretary of the Company be and is hereby authorized to do all such acts, deed and things, as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above, including but not limited to filing of necessary e-form, submission of documents, delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, to give effect to this resolution.”

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

**Sd/-**

**ANKUR AGRAWAL  
CHAIRPERSON & DIRECTOR  
DIN: 06408167**

**DATE: JULY 31, 2024  
PLACE: MUMBAI**

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023, (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, towards this, the Securities and Exchange Board of India ('SEBI'), vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard from time to time, has provided relaxations from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 30<sup>th</sup> AGM of the Company will be held through VC/OAVM on Friday, August 23, 2024, At 11:30 A.M. (IST).
2. 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 no. 4, 5, 6, 7 and 8 are considered to be unavoidable by the Board is annexed hereto. The term Member(s) or Shareholder(s) are used interchangeably in this notice.
3. Further, a brief resume of the Directors 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) SEBI Listing Regulation and other requisite information as per Secretarial Standard-2 on General Meetings, is annexed hereto.
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/ Corporate Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote thereat. Institutional / Corporate shareholders (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](mailto:ramavenigalla@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. **Book Closure:** The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, August 17, 2024 till Thursday, August 23, 2024 (both days inclusive) for the payment of dividend and AGM.
8. **Dividend:** If the dividend, as recommended by the Board, is approved at the AGM, payment of such dividend subject to deduction of tax at source ("TDS") will be made within 30 days of AGM as under:
  - a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL'), collectively 'Depositories', as of the close of business hours on Friday, August 16, 2024 ("being a record date for the purpose dividend");  
To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, August 16, 2024;
  - b) Shareholders holding shares in electronic mode are requested to register their Bank details with the relevant Depository Participant. This will enable the Company to make timely credit of dividend to the Shareholders in their respective bank accounts. For Shareholders who have not updated their bank account details, Dividend Warrants / Demand Drafts will be sent to their registered addresses;
  - c) Manner of registering KYC including bank details for receiving dividend:
    - **Shareholders holding shares in physical mode** who have not provided the information regarding bank particulars, are requested to register/update their Bank details (e.g. name of the bank and the branch, bank account number, 9 digits MICR number, 11 digit IFS Code and the nature of account) online with Bigshare Services Private Limited on its website at [www.bigshareonline.com](http://www.bigshareonline.com) along with the copy of the signed request letter mentioning the name and address of the Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of the PAN Card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Shareholder along with a copy of latest cancelled cheque with the Shareholder's name.

- **Shareholders holding shares in electronic mode** are requested to register their Bank details with the relevant Depository Participant. This will enable the Company to make timely credit of dividend to the Shareholders in their respective bank accounts.

d) TDS on dividend in accordance with the provisions of the Income Tax Act, 1961 (“IT Act”), as amended by and read with the provisions of the Finance Act, 2020, dividend declared and paid by the Company with effect from April 01, 2020, is taxable in the hands of Shareholders and the Company is required to deduct tax at source from dividend paid to the Shareholders at the applicable rates. The Company shall consider the requests received by it from its shareholders as on the Record date fixed by the Company in relation to its proposed dividend(s);

- A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to [tds@bigshareonline.com](mailto:tds@bigshareonline.com). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% and 10% in case of Members having valid Permanent Account Number (“PAN”) or as notified by the Government of India. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2023 does not exceed ₹ 5,000/- and also in cases where members provide Form 15G (Applicable to any person other than a Company or a Firm) / Form 15H (Applicable to an individual above the age of 60 years) subject to conditions specified in the IT Act.
- For Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable to them. However, Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to [tds@bigshareonline.com](mailto:tds@bigshareonline.com).

**9. Transfer of Unclaimed Dividend Amount and Shares to the Investor Education and Protection Fund (“IEPF”):**

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 2016-17 from its Unpaid Dividend Account to Investor Education and Protection Fund (hereinafter referred to as “IEPF”) after October 21, 2024. 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.comfortintech.com/Investorrelation>.

**The shareholders are 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 2016-17 and thereafter are requested to make their claims to the Company/ Registrar and Share Transfer Agent (“RTA”), i.e. Bigshare Services Private Limited. 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 Rules, they may contact the Company’s RTA. The members / claimants whose shares and/ or, unclaimed dividend have been transferred to IEPF may claim same by making an application to IEPF Authority in eForm-5 IEPF (available on [www.iepf.gov.in](http://www.iepf.gov.in)). The member / claimant can file only one consolidated claim in respect of multiple financial years as per the IEPF Rules.

10. 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 RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021. The said forms can be downloaded from the Company’s website: <http://www.comfortintech.com/Investorrelation>. The Company has sent letters to members holding shares in physical mode for furnishing the required details.
11. **Nomination Facility:** 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 respectively. The said forms can be downloaded from the Company's website <https://www.comfortintech.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 RTA in case the shares are held in physical form.

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 compulsorily link their PAN Card and Aadhaar Card to avoid freezing of folios. Pursuant to SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, for existing investors/ unitholders it has been decided that –

- Non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts,
- Security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these security holders,
- Dividend, interest or redemption payment withheld presently, only for want of 'choice of nomination' shall be processed accordingly.

However, all new investors/ unitholders shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts).

12. Pursuant to SEBI Notification No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25 January, 2022, the Company shall issue securities in dematerialised 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.comfortintech.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 for the financial year 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ RTA and Depositories. Further, the hard copy of the Annual Report including Notice of AGM for the financial year 2023-24 has not been sent to any member, unless any member has requested for the same. Members may note that Notice of the 30<sup>th</sup> AGM and Annual Report for the financial year 2023-24 will also be available on the Company's website i.e. <http://www.comfortintech.com/Investorrelation>, websites of the stock exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). Further, the Notice of 30<sup>th</sup> AGM of the Company will be available on the website of NSDL at [www.evoting.nsdl.com](http://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 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 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 dematerialised 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, situated at A-301, Hetal Arch, S. V. Road, Malad (West), Mumbai-400064 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@comfortintech.com](mailto:info@comfortintech.com), mentioning their name, DP ID, Client ID number/folio number and mobile number on or before 5:00 P.M. (IST), Friday, August 16, 2024, 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 February 08, 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, ballot form, attendance slip and proxy form is not annexed to this Notice.

20. **Process and Manner of E-voting:**

- Pursuant to the MCA circulars, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the MCA circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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 there at 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 Act.
- 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) and Regulation 44 of SEBI Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 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 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.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.comfortintech.com/Investorrelation>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circulars.
- 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 Tuesday, August 20, 2024 at 9:00 A.M. (IST) to Thursday, August 22, 2024 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.

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

The **remote e-voting period** begins on **Tuesday, August 20, 2024 at 9:00 A.M. (IST) and ends on Thursday, August 22, 2024 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. Friday, August 16, 2024, 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 09, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ Section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing Users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link available in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' Section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?  
  
If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.  
  
If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b. **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast



your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ramavenigalla@gmail.com](mailto:ramavenigalla@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@comfortintech.com](mailto:info@comfortintech.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@comfortintech.com](mailto:info@comfortintech.com). If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in Demat mode.**
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against Company name. You are requested to click on VC/OAVM link

placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions / queries at [info@comfortintech.com](mailto:info@comfortintech.com) mentioning their name, DP ID, Client ID number/folio number and mobile number on or before 5:00 P.M. (IST), Friday, August 16, 2024, to enable us to keep the requisite information ready.

## 22. SCRUTINIZER'S REPORT AND DECLARATION OF RESULTS:

- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast through e-voting during the AGM and votes cast through remote e-voting), shall make and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same. The Resolutions shall be deemed to be passed on the date of the AGM i.e. Friday, August 23, 2024 subject to receipt of the requisite number of votes in favour of the Resolutions. The Results shall be declared within two working days of the conclusion of the AGM.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.comfortintech.com/Investorrelation> and on the website of NSDL <https://www.evoting.nsdl.com> immediately and shall also simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

### Additional information of the Directors recommended for Appointed/ Re-appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings :-

Item No	3	4
<b>Name</b>	Mrs. Apeksha Kadam	Mr. Milin Jagdish Ramani
<b>DIN</b>	08878724	07697636
<b>Date of Birth</b>	February 28,1982	February 08, 1993
<b>Age (in years)</b>	42 years	31 years
<b>Date of First Appointment</b>	February 11, 2021	June 29, 2019
<b>Nature of Appointment</b>	Re-appointment (pursuant to retirement by rotation)	Re-appointment (pursuant to expiry of first term)
<b>Nationality</b>	Indian	Indian
<b>Brief Profile</b>	Mrs. Apeksha Kadam has been associated with the Company for about a decade and a half. She was then appointed as a director on Board of various companies of Comfort Group from February, 2021. As a Director of the Company, she contributes towards the Management and Business Administration and accordingly, brings in value addition to the Company. Her continuous association has driven success and development of the Company.	Mr. Milin Ramani is a qualified Company Secretary by profession. He contributes on the compliance and Corporate Governance aspect and brings in value addition to the Company. Further, he is an Independent and Non-Executive Director on the Board of various Companies including the listed entities in India. He always has endeavors to adopt the best practices and the highest standards of Corporate Governance through transparency in business ethics and accountability for the benefit of the shareholders and other stakeholders at large.
<b>Qualification</b>	Mrs. Apeksha Kadam has completed Master of Business Administration from National Institute of Management (NIM).	Mr. Milin Ramani is an Associate Member of the Institute of Company Secretaries of India (ICSI).

Item No	3	4
<b>Expertise in specific Functional Area</b>	She has sound experience in the field of Management & Strategy, Human Resource Management and Business Administration	He has sound experience in the field of secretarial, compliance and other regulatory compliances.
<b>Skill and capabilities for role of Independent Director and manner in which proposed director meet the same</b>	-	Kindly refer Item No. 4 of the Explanatory Statement of this Notice.
<b>Directorships held in other public companies (excluding private companies, foreign companies and Section 8 companies)</b>	<ol style="list-style-type: none"> <li>1. Luharuka Media &amp; Infra Limited</li> <li>2. Comfort Commotrade Limited</li> <li>3. Comfort Securities Limited</li> <li>4. Comfort Fincap Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Luharuka Media &amp; Infra Limited</li> <li>2. Comfort Commotrade Limited</li> <li>3. Comfort Fincap Limited</li> <li>4. Tree House Education &amp; Accessories Limited</li> <li>5. Hubtown Limited</li> <li>6. Relcon infraprojects Ltd.</li> <li>7. Binani industries limited</li> <li>8. Comfort Securities Limited</li> </ol>
<b>Directorship in Listed Entity from which he resigned in past three years</b>	Nil	Nil
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	Nil	1,000 equity shares
<b>Memberships/ Chairpersonships of Committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	<p><b>Luharuka Media &amp; Infra Limited</b></p> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee- Chairperson</li> </ul>	<p><b>Comfort Commotrade Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee- Member</li> <li>• Stakeholders' Relationship Committee-Member</li> </ul> <p><b>Luharuka Media &amp; Infra Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee- Member</li> <li>• Stakeholders' Relationship Committee-Member</li> </ul> <p><b>Comfort Fincap Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee- Member</li> <li>• Stakeholders' Relationship Committee-Member</li> </ul> <p><b>Hubtown Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> </ul> <p><b>Comfort Securities Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> </ul>
<b>No. of Board Meeting attended during the year of the Company</b>	Attended all Board Meetings during the financial year 2023-24.	Attended all Board Meetings during the financial year 2023-24.
<b>Disclosure of relationship between Directors/ KMP inter-se</b>	None	None
<b>Key Terms and Conditions of the appointment</b>	-	As per the Resolution at Item no. 4 of this Notice read with the explanatory statement thereto.
<b>Remuneration last drawn</b>	₹ 8.77 lakh for the financial year 2023-24. (Including Sitting Fees))	Only sitting fees for the Meeting attended was paid.

Item No	3	4
<b>Remuneration sought to be paid</b>	Remuneration shall be paid pursuant to the provisions of section 197 read with schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including and statutory modification or re-enactment thereof) and as may be decided the Board from time to time.	Since the Director is a Non-Executive Director of the Company, only sitting fees, the commission, and reimbursement of out of pocket expenses, if any, would be payable to him.
Item No	5	6
<b>Name</b>	Mr. Hiten Shah	Mr. Vibhor Kala
<b>DIN</b>	02185059	05214038
<b>Date of Birth</b>	March 23, 1964	October 29, 1988
<b>Age (in years)</b>	60 years	35 years
<b>Date of First Appointment</b>	May 28, 2024	May 28, 2024
<b>Nature of Appointment</b>	Appointment	Appointment
<b>Nationality</b>	Indian	Indian
<b>Brief Profile</b>	Mr. Hiten Shah is a Member of the Institute of Chartered Accountants of India (ICAI) with over 36 years of extensive experience in the field of accounting and finance. He currently serves as a Partner at VNSS & Co., a firm of Chartered Accountants, where he spearheads the advisory arm of the organization. His expertise lies in Family Business Advisory and providing strategic counsel to the boards of various listed and unlisted public companies, particularly in matters related to IPO/FPO, with a specialized focus on SME IPOs.	Mr. Vibhor Kala has over 11 years of experience in providing Statutory Compliance, Taxation and Debt Syndication services. He has 2 hands-on experience in handling personal and corporate taxation assignments. He also has a significant experience in raising funds through IPO / Capital Market/ Reverse Merger. He has been providing insights on strategic corporate structuring services and challenging equity structuring assignments. He has worked closely for many companies prominent among them being Mahindra & Mahindra Limited, Darwin Platform Group. At M&M, he has been performing financial analysis for more than 250 Channel Partners across India for last 10 years. He has also worked on the IPO of Chemcon Specialty Chemicals listed on NSE & BSE raising ₹ 300 crores. He has also recently helped a Startup-Cab-eez Infra Tech Pvt Ltd in raising seed fund. He is also associated with companies like Aviation Solutions (India) Private Limited, Domo Engineering Private Limited, Power Grid and Canara Bank as an Auditor.
<b>Qualification</b>	Chartered Accountant	Chartered Accountant Diploma in System Audit (DISA)
<b>Expertise in specific Functional Area</b>	Mr. Hiten Shah has expertise in Family Business Advisory and providing strategic counsel to the boards of various listed and unlisted public companies, particularly in matters related to IPO/FPO, with a specialized focus on SME IPOs.	Debt Syndication Equity Fundraising through IPO/ Reverse Merger/Capital Market M&A Advisory Statutory Audit International Taxation and Transfer Pricing Direct Taxation and Indirect Taxation

<b>Skill and capabilities for role of Independent Director and manner in which proposed director meet the same</b>	Kindly refer Item No. 5 of the Explanatory Statement of this Notice.	Kindly refer Item No. 6 of the Explanatory Statement of this Notice.
<b>Directorships held in other public companies (excluding private companies, foreign companies and Section 8 companies)</b>	1. Bombay Metrics Supply Chain Limited	-
<b>Directorship in Listed Entity from which he resigned in past three years</b>	Nil	Nil
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	Nil	Nil
<b>Memberships/ Chairpersonships of Committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	<b>Bombay Metrics Supply Chain Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee- Chairperson</li> <li>• Stakeholder Relationship Committee- Member</li> </ul>	-
<b>No. of Board Meeting attended during the year of the Company</b>	NA since appointment made after the end of the financial year on March 31, 2024	NA since appointment made after the end of the financial year on March 31, 2024
<b>Disclosure of relationship between Directors/ KMP inter-se</b>	-	-
<b>Key Terms and Conditions of the appointment</b>	As per the Resolution at Item no. 5 of this Notice read with the explanatory statement thereto.	As per the Resolution at Item no. 6 of this Notice read with the explanatory statement thereto.
<b>Remuneration last drawn</b>	Not Applicable, since appointment made after the end of financial year i.e. on May 28, 2024	Not Applicable, since appointment made after the end of financial year i.e. on May 28, 2024
<b>Remuneration sought to be paid</b>	Since the Director is a Non-Executive Director of the Company, only sitting fees and the commission, if any, would be payable to him	Since the Director is a Non-Executive Director of the Company, only sitting fees and the commission, if any, would be payable to him

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

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

**DATE: JULY 31, 2024  
PLACE: MUMBAI**

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT.

### ITEM NO. 4

Mr. Milin Ramani (DIN: 07697636) was appointed as an Independent Director of the Company for a period of five (5) consecutive years. Further, pursuant to the provisions of 149, 150, 152 and other applicable provisions of the Act read with applicable rules made there under, SEBI Listing Regulations and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have re-appointed Mr. Milin Ramani as 'Additional Director' in the category of 'Non-Executive Independent Director' at their meeting held on May 28, 2024, for the second term of five (5) consecutive years commencing from June 29, 2024 till June 28, 2029, subject to the approval of members of the Company at the ensuing General Meeting.

Nomination and Remuneration Committee, inter alia, have identified his experience of more than a decade in the field of secretarial and other requisite regulatory compliances with various statutory bodies and his contribution towards the compliance and Corporate Governance aspect will bring in value addition to the Company.

Considering the profile, experience and performance evaluation report of Mr. Milin Ramani, the Nomination and Remuneration Committee and the Board is of the view that he meets all the above required skills and capabilities and that his continued association would be beneficial to the Company.

The Company has received from him all statutory disclosures/ declarations that he is not disqualified from being appointed as a director in terms of section 164 of the Act and that he meets the criteria of independence as prescribed, under section 149(6) of the Act and Regulation 16 (1)(b) of SEBI Listing Regulations. Further, the Company has received notice in writing under the provisions of section 160 of the Act from member proposing the candidature of Mr. Milin Ramani for re-appointment as Non-Executive Independent Director of the Company.

A brief profile of Mr. Milin Ramani to be re-appointed as Non- Executive-Independent Director is given in the table appearing before the explanatory statement. Except Mr. Milin Ramani, being the appointee, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the Resolution set out above.

The Board recommends **special resolution** for re-appointment of Mr. Milin Ramani as Non- Executive Independent Director for the second term, not liable to retire by rotation.

### ITEM NO. 5

Based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152, read with schedule IV read with applicable rules made there under, SEBI Listing Regulations, the Board of Directors have appointed Mr. Hiten Shah (DIN: 02185059), as an 'Additional Director' in the category of Non-Executive Independent Director at their meeting held on May 28, 2024 for the term of five (5) consecutive years commencing from May 28, 2024 till May 27, 2029, subject to the approval of members at the ensuing General Meeting.

Nomination and Remuneration Committee, inter alia, have identified his experience of over 36 years of extensive experience in the field of accounting and finance. Considering the profile and experience of Mr. Hiten Shah, the Nomination and Remuneration Committee and the Board is of the view that he meets all the above required skills and capabilities and that his continued association would be beneficial to the Company.

The Company has received from him all statutory disclosures/ declarations that he is not disqualified from being appointed as a director in terms of section 164 of the Act and that he meets the criteria of independence as prescribed, under section 149(6) of the Act and Regulation 16 (1)(b) of SEBI Listing Regulations. Further, the Company has received notice in writing under the provisions of section 160 of the Act from member proposing the candidature of Mr. Hiten Shah for appointment as Non-Executive Independent Director of the Company. In the opinion of the Board, Mr. Hiten Shah fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

A brief profile of Mr. Hiten Shah to be appointed as Non- Executive-Independent Director is given in the table appearing before the explanatory statement. Except Mr. Hiten Shah, being the appointee, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the Resolution set out above.

The Board recommends **special resolution** for appointment of Mr. Hiten Shah as Non- Executive Independent Director for the first term, not liable to retire by rotation.

#### ITEM NO. 6

Based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 read with schedule IV and other applicable provisions, if any, of the Act read with applicable rules made there under, SEBI Listing Regulations, the Board of Directors have appointed Mr. Vibhor Kala (DIN: 05214038), as an 'Additional Director' in the category of Non-Executive Independent Director at their meeting held on May 28, 2024 for the term of five (5) consecutive years commencing from May 28, 2024 till May 27, 2029, subject to the approval of members at the ensuing General Meeting.

Nomination and Remuneration Committee, inter alia, have identified his experience of over 11 years of extensive experience in providing Audit, Taxation and Debt Syndication services and has 2 hands-on experience in handling personal and corporate taxation assignments. Considering the profile and experience of Mr. Vibhor Kala, the Nomination and Remuneration Committee and the Board is of the view that he meets all the above required skills and capabilities and that his continued association would be beneficial to the Company.

The Company has received from him all statutory disclosures/ declarations that he is not disqualified from being appointed as a director in terms of section 164 of the Act and that he meets the criteria of independence as prescribed, under section 149(6) of the Act and Regulation 16 (1)(b) of SEBI Listing Regulations. Further, the Company has received notice in writing under the provisions of section 160 of the Act from member proposing the candidature of Mr. Vibhor Kala for appointment as Non-Executive Independent Director of the Company. In the opinion of the Board, Mr. Vibhor Kala fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

A brief profile of Mr. Vibhor Kala to be appointed as Non- Executive-Independent Director is given in the table appearing before the explanatory statement. Except Mr. Vibhor Kala, being the appointee, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the Resolution set out above.

The Board recommends **special resolution** for appointment of Mr. Vibhor Kala as Non- Executive Independent Director for the first term, not liable to retire by rotation.

#### ITEM NO. 7

Your Company generally enters into transaction with related parties as prescribed in the table of resolution mentioned in item no. 7 in ordinary course of business and at arm's length basis, which falls in the definition of "Related Parties Transactions" under the Act and/or SEBI Listing Regulations.

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

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

Accordingly, your Company may have to enter into material related party transactions in future requiring shareholders' approval, the framework of which has been recommended by the Audit Committee and approved by the Board of Directors of the Company in the text of the resolution proposed in the Notice.

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

Furthermore, pursuant to the provisions of Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting.

Information required to be given in the explanatory statement pursuant to the Act and Rule 15 of the Rules forms part of the resolution. Further, the details required as per SEBI Listing Regulations are as follows:

Sr. No.	Particulars	Information
1.	Justification for why the proposed transaction is in the interest of the listed entity	Considering the business activity, the Company has to provide loans / advances to parties including its related parties for enriching business operations more profitably
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Nature of Concern or Interest (financial or otherwise), Relationship as mentioned in resolution at Item No. 6 and under other entities in which promoters/directors or their relatives are interested
3.	Tenure of Proposed transactions	Approval is sought for material RPTs proposed to be undertaken during the Financial 2024-25 and onwards
4.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: details of the source of funds in connection with the proposed transaction where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness cost of funds and tenure, applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The Loans / advances given/to be given by the Company are from Company's own funds. Further, the loans / advances are given/ to be given for the business purpose of recipient on the terms and conditions as considered by the Board and Audit Committee in the best interest of the Company.
5.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Tenure: repayable on demand Repayment Schedule: Not Applicable Nature of Security: Unsecured
6.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
7.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of proposed transaction	Approximately 50% to 60%

The Board is of the opinion that these transactions are based on business requirements and are necessary for the smooth and efficient functioning of your Company. Further, all related party transactions of the Company are at arms-length and in the ordinary course of business as required under relevant regulations. The Company has implemented a policy on Related Party Transactions, and it undertakes related party transactions are in accordance with such policy.

The aggregate value of the transactions and other amounts in the resolution and the explanatory statement are estimates based on currently available information and may change based on factors including general economic and political conditions in India and globally, inflation, deflation, volatility in interest rates and/or exchange rates, tax rates, changes in our industry, natural calamities, epidemics, pandemics and/or force majeure events, that are outside our control.

Except Promoters, Mr. Ankur Agrawal, Mrs. Apeksha Kadam, Directors and Mr. Anil Agrawal, Chief Executive Officer along with their relatives, none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives may be concerned or interested (financially or otherwise) in the Resolution. Further, the Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Special Resolution set forth at Item No. 7 of the Notice, whether the entity is a related party to the particular transaction or not.

The Board recommends the **special resolution** as set out at item No. 7 for approval by unrelated shareholders of the Company in terms of Section 185, 188 of the Act and Regulation 23 of the SEBI Listing Regulations.

#### **ITEM NO. 8**

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares as and when required, the Board of Directors of the Company via circular resolution passed on July 31, 2024 have approved and recommended to shareholders of the Company for their approval, an increase in the Authorised Share Capital of the Company from Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 40,00,00,000 (Forty Crore Only) equity shares of Re. 01/- (Rupee One Only) each to Rs. 45,00,00,000/- (Rupees Forty-Five Crore Only) divided into 45,00,00,000 (Forty-Five Crore Only) shares equity shares of Re. 01/- (Rupee One Only) each, ranking pari-passu in all respect with the existing equity shares of the Company.



In terms of the provisions of Sections 13 and 61(1)(a) of the Act, approval of the shareholders of the Company is sought by way of an ordinary resolutions for sub-division of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

A draft copy of the modified Memorandum of Association is available for inspection by the Shareholders of the Company.

None of the Promoters, Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos. 8, except to the extent of their shareholding in the Company.

The Board recommends the **Ordinary resolution** as set out at item No. 8 for approval by shareholders of the Company in terms of Section of 13, 61(1)(a) and other applicable provisions, if any of the Act.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR COMFORT INTECH LIMITED**

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

**DATE: JULY 31, 2024  
PLACE: MUMBAI**

## DIRECTORS' REPORT

To,  
The Members of Comfort Intech Limited,

Your Board of Directors are pleased to present the 30<sup>th</sup> (Thirtieth) Annual Report of Comfort Intech Limited ("the Company") together with the Audited Financial Statements (Standalone and Consolidated), for the Financial Year ended March 31, 2024.

### 1) FINANCIAL HIGHLIGHTS

The summary of Audited Standalone and Consolidated Financial performance of the Company, for the Financial Year ended March 31, 2024 is summarized as under:

Particulars	(₹ in lakh, except EPS)			
	STANDALONE		CONSOLIDATED	
	2023-2024	2022-2023	2023-2024	2022-2023
Revenue from Operations	<b>18,485.97</b>	16,412.41	<b>18,599.46</b>	16,412.41
Other Income	<b>165.13</b>	90.40	<b>171.02</b>	90.40
<b>Total Income</b>	<b>18,651.09</b>	16,502.81	<b>18,770.48</b>	16,502.81
<b>Total Expenditure</b>	<b>17,683.72</b>	15,707.96	<b>17,858.43</b>	15,707.96
<b>Profit before Tax</b>	<b>967.37</b>	794.85	<b>912.05</b>	794.85
Current Tax Expenses	<b>205.85</b>	184.61	<b>205.85</b>	184.61
Deferred Tax	<b>50.81</b>	23.34	<b>44.79</b>	23.34
Tax of earlier years	<b>(6.91)</b>	(0.52)	<b>(6.91)</b>	(0.52)
<b>Profit for the Year</b>	<b>717.62</b>	587.42	<b>668.32</b>	587.42
Share of Profit/ (Loss) of Associate	-	-	<b>1040.06</b>	114.99
Other comprehensive income/(loss)	<b>1750.58</b>	(31.06)	<b>1755.15</b>	(30.13)
<b>Total comprehensive income/(loss) for the year</b>	<b>2468.20</b>	556.36	<b>3463.53</b>	672.28
<b>Earnings Per Share (EPS) (Basic &amp; Diluted)*</b>	<b>0.22</b>	0.18	<b>0.54</b>	0.22

**\*Note:** After quarter ended 31<sup>st</sup> March 2023, the equity shares of the Company were sub-divided such that each equity share having face value of ₹ 10/- (Rupees Ten only) fully paid-up, was sub-divided into ten (10) equity shares having face value of ₹ 1/- (Rupee One only) each, fully paid-up with effect from March 24, 2023 (Record Date). Therefore, the Earnings Per Share (EPS) for the financial year ended 31<sup>st</sup> March, 2023 have been restated to give effect of the share split.

### 2) FINANCIAL PERFORMANCE

The standalone and consolidated financial statements of the Company for the year ended March 31, 2024 have been prepared in accordance with Indian Accounting Standards (IND-AS), as per the relevant provisions of sections 129 and 133 of the Companies Act, 2013 (hereinafter referred to as "the Act"), Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"), which have been reviewed by the Statutory Auditor of the Company.

During the year under review, your Company's total revenue from operations on standalone basis increased to ₹ 18,485.96 lakh as compared to ₹ 16,412.41 lakh in the previous financial year. The Total Comprehensive Income increased to ₹ 2468.20 lakh as compared to ₹ 556.36 lakh in the previous financial year.

During the year under review, your Company's total revenue from operations on consolidated basis increased to ₹ 18,599.46 lakh as compared to ₹ 16,412.41 lakh in the previous financial year. The Total Comprehensive Income increased to ₹ 3463.53 lakh as compared to ₹ 672.28 lakh in the previous financial year.

In accordance with Ind AS 108, the Company has disclosed the segment information in the statement of audited standalone and consolidated financial statements.

In accordance with the provisions contained in section 136 of the Act and Regulation 34 of SEBI Listing Regulations, the Annual Report of the Company, containing Notice of the Annual General Meeting ("AGM"), Standalone and Consolidated Financial Statements, Standalone and Consolidated Cash Flow Statement, Report of the Auditors' thereon, Directors' Report, Corporate Governance Report and the same is also available on the website of the Company at [www.comfortintech.com](http://www.comfortintech.com). Further, a detailed analysis of Company's performance is included in the Management Discussion and Analysis Report ("MDAR"), which forms part of this Annual Report.

### 3) DIVIDEND

The Board of Directors has recommended a final dividend of ₹ 0.07/- per equity share of ₹ 1/- each, i.e. equivalent to 7% on the paid up equity share capital of the Company for the financial year ended March 31, 2024 at their Meeting held on July 29, 2024 subject to the approval of the shareholders at the ensuing Annual General Meeting (“AGM”) of the Company.

### 4) TRANSFER OF UNCLAIMED DIVIDEND AMOUNTS AND CONCERNED SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (“IEPF”)

Pursuant to Section 124(5) of the Act read with the 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), that the Company is required to transfer the amounts of unpaid dividend remaining unpaid and unclaimed for a continuous period of seven years from the date of transfer of such amount to Unpaid Dividend Account to the Investor Education and Protection Fund (“IEPF”) Authority. Further, pursuant to section 124(6) of the Act read with the Rules requires that all shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred by the Company to the IEPF Authority along with statement containing such details as may be prescribed.

The Company transferred the unclaimed and unpaid dividend of the financial year 2015-16 from its Unclaimed Dividend Account to Investor Education and Protection Fund (hereinafter referred to as “IEPF”) on December 01, 2023. Further, all the shares in respect of which dividend remaining unpaid/unclaimed were also transferred to IEPF Authority. Those Members whose unclaimed and unpaid dividend from financial year 2015-16 or before & underlying shares are transferred to IEPF may claim the same from IEPF Authority.

No claim shall lie against the Company in respect of unpaid/ unclaimed dividend amount and the underlying equity shares transferred to the IEPF including all benefits accruing on such shares, if any and same can be claimed from the IEPF Authority by making an application in Form No. IEPF-5 and after following the procedure prescribed in the Rules, details of which are available on the website of the IEPF Authority <http://www.iepf.gov.in>.

### 5) SHARE CAPITAL

The issued equity share capital of your Company as on March 31, 2024 was ₹ 31,99,71,540 (Rupees thirty-one crore ninety-nine lakh seventy-one thousand five hundred and forty only) divided into 31,99,71,540 equity shares of ₹ 01/- each and subscribed and paid-up equity share capital of the Company as on March 31, 2024 was ₹ 31,99,38,080/- (Rupees Thirty-One Crore Ninety-Nine Lakh Thirty-Eight Thousand and Eighty only) divided into 31,99,38,080 equity shares of Re. 01/- each.

During the financial year under the review, there was no change in the share capital of your Company except that all the existing one (1) equity share of the Company having face value of ₹ 10/- (Rupees Ten only) were sub-divided into ten (10) equity shares of face value of ₹ 1/- (Rupee One only) each, fully paid-up, ranking *pari-passu* in all aspects and without altering the aggregate amount of paid up share capital.

Further;

- ❖ The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of section 54(1) (d) of the Act read with rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished;
- ❖ The Company has not issued any shares with differential rights and hence no information as per provisions of section 43(a)(ii) of the Act, read with rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished;
- ❖ The Company has not granted employee stock options as per provisions of section 62(1)(b) of the Act, read with rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014;
- ❖ During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to section 67(3) of the Act, read with rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014;

### 6) TRANSFER TO RESERVES

The Company does not propose to carry any amount to general reserves. The closing balance of the retained earnings of the Company for Financial Year 2023-2024, after all appropriation and adjustments was ₹ 10,098.20 lakh.

### 7) LISTING WITH THE STOCK EXCHANGE

Your Company’s equity shares are listed on the BSE Limited. Accordingly, the Annual listing fees for the financial year 2023-24 and 2024-25 has been paid to the said stock exchange.

Further, post financial year, the Board of Directors of your Company at their meeting held on May 28, 2024 approved listing of its existing equity shares on National Stock Exchange and accordingly your Company is in the process of complying with the same.

Further, your Company has now been classified under list of top 2000 listed Companies on BSE Limited based on Market Capitalisation as on March 31, 2024.

## 8) SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Your Company has One (1) Subsidiary Company namely, Liquors India Ltd and Two (2) Associate Companies namely, Lemonade Shares & Securities Private Limited and Comfort Securities Limited and has no joint venture within the meaning of 2(6) of the Act as on March 31, 2024.

During the year under review, the Company has made an investment in equity shares of Liquors India Ltd offered through the Right Basis and pursuant to the said Investment, Liquors India Ltd, which was earlier your Company's Associate Company within the meaning of Section 2(6) of the Act became Subsidiary of the Company within the meaning of Section 2(87) of the Act.

Further, there has been no material change in the nature of the business of the Subsidiary and Associate Companies during the year under review.

Pursuant to section 129(3) of the Act, a statement containing the salient features of the financial statements of the Subsidiary and Associate companies in prescribed Form AOC-1 is annexed as "Annexure I" to this report.

## 9) DEPOSITS

Your Company has not accepted any public deposits within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposit) Rules, 2014 and as such, no amount on account of principal or interest on deposit was outstanding as on the date of the Balance Sheet.

## 10) MATERIAL CHANGES AFFECTING THE COMPANY

There were no material changes and commitments affecting the financial position of the Company between end of the financial year and the date of this report. It is hereby confirmed that there has been no change in the nature of business of the Company.

## 11) CORPORATE GOVERNANCE

The Company has devised proper systems to ensure compliance with all the applicable provisions and that such systems are adequate and operating effectively. Pursuant to Regulation 34(3) read with Schedule V(E) of the SEBI Listing Regulations, a separate section on Corporate Governance practices followed by the Company, together with a declaration with respect to the compliance with the Code of Conduct duly signed by the Chief Executive Officer and a Certificate from Practicing Company Secretary confirming compliance, forms an integral part of this Annual Report.

## 12) BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL'S

### I. Board of Directors

The Board of Directors is an apex body constituted by the shareholders for overseeing the Company's overall functioning. The Board provides strategic direction and leadership and oversees the management policies of the Company and their effectiveness, looking at long-term interests of the shareholders and other stakeholders.

The Board of Directors of the Company consists of professionals from varied disciplines. The day-to-day management of the affairs of the Company is entrusted with the senior management personnel.

The Composition of the Board of Directors is in conformity with section 149 of the Act and Regulation 17 of the SEBI Listing Regulations.

**Following were the Directors as on March 31, 2024:**

Sr. No.	Name of the Directors	DIN	Category
1	Mr. Ankur Agrawal	06408167	Non-Executive- Non-Independent Director, Chairperson
2	Mr. Devendra Lal Thakur	00392511	Non-Executive- Independent Director
3	Mr. Milin Ramani	07697636	Non-Executive- Independent Director
4	Mrs. Apeksha Kadam	08878724	Executive Woman Director

### a. Changes in Directors:

#### (1) Cessation/ Resignation:

During the year under review, there was no instance of cessation/resignation by any of the Directors of the Company.

## (2) Appointment/Re-appointment:

During the year under review, there was no instance of appointment/ re-appointment of any of the Directors of Company.

However, post financial year, the Board of Directors at their meeting held on May 28, 2024, on the basis of recommendation from the Nomination and Remuneration Committee, appointed Mr. Hiten Shah (DIN: 02185059) and Mr. Vibhor Kala (DIN: 05214038) as an Additional Directors of the Company in the capacity of Non-Executive Non Independent Director for the term of five (5) consecutive years subject to the approval of Members at the ensuing General Meeting.

Further, Mr. Milin Ramani (DIN: 07697636) will complete his first term of appointment as an Independent Director of the Company on June 28, 2024. Based on the recommendation of the Nomination and Remuneration committee, the Board at its meeting held on April 25, 2024 approved the reappointment of Mr. Milin Ramani as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from June 29, 2024 till June 28, 2029, subject to approval of the shareholders in ensuing AGM. Mr. Milin Ramani has confirmed that he meets the criteria of 'independence' under Section 149 of the Act and Regulation 16 of the SEBI Listing Regulations.

The proposal for appointment of Mr. Hiten Shah and Mr. Vibhor Kala and re-appointment of Mr. Milin Ramani as an Independent Directors of the Company is included in the Notice convening ensuing AGM of the Company along with the Explanatory Statement as required under Section 102 of the Act. Proposed Independent Directors comply with the requirements of Stock Exchange circular No. BSE/LIST /COMP /14/2018-19 dated June 20, 2018.

## (3) Director liable to retire by rotation:

Pursuant to provisions of section 152(6) of the Act, Mrs. Apeksha Kadam, Executive Women Director, retires by rotation at the ensuing AGM and being eligible offers herself for re-appointment. The Nomination and Remuneration Committee and Board have recommended re-appointment of Mrs. Apeksha Kadam.

Brief profile of all the directors who are being appointed or re-appointed at ensuing AGM as required under Regulation 36(3) of the SEBI Listing Regulations read with Secretarial Standard-2 on General Meetings is provided separately by way of an Annexure to the Notice of the ensuing AGM which forms part of this Annual Report.

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

None of the directors are disqualified for being appointed as the Director of the Company in terms of Section 164 of the Act read with Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014. Further, the Company has received the necessary declarations from all the Directors as required under the Act and SEBI Listing Regulations. A certificate on non-disqualification of directors is obtained by the Company from Secretarial Auditor and same is annexed to the Corporate Governance Report which forms part of this Annual Report.

## II. Key Managerial Personnel

Following were the Key Managerial Personnel's (KMP) as on March 31, 2024 pursuant to Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name of the KMP	Designation
1.	Mr. Anil Agrawal	Chief Executive Officer
2.	Mr. Kailash Purohit	Chief Financial Officer
3.	Mrs. Nidhi Grover	Company Secretary & Compliance Officer

There were no changes in KMP during the year under review.

## III. Director's Evaluation

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Board has carried out an annual performance evaluation of its own performance with an aim to improve the effectiveness of the Chairperson, Board Committees, individual director and the Board as whole.

The Company has formulated a policy for performance evaluation of the Independent Directors, Board committees, other individual Directors and Board as a whole, which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors based on the recommendation of the Nomination & Remuneration Committee and Guidance Note on Board Evaluation issued by the SEBI.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

Pursuant to Regulation 17 (10) of the SEBI Listing Regulations the performance evaluation of the Independent Directors was carried out by the entire Board, in their meeting held on January 20, 2024, excluding the independent director being evaluated.

Further, in a separate meeting of Independent Directors held on January 20, 2024, the performance evaluation of the Board as whole, Chairperson of the Company and the Non-Independent Directors was evaluated, and they assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board. The performance evaluation of the Chairperson of the Company was carried out by the Independent Directors, considering the views of the other Executive and Non-Executive Directors.

#### IV. Declaration by Independent Directors:

The Company has received the necessary declarations from all the Independent Directors under section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, that they meet the criteria of Independence laid down in section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, all the independent directors are registered with data bank maintained by the Indian Institute of Corporate Affairs ("IICA"). The Independent Directors have confirmed that they are not aware of any circumstances or situation, which exists or reasonably anticipated that could impair or impact his/her ability to discharge his/her duties with an objective independent judgment and without any external influence.

The Board after taking these declarations/ disclosures on record and acknowledging the veracity of the same, is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience, expertise, hold highest standards of integrity and are Independent of the Management of the Company. The terms and conditions of appointment of Independent Directors are available on the website of the Company at <http://www.comfortintech.com/Investorrelation>.

Disclosure regarding the skills/expertise/competence possessed by the Directors is given in detail in the Report on Corporate Governance forming part of this Annual Report.

#### V. Familiarization program for Independent Directors:

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company has put in place a system to familiarize its Independent Directors. All Board members of the Company are invited to familiarize themselves with the Company, its management, its operations and above all, the industry and issues. Separate sessions are organized during the year with domain experts to enable Board members to update their knowledge of the sector. Details of the familiarization program on cumulative basis are available on the Company's website at <http://www.comfortintech.com/Investorrelation>.

The familiarization program aims to provide the Independent Directors their roles, responsibilities in the Company, nature of the industry, business model, processes, policies and the technology and the risk management systems of the Company, the operational and financial performance of the Company, significant development so as to enable them to take well informed decisions in timely manner. The Company conducted 1 program during the Financial Year 2023-24 and the time spent by Independent Directors was in the range of 2 hours. The cumulative programs / meetings conducted till date were 8 and the time spent by Independent Directors was in the range of 14 hours. The policy on Company's familiarization program for independent directors is hosted on the Company's website at <http://www.comfortintech.com/Investorrelation>.

#### VI. Board and Committee Meetings:

During the financial year 2023-24, four (4) Board Meetings and twelve (12) Committee Meetings were held. The Board has established following three mandatory Committees in compliance with the requirements of the business and relevant provisions of applicable laws and statutes:

- a. Audit Committee;
- b. Nomination and Remuneration Committee;
- c. Stakeholders' Relationship Committee;

Further, the Company also has one (1) non-mandatory Committee, i.e. Operations Committee to deal with the matters relating to frequent banking and day-to-day business affairs. The details of the Board and its Committees along with their composition, meetings held during the year are given under Corporate Governance Report forming part of this Annual Report.

### 13) AUDITORS

#### a. STATUTORY AUDITOR

Pursuant to the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, at the 28<sup>th</sup> AGM held on September 29, 2022, the Members of the Company approved the re-appointment of M/s. A. R. Sodha & Co., Chartered Accountants (FRN 110324W), as the Statutory Auditor of the Company for a further period of 5 consecutive years to hold office from the conclusion of the 28<sup>th</sup> AGM till the conclusion of the 33<sup>rd</sup> AGM to be held in the year 2027.

M/s. A. R. Sodha & Co., Chartered Accountants has audited the books of accounts of the Company for the financial year ended March 31, 2024 and have issued the Auditors' Report thereon. The report provided by the Statutory Auditor along with the notes is enclosed with the Financial Statements. There are no Qualification, Reservation or Adverse Remark in the Auditors' Report for the financial year ended March 31, 2024, which require any explanation from the Board of Directors.

Further, the Statutory Auditor of the Company has not reported any fraud as specified under Section 143(12) of the Companies Act, 2013. Further, the Statutory Auditor was present at the last AGM.

#### b. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Mitesh J. Shah & Associates, Practicing Company Secretaries (Membership No.: F10070; Certificate of Practice No.: 12891), as Secretarial Auditor of the Company for the financial year 2023-24 to conduct the Secretarial Audit and issue the Secretarial Audit Report in Form MR-3.

There are no Qualification, Reservation or Adverse Remark in the Secretarial Auditor's Report for the financial year ended March 31, 2024 which require any explanation from the Board of Directors. The report of the Secretarial Auditor for the financial year 2023-24 is annexed as **Annexure II** to this report. Further, the Secretarial Auditor was present at the last AGM. Further, the Secretarial Auditor of the Company has not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

#### c. INTERNAL AUDITOR

Pursuant to the provisions of Section 138 of the Act, read with the Companies (Accounts) Rules, 2014, the Company has appointed M/s. ASHP & Co., Chartered Accountants, Mumbai as an internal auditors of the Company for the financial year 2023-24. Their report is reviewed by the Audit committee from time to time.

#### d. COST AUDITOR

Provisions of section 148(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Cost records and Audit) Rules, 2014 requiring maintenance and audit of cost records and appointment of cost auditor is not applicable to your Company.

### 14) NOMINATION AND REMUNERATION POLICY

The Company has a Nomination and Remuneration Policy for Directors and Senior Managerial Personnel in compliance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations which is as approved by the Nomination and Remuneration Committee and the Board.

The Committee periodically reviews the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.

The policy is available on the website of the Company at web link: <https://www.comfortintech.com/Investorrelation>. The detailed policy aspects are mentioned in the Corporate Governance Report forming part of this Annual Report.

### 15) RELATED PARTY TRANSACTIONS

During the year under review, all related party transactions entered are at an arm's length basis and in the ordinary course of business. Prior omnibus approval of the Audit Committee is obtained for Related Party Transactions which are of a repetitive nature. All related party transactions are placed before the Audit Committee and Board of Directors for their review on quarterly basis.

Further, details of the material related party transactions under Section 188 (1) of the Act, as required to be disclosed under Form AOC-2 pursuant to Section 134 (3) of the Act is attached as **Annexure III**. Further, details of the Related Party Transactions are also provided in the accompanying Financial Statements which form part of this Annual Report.

The Company has put in place a policy for related party transactions ("RPT policy") which has been reviewed and approved by the Audit Committee and Board of Directors respectively. The RPT policy provides for identification of related party(ies) and related party transactions, materiality of related party transactions, necessary approvals by the Audit Committee/Board of Directors/ Shareholders for related party transactions, subsequent material modification thereof, reporting and disclosure requirements in compliance with the provisions of the Act and the SEBI Listing Regulations.

Pursuant to Regulation 23(9) of the SEBI Listing Regulations, your Company has timely filed the half yearly reports on related party transactions with the Stock Exchange.

The said RPT policy and Report has also been uploaded on the website of the Company and can be accessed at the following link: <http://www.comfortintech.com/Investorrelation>.

**16) WHISTLE BLOWER POLICY / VIGIL MECHANISM**

In compliance with section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations, your Company has adopted a Whistle Blower Policy and has established Vigil Mechanism to provide a formal mechanism to the Directors and employees to report their concern about unethical behavior, actual or suspect fraud or violation of the Company’s Code of Conduct or ethics policy. The Policy provides adequate safeguards against victimization of employees who avail of the mechanism and provides direct access to the Chairperson of the Audit Committee. The Audit Committee oversees the functioning of this policy.

During the financial year 2023-24, no cases under the mechanism were reported and no personnel of the Company have been denied access to the Audit Committee.

Details of the Vigil Mechanism and Whistleblower policy are covered in the Corporate Governance Report, which forms part of this Annual Report and are also made available on the Company’s website at <http://www.comfortintech.com/Investorrelation>.

**17) PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

Your Company is committed to upheld and maintain the dignity of woman employees and to provide a safe and conducive work environment to all its employees and associates working in the Company.

Your Company has put in place a Policy for prevention of Sexual Harassment of woman at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Further, an Internal Complaints Committee (ICC) has been set up under the said Act to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed of during the year:

Particulars	No. of Complaints
Number of complaints pending at the beginning of the year, i.e April 01, 2023	Nil
Number of complaints received during the year	Nil
Number of complaints disposed of during the year	Nil
Number of cases pending at the end of the year, i.e. March 31, 2024	Nil

**18) ANNUAL RETURN**

Pursuant to section 92(3) and section 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended, the Annual Return of the Company for financial year 2023-24 is available on Company’s website at <http://www.comfortintech.com/Investorrelation>.

**19) DIRECTORS’ RESPONSIBILITY STATEMENT**

Pursuant to section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- i. In the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed and there are no material departures;
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 and of the profit of the Company for the year under review;
- iii. They have taken proper and sufficient care 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. They have prepared the annual accounts on a going concern basis;
- v. They had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively;
- vi. They had devised proper system to ensure compliance with the provisions of all applicable laws and that such system is adequate and operating effectively.



## 20) MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as stipulated under the Regulation 34(2)(e) of the SEBI Listing Regulations is presented in a separate section forming part of this Annual Report. It provides details about the overall industry structure, global and domestic economic scenarios, developments in business operations / performance of the Company's various businesses, internal controls and their adequacy, risk management systems, human resources and other material developments during the financial year 2023-24.

## 21) REMUNERATION TO DIRECTORS, PARTICULARS OF EMPLOYEES AND HUMAN RESOURCES (HR)

Your Company had 8 employees as on March 31, 2024. The statement containing particulars of employees as required under Section 197(12) of the Act, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company as none of the employees were in receipt of remuneration above the limits specified in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further, the ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Act read along with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **Annexure IV** of this report.

## 22) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Board has laid down standards, processes and procedures for implementing the internal financial controls across the organization. After considering the framework of existing internal financial controls and compliance systems, work performed by the Internal, Statutory and Secretarial Auditors and external consultants; reviews performed by the Management and relevant Board Committees including the Audit Committee, the Board is of the opinion that the Company's internal financial controls with reference to the financial statements were adequate and effective during the financial year under review. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

## 23) CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The operations of your Company are not energy intensive and hence, disclosure pursuant to the provisions of section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable. However, the Company is taking all possible measures to conserve energy. Several environmentally friendly measures are adopted by the Company. The Company continued to give major emphasis for conservation of Energy.

The Company's operations do not require significant import of technology.

## 24) FOREIGN EXCHANGE EARNINGS AND OUTGO

Details of foreign exchange earnings and outgo required under section 134(3)(m) of the Act read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 are as under:

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Foreign Exchange Used	-	-
Foreign Exchange Earned	-	-

## 25) CORPORATE SOCIAL RESPONSIBILITY ("CSR")

The Corporate Social Responsibility ("CSR") initiatives and activities of the Company are aligning with the requirements of Section 135 of the Act and Rules made, Circulars, Notifications made/ issued thereunder.

The amount required to be spent by the Company on CSR during the financial year 2023-24 does not exceed fifty lakh rupees and accordingly all the functions of CSR committee are discharged and approved by the Board of Directors of the Company.

During the Financial Year 2023-24, the Company has identified rural development projects as the focused area for its CSR activity (ies). The Company has also in place a CSR Policy as approved by the Board and the same is available on the Company's website: <http://www.comfortintech.com/Investorrelation>.

Further, Chief Financial Officer of the Company has certified that the funds disbursed have been utilized for the purpose and in the manner approved by the Board for Financial Year 2023-24. The detailed CSR Report in prescribed form is annexed to this Report as **Annexure V**.

## 26) RISK MANAGEMENT

Your Company has established a Risk Management Policy to systematically identify risks inherent in its business operations. This policy provides guidelines for defining, measuring, reporting, controlling, and mitigating identified risks.

Risk management is considered an integral part of every employee's role, emphasizing proactive identification and mitigation of risks. The Board periodically reviews the business plan and develops a comprehensive Risk Management Strategy in consultation with Audit Committee. This strategy encompasses guiding principles for proactive planning to identify, analyze, and mitigate all material risks, including those external and internal, such as Environmental, Business, Operational, Financial, and others.

**27) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The particulars of Loans, Guarantees and Investments covered under Section 186 of the Act forms part of the notes to the financial statements provided in this Annual Report.

**28) CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER CERTIFICATION**

The Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have certified to the Board about compliance by the Company in accordance with Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations for the Financial Year ended March 31, 2024, and the same forms part of this Annual Report.

**29) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

During the Financial Year 2023-24, there were no significant or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and operations of the Company in the future.

**30) SECRETARIAL STANDARDS**

Your Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

**31) GENERAL DISCLOSURE**

- ❖ There has been no change in the nature of business of the Company;
- ❖ There was no revision in the financial statements;
- ❖ During the year under review, no funds were raised through preferential allotment or qualified institutional placement.
- ❖ During the year under review, the Company has not made any application under Insolvency and Bankruptcy Code, 2016 and there is no proceeding pending under the said Code as at the end of the Financial Year;
- ❖ During the year, the Company has not undergone any one-time settlement and therefore the disclosure in this regard is not applicable.

**32) ACKNOWLEDGEMENTS**

Your Board would like to place on record its sincere appreciation for the wholehearted support and contribution made by its customers, its shareholders and all its employees as well as the various Government Departments, Banks, Distributors, Suppliers, other business associates and other stakeholders towards the conduct of efficient and effective operations of your Company.

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

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

**DATE : JULY 29, 2024  
PLACE : MUMBAI**

## ANNEXURE I

### FORM AOC-1

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

Statement containing salient features of the financial statements of subsidiaries or associate companies or joint ventures

#### PART "A": Subsidiaries:

		(Amount in lakhs)
Sr. No.	Name of the Subsidiary	Liquors India Ltd
1.	The date of becoming subsidiary	January 2024
2.	Reporting period for the subsidiary concerned	April 2023 to March 2024
3.	Reporting currency	
4.	Share capital	1,313.68
5.	Reserves and surplus	(579.83)
6.	Total assets	2,551.02
7.	Total Liabilities	1,817.16
8.	Investments	-
9.	Turnover	923.28
10.	Profit before taxation	-14.98
11.	Provision for taxation	-
12.	Profit after taxation	-6.10
13.	Proposed Dividend	-
14.	Extent of shareholding (in percentage)	65.30%

#### Part "B": Associates and Joint Ventures:

Sr. No.	Name of Associates or Joint Ventures	Lemonade Shares and Securities Private Limited	Comfort Securities Limited
1.	Latest audited Balance Sheet Date	March 31, 2024	March 31, 2024
2.	Date on which the Associate or Joint Venture was associated or acquired	November 2012	May 2007
3.	Shares of Associate or Joint Ventures held by the Company on the year end		
	Number of shares: (in lakh)	2.20	57.50
	Amount of Investment in Associates or Joint Venture: (Rupees in lakh)	220.00	560.00
	Extent of Holding (in percentage):	46.81	40.79
4.	Description of how there is significant influence	Equity Holding	
5.	Reason why the associate / joint venture is not consolidated	Not applicable, since it is consolidated	
6.	Net-worth attributable to shareholding as per latest audited Balance Sheet (Rupees in Lakh)	467.44	6,804.59
7.	Profit or (Loss) for the year (Rupees in lakh)	0.02	2,506.54
	i. Considered in Consolidation	(0.01)	1,022.42
	ii. Not Considered in Consolidation	(0.01)	1484.12

BY ORDER OF THE BOARD OF DIRECTORS OF  
COMFORT INTECH LIMITED

Sd/-

ANKUR AGRAWAL  
CHAIRPERSON & DIRECTOR  
DIN: 06408167

DATE : JULY 29, 2024  
PLACE : MUMBAI

## ANNEXURE II

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

#### **Comfort Intech Limited**

106 Avkar Algani Nagar Kalaria, Daman,  
Daman and Diu, India, 396210.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Comfort Intech Limited (CIN: L74110DD1994PLC001678)**, having its registered office at 106 Avkar Algani Nagar Kalaria, Daman, Daman and Diu, India, 396210 and its corporate office at A-301, Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (West), Mumbai-400064, Maharashtra, India (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2024** according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, if any;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(There were no events requiring compliance during the audit period)**
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e. The Securities and Exchange Board of India (Depository and Participants) Regulations 2018;
  - f. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **(There were no events requiring compliance during the audit period)**
  - g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(There were no events requiring compliance during the audit period)**
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(There were no events requiring compliance during the audit period)**

- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(There were no events requiring compliance during the audit period)**
  - j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under various applicable Laws, Rules and Regulations the Company as follow:
1. The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
  2. The payment of Gratuity Act, 1972;
  3. The Income Tax Act, 1961;
  4. The Indian Stamp Act, 1899;
  5. The State Stamp Acts;
  6. Negotiable Instruments Act, 1881;
  7. Shops and Establishment Act, 1953 and the rules, notifications issued thereunder;
  8. Legal Metrology Act, 2009;
  9. The Central Goods and Services Act, 2017;
  10. The Integrated Goods and Services Act, 2017;
  11. The State Goods and Services Act, 2017.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of the Board of Directors (SS-1), General Meeting (SS-2), Secretarial Standard on Dividend (SS-3) and Secretarial Standard on Report of the Board of Directors (SS-4) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I report that:**

- The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation in the meeting.
- The decisions of the Board Meetings were carried out with requisite majority.
- As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including actions for corrective measures, wherever found necessary.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report** during the audit period, the Company had following specific events/actions having a major bearing on the Company's affairs:

**i. Sub-division of the existing equity share.**

The Members through postal ballot by means of remote e-voting process on March 27, 2023 has approved the sub-division of the existing equity share of face value of ₹ 10/- (Rupees Ten only) each into Ten (10) equity shares of face value of ₹1/- (Rupees One only) each.

**ii. Investigation under section 201 (1) (c) of the Companies Act, 2013 by Regional Director, Western region, Mumbai**

The Company has received an Investigation Notice vide letter no. RD(WR)/Inv/Comfort/4931 dated December 29, 2023 for furnishing documents / information of the Company in relation to Investigation under section 201 (1) (c) of the Companies Act, 2013.

Accordingly, the Company has submitted the documents / information as requested in the aforesaid letter vide letter dated February 19, 2024 and are awaiting further directions.

**For Mitesh J. Shah & Associates  
Company Secretaries**

**Sd/-  
Mitesh Shah  
Proprietor  
FCS No.: 10070  
C. P. No.: 12891  
Peer Review Certificate No. 1730/2022  
UDIN: F010070F000465019**

**Date: 28.05.2024  
Place: Mumbai**

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

## Annexure A

My report of even dated is to be read along with this letter:

### Management's Responsibility Statement

- i. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

### Auditor's Responsibility Statement

- ii. I have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that I follow provide a responsible basis for my opinion.
- iii. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- iv. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

### Disclaimer

- v. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
- vi. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- vii. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.

**For Mitesh J. Shah & Associates**  
**Company Secretaries**

**Sd/-**

**Mitesh Shah**

**Proprietor**

**FCS No.: 10070**

**C. P. No.: 12891**

**Peer Review Certificate No. 1730/2022**

**Date: 28.05.2024**

**Place: Mumbai**

## ANNEXURE III

### FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

- Details of contracts or arrangements or transactions not at arm's length basis: **Not Applicable**
- Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advance, if any: (₹ in lakh)
1	Flora Fountain Properties Limited ("FFPL")  (Mr. Ankur Agrawal is Common Director in the Company)	Sale, purchase or supply of any goods or materials	Term / Renewal: 1 Financial Year and Auto renewal	The terms are mutually decided by the Company with FFPL in the best interest of the Company	These RPTs are in the ordinary course of business and are at arms' length basis and necessary approvals of the Board and Audit Committee were granted on February 10, 2023.	-

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

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

**DATE: JULY 29, 2024  
PLACE: MUMBAI**



## ANNEXURE IV

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

**1. The ratio of the remuneration of each Director and Key Managerial Personnel (KMP) to the median remuneration of the employees of the Company for the Financial Year 2023-24:**

Name of Directors/ KMP	Designation	Ratio of Remuneration of each Director / Employee to the median remuneration	Remuneration (₹ in Lakh)	
			F.Y. 2023-24	F.Y. 2022-23
Mr. Ankur Agrawal*	Non-Executive- Non-Independent Director	0.08	0.85	0.85
Mr. Devendra Lal Thakur*	Non-Executive Independent Director	0.09	0.90	0.90
Mr. Milin Ramani*	Non-Executive Independent Director	0.09	0.90	0.90
Mrs. Apeksha Kadam#	Executive Director	0.85	8.77	7.23
Mr. Anil Agrawal	Chief Executive Officer	4.64	48.10	48.00
Mr. Kailash Purohit	Chief Financial Officer	0.51	5.28	4.42
Ms. Nidhi Busa	Company Secretary & Compliance Officer	0.19	1.92	1.92

\*Only Sitting fees paid for attending meeting

# Remuneration to Mrs. Apeksha Kadam includes sitting fees

**2. The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year 2023-24 as compared to financial year 2022-23:**

Name of Directors/ KMP	Designation	% increase / decrease in Remuneration
Mr. Ankur Agrawal	Non-Executive- Non-Independent Director	N.A.
Mr. Devendra Lal Thakur	Non-Executive Independent Director	N.A.
Mr. Milin Ramani	Non-Executive Independent Director	N.A.
Mrs. Apeksha Kadam	Executive Director	21.30
Mr. Anil Agrawal	Chief Executive Officer	0.21
Mr. Kailash Purohit	Chief Financial Officer	14.81
Ms. Nidhi Busa	Company Secretary & Compliance Officer	N.A.

**3. The Percentage increase in the median remuneration of employees in the financial year 2022-23:**

The percentage increase in the median remuneration of all employees in the Financial Year was 21.03 %.

**4. The number of permanent employees on the payroll of Company as on March 31, 2023:**

The number of permanent employees on the payroll of Company as on 31 March, 2023 were 8.

**5. Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:**

The average percentage change made in the salaries of the employees other than the Key Managerial Personnel in the Financial Year was (11.8) % vis a vis increase of 1.77 % in the salaries of Key Managerial Personnel.

**6. Affirmation that the remuneration is as per the Nomination and Remuneration Policy of the Company:**

We affirm that the remuneration is as per the Nomination and Remuneration Policy of the Company.

Please note that the details required to be given as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company since the remuneration drawn by the Directors, KMPS and Employees are below the limits specified.

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

**Sd/-**

**ANKUR AGRAWAL  
CHAIRPERSON & DIRECTOR  
DIN: 06408167**

**DATE : JULY 29, 2024  
PLACE : MUMBAI**

## ANNEXURE V

### Report on Corporate Social Responsibility as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

#### 1. Brief outline on CSR Policy of the Company:

The objective of CSR Policy of the Company is to persist to contribute towards enhancing environmental and natural capital; supporting rural development; promoting education; providing preventive healthcare, providing sanitation and drinking water facility; creating livelihoods for people, especially those from disadvantaged sections of society, in rural and urban India; preserving and promoting sports and to do such other activities as may be permissible under section 135 of the Companies Act, 2013 ('the Act') read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 ('the Rules') and Schedule VII of the Act .

The details of the programs / projects to be undertaken have been given in Corporate Social Responsibility Policy of the Company which is attached in the Annual Report and is also available on the Company's website <http://www.comfortintech.com/Investorrelation>.

#### 2. Composition of the CSR Committee as on March 31, 2024:

Pursuant to provisions of Section 135(9) of the Act, read with the Rules and MCA General Circular No. 14 /2021 dated August 25, 2021, where the amount required to be spent by a Company on CSR does not exceed fifty lakh rupees, the requirement for constitution of the CSR Committee is not mandatory and the functions of the CSR Committee, in such cases, shall be discharged by the Board of Directors of the Company. Accordingly, all the functions of CSR committee are discharged and approved by the Board of Directors of the Company.

3. Web-link where CSR Policy and CSR projects approved by the board are disclosed on the website of the Company - <http://www.comfortintech.com/Investorrelation>.
4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) – **NOT APPLICABLE.**
5. (a) Average net profit of the Company as per section 135(5): ₹ 6,69,89,832/-  
 (b) Two percent of average net profit of the Company as per section 135(5) – ₹ 13,39,797/-  
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years – NIL  
 (d) Amount required to be set off for the Financial Year, if any- NIL  
 (e) Total CSR obligation for the Financial Year (7a+7b-7c) – ₹ 13,39,797/-
6. (a) CSR amount spent or unspent for the Financial Year

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
13,40,000/-	-	-	-	-	-

- (b) Details of CSR amount spent against **ongoing projects** for the Financial Year:

(1) Sr. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project State District	(6) Project duration	(7) Amount allocated for the project (in ₹)	(8) Amount spent in the current Financial Year (in ₹)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	(10) Mode of Implementation - Direct (Yes/No)	(11) Mode of Implementation - Through Implementing Agency Name CSR Registration number
N.A.										

(c) Details of CSR amount spent against other than **ongoing projects** for the Financial Year:

(1) Sr. No	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Amount spent for the project (in ₹)	(7) Mode of implementation - Direct (Yes/No)	(8) Mode of implementation – Through Implementing agency	
				State	District			Name	CSR Registration number
1.	Food and Shelter facilities to needy people	Section (x) – Rural development	No	Rajasthan	Jhunjhunu	13,40,000/-	No	Seth Govindram Charitable Trust	CSR00014394
<b>TOTAL</b>						<b>13,40,000/-</b>			

(d) Amount spent in Administrative Overheads: N.A.

(e) Amount spent on Impact Assessment, if applicable: N.A.

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 13,40,000/-

(g) Excess amount for set off, if any

Sr. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per section 135(5)	6,69,89,832/-
(ii)	Total amount spent for the Financial Year	13,40,000/-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	203/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	203/-

7. (a) Details of Unspent CSR amount for the preceding three Financial Years:

Sr. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding Financial Years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
N.A.							

(b) Details of CSR amount spent in the Financial Year for **ongoing projects** of the preceding Financial Year(s):

(1) Sr. No	(2) Project ID	(3) Name of the Project	(4) Financial Year in which the project was commenced	(5) Project duration	(6) Total amount allocated for the project (in ₹)	(7) Amount spent on the project in the reporting Financial Year (in ₹)	(8) Cumulative amount spent at the end of reporting Financial Year (in ₹)	(9) Status of the project- Completed /Ongoing
N.A.								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) – **Not Applicable**

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

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

**DATE : JULY 29, 2024  
PLACE : MUMBAI**

# CORPORATE GOVERNANCE REPORT

**[Pursuant to Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

The Company's Report on Corporate Governance for the period ended March 31, 2024, pursuant to Regulation 34(3) and Clause (C) of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is presented as follows. This report provides a comprehensive overview of the Company's approach towards good corporate governance.

## CORPORATE GOVERNANCE

Corporate Governance is about meeting our strategic goals responsibly and transparently, while being accountable to our stakeholders and includes both social and institutional aspects. A company which is governed by Corporate Governance principles, processes and systems encourages a trustworthy, moral, as well as an ethical environment. The essence of Corporate Governance is independence, transparency, accountability, integrity, responsibility, compliance, disclosure, ethics, values and trust. Corporate Governance enables an organization to perform efficiently and ethically to generate long term wealth and create value for stakeholders.

## COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

The Company believes that sound Corporate Governance is critical for enhancing and retaining stakeholders trust. An effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Our Corporate Governance practices are reflection of our value system encompassing our culture, policies, and relationships with our stakeholders and are founded upon a rich legacy of fair, ethical and transparent practices, many of which were in place even before they were mandated by regulatory authorities. Integrity, transparency, professionalism, honesty, integrity and ethical behaviour are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholders value legally, ethically and sustainably. At Comfort Intech Limited ("the Company"), the Board along with its various committees exercises its fiduciary responsibilities in the widest sense of the term towards all its stakeholders by ensuring fair play and independence in its decision making.

The Company has adopted a Code of Conduct for its employees, directors including non-executive directors, independent directors that suitably incorporates their duties.

The Company's Corporate Governance structure has evolved over the years and it provides a comprehensive framework to enhance accountability to shareholders and other stakeholders. It ensures timely implementation of the plans and adequate disclosures as well as fair dealings with shareholders and other stakeholders' interests. The Company is focused on the enhancement of long-term value creation for all stakeholders without compromising on integrity, social obligations, and regulatory compliances.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

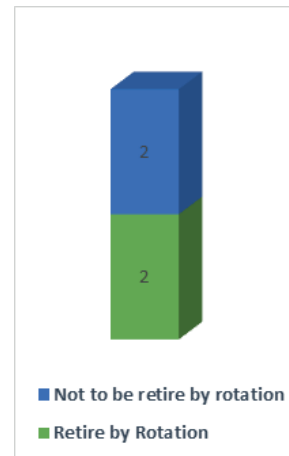
## THE BOARD OF DIRECTORS

### ➤ Composition of the Board Directors

The Company is professionally managed and functioning under the supervision of the Board of Directors. Board strives to ensure excellence and integrity in setting sound corporate governance standards. The Board of Directors of the Company consists of professionals from varied disciplines. The day-to-day management of the affairs of the Company is entrusted and managed with the senior management personnel and head of the departments. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected.

The Composition of the Board of Directors is in conformity with section 149 of the Companies Act, 2013 ("the Act") read with regulation 17 of the SEBI Listing Regulations.

The Company recognizes and embraces the importance of a diverse Board in its success. During the period under review, the Board of Directors of your Company consisted of four directors, which consists of, two are Non-Executive Independent Directors, an Executive Woman Director and a Non-Executive Non-Independent Director, who is the Chairperson of the Company. All the Non-Independent Directors on the Board are liable to retire by rotation. The profile of the Directors can be accessed on our website at [www.comfortintech.com](http://www.comfortintech.com).



➤ **Directorships and Committee Memberships/Chairpersonships in other Companies as on March 31, 2024 are given below:**

Name of the Directors' and Category of Directorship	No. of shares and convertible instruments held in the Company	No. of Directorship in other entities (Including your Company)	*Position in Committees in Public & other entities (Including your Company)		Names of the other listed entities where the person is a director	Category of Directorship in other Listed Companies
			Member	Chairperson		
<b>Mr. Ankur Agrawal</b> Non-Executive Non-Independent Director, Chairperson (DIN:06408167)	0	11	9	2	Comfort Commotrade Limited Luharuka Media & Infra Limited Comfort Fincap Limited	Non-Executive – Non-Independent Director Managing Director-Chairperson Executive Director-Chairperson
<b>Mr. Devendra Lal Thakur</b> Non-Executive, Independent Director (DIN:00392511)	27,940	4	8	5	Comfort Commotrade Limited Luharuka Media & Infra Limited Comfort Fincap Limited	Non-Executive, Independent Director Non-Executive, Independent Director Non-Executive, Independent Director

Name of the Directors' and Category of Directorship	No. of shares and convertible instruments held in the Company	No. of Directorship in other entities (Including your Company)	*Position in Committees in Public & other entities (Including your Company)		Names of the other listed entities where the person is a director	Category of Directorship in other Listed Companies
			Member	Chairperson		
<b>Mr. Milin Ramani</b> Non-Executive, Independent Director (DIN:07697636)	1000	11	10	1	Comfort Comtrade Limited	Non-Executive, Independent Director
					Luharuka Media & Infra Limited	Non-Executive, Independent Director
					Comfort Fincap Limited	Non-Executive, Independent Director
					Tree House Education & Accessories Limited	Non-Executive, Independent Director
					Hubtown Limited	Non-Executive, Independent Director
					Relcon Infraprojects Ltd.	Non-Executive, Independent Director
					Binani Industries Limited	Non-Executive, Independent Director
<b>Mrs. Apeksha Kadam</b> Executive- Women Director	0	10	1	1	Comfort Comtrade Limited	Non-Executive- Non-Independent Woman Director-Chairperson
					Luharuka Media & Infra Limited	Non- Executive- Non-Independent Woman Director
					Comfort Fincap Limited	Non-Executive Non-Independent Woman Director

**Notes:**

- (1) \* Represents Chairpersonship and Membership of Audit Committee and Stakeholders' Relationship Committee of other companies.
- (2) None of the Directors hold directorship in more than twenty (20) companies, with not more than ten (10) public limited companies. Further, pursuant to Regulation 17A of the SEBI Listing Regulations, none of the Directors on the Board serves as an independent director in more than seven (7) listed entities and none of the Directors who are Executive Directors serves as an independent director in more than three (3) listed entities. Also, none of the Director acts as a member of more than ten (10) committees or acts as a chairperson of more than five (5) committees (committees being Audit Committee and Stakeholders Relationship Committee) across all Public Limited Companies in which they are Director as per Regulation 26(1) of the SEBI Listing Regulations.
- (3) No Director is related to any other Director on the Board in terms of the definition of 'Relative' given under the Act.

**BOARD MEETINGS**

During the financial year ended March 31, 2024, four (4) Board Meetings were held on May 30, 2023, August 14, 2023, November 09, 2023 and January 20, 2024 and the gap between two meetings did not exceed 120 days. The notice, agenda along with notes to agenda for the Board and Committee meetings are disseminated electronically through E-mail on registered E-mail ID's of directors and other participants/invitees with the Company, thereby eliminating circulation of printed papers. The necessary quorum was present for all the meetings. The Chairperson of each Committee briefs the Board on significant discussions held at respective Committee meetings. The gap between any two Board Meetings was not more than one hundred and twenty days.

The details of attendance of Directors at Board Meetings during the financial year 2023-24 and at the 29<sup>th</sup> Annual General Meeting (“AGM”) of the Company are as reproduced below:-

Sr. No.	Name of Member	Category	No. of Meetings attended			Attendance at 29 <sup>th</sup> AGM held on 27 <sup>th</sup> September, 2023
			Held during the tenure	Attended	% of attendance	
1.	Mr. Ankur Agrawal	Non-Executive – Non-Independent Director, Chairperson	4	4	100	Yes
2.	Mr. Milin Ramani	Non-Executive-Independent Director	4	4	100	Yes
3.	Mr. Devendra Lal Thakur	Non-Executive-Independent Director	4	4	100	Yes
4.	Mrs. Apeksha Kadam	Executive Woman Director	4	4	100	Yes

**Disclosure of relationships between directors inter-se: There is no relationships between directors inter-se.**

#### Independent Directors and their meetings

Independent Directors play a significant role in the governance processes of the Board. By virtue of their varied expertise and experience, they enrich the Board’s decision-making and prevent possible conflicts of interest that may emerge in such decision-making and safeguards the interests of all stakeholders.

The Company, based on the recommendation of the Nomination and Remuneration Committee and Board, has appointed Independent Directors from diversified field who have adequate experience, skills and capabilities required for the perform roles of Independent Directors. In the opinion of the Board, the Independent Directors of the Company fulfil the conditions specified in the Act and SEBI Listing Regulations regarding independence. There were no changes in Independent Directors during the year under review.

During the year under review, the Independent Directors met on January 20, 2024 as per the Schedule IV of the Act read with the Rules and Regulations 25 (3) of SEBI Listing Regulations thereunder *inter-alia* to:

1. Review the performance of Non- Independent Directors and the Board of Directors as whole;
2. Review the performance of the Chairperson of the Company, taking into account the views of the Executive and Non-Executive Directors;
3. Access the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Meeting was attended by all the Independent Directors as on that date and Mr. Devendra Lal Thakur had led the Meeting. The Independent Directors have expressed satisfaction at the robustness of the evaluation process, the Board’s freedom to express its views on matters transacted at the meetings and the openness and transparency with which the Management discusses various subject matters specified in the agenda of meetings.

#### Familiarization Programme

The details of the familiarization programme are provided under Directors’ Report. The policy on Company’s familiarization program for independent directors & details of familiarization programme imparted to Independent Directors are hosted on the Company’s website at: [www.comfortintech.com/Investorrelation](http://www.comfortintech.com/Investorrelation).

#### Core Skills / Expertise / Competencies of the Board

The Board comprises of highly qualified and experienced members who possess required skills, expertise, diversity, competence and independence which is required by the Company and thereby provides leadership, strategic guidance, objective and an independent view to the Company’s management while discharging its fiduciary responsibilities.



The Board after taking into consideration the Company's nature of business, core competencies and key characteristics, has identified the following core skills / expertise / competencies as required in the context of its business(es) & sector(s) for it to function effectively and which are currently available with the Board as per the below table:

Core Skills / Expertise / Competence	Name of the Directors			
	Mr. Devendra Lal Thakur	Mr. Milin Ramani	Mrs. Apeksha Kadam	Mr. Ankur Agrawal
Corporate Governance & Ethics	✓	✓	-	✓
Management & Strategy	✓	✓	✓	✓
Strategy & Planning	✓	✓	-	✓
Financial Management & Taxation	✓	-	-	✓
Global business perspective	✓	-	-	✓
Audit & Accounts	✓	✓	-	✓
Business Leadership	-	-	✓	✓
Business Administration	-	-	✓	✓
Operations & General Management	-	-	✓	✓
Human Resource Management / Personnel Management	-	✓	✓	✓
Compliance	✓	✓	✓	✓
Risk Management	✓	✓	✓	✓
Sales and Marketing	-	-	✓	✓

#### COMMITTEES OF THE BOARD:

The Committees of the Board plays an important role in the governance structure of the Company and have been constituted to focus on specific areas and make informed decisions within the delegated authority. Each Committee is guided by its Charter or terms of reference, which provides for the composition, scope, powers and duties and responsibilities. The recommendation and/or observations and decisions of the committee are placed before the Board for their information or approval. Further, the minutes of the various committee meetings are also placed before the Board in their meetings. The Chairperson of respective committee updates the Board regarding the discussions held / decisions taken at the committee meetings.

There are following (4) Board Committees, consisting of both statutory & non-statutory committees as on March 31, 2024.



Details of Committee are mentioned herein below :

## STATUTORY COMMITTEES:

### 1. AUDIT COMMITTEE

Name of the Committee	Terms of reference	Category and Composition		Other details
		Name of members	Category	
Audit Committee	<ul style="list-style-type: none"> <li>The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Act read with Regulation 18 of the SEBI Listing Regulations.</li> <li>The terms of reference stipulated by the Board of Directors to the Audit Committee are as contained under Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations and section 177 of the Act.</li> </ul>	Mr. Devendra Lal Thakur (Chairperson)	Non-Executive - Independent Director	<ul style="list-style-type: none"> <li>During the financial year under review, the Audit Committee met four (4) times on May 30, 2023, August 14, 2023, November 09, 2023 and January 20, 2024.</li> <li>The Committee comprises of three Directors out of which 2/3<sup>rd</sup> are Independent Directors and Chairperson of the committee is an Independent Director;</li> <li>All members are financially literate and bring in expertise in the fields of finance, accounting, development, strategy and management;</li> <li>The Committee invites such of the executives as it considers appropriate, representatives of the statutory auditors and internal auditors, to be present at its meetings;</li> </ul>
		Mr. Ankur Agrawal (Member)	Non-Executive – Non-Independent Director	
		Mr. Milin Ramani (Member)	Non-Executive - Independent Director	
		<ul style="list-style-type: none"> <li>There was 100% attendance of all members in all the meetings of committee. Further, Audit committee meetings were also attended by internal &amp; statutory auditors.</li> <li>The AGM for the financial year 2022-23 was held on September 12, 2023 and was attended by Mr. Devendra Lal Thakur, Chairperson of the Committee.</li> </ul>		

### 2. NOMINATION AND REMUNERATION COMMITTEE

Name of the Committee	Terms of reference	Category and Composition		Other details
		Name	Category	
Nomination and Remuneration Committee	<ul style="list-style-type: none"> <li>The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section 178 of the Act read with Regulation 19 of SEBI Listing Regulations.</li> <li>The terms of reference of the Nomination and Remuneration Committee are as contained under Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations and section 178 of the Act.</li> </ul>	Mr. Devendra Lal Thakur (Chairperson)	Non-Executive - Independent Director	<ul style="list-style-type: none"> <li>During the financial year under review, the Committee met once (1) on May 30, 2023;</li> <li>The Nomination and Remuneration Committee comprises of three directors out of which 2/3<sup>rd</sup> are independent directors and Chairperson of the committee is an independent director;</li> <li>brief details of and Remuneration Policy is given below:</li> </ul>
		Mr. Milin Ramani (Member)	Non-Executive - Independent Director	
		Mr. Ankur Agrawal (Member)	Non-Executive- Non-Independent Director	
		<ul style="list-style-type: none"> <li>There was 100% attendance of all members in all the meetings of committee.</li> <li>The AGM for the financial year 2022-23 was held on September 12, 2023 and was attended by Mr. Devendra Lal Thakur, Chairperson of the Committee.</li> </ul>		

#### Nomination and Remuneration Policy

- Your Company's Nomination and Remuneration Policy for Directors and Senior Managerial Personnel is approved by the Nomination and Remuneration Committee and the Board. It drives by the success and performance of the individual employees and the Company. Through its compensation programme, the Company endeavors to attract, retain, develop and motivate a high-performance workforce. The purpose of the Nomination and Remuneration Policy is to establish and govern the procedure applicable:

- a) Appointment of Directors, KMP's & other senior management.
- b) To evaluate the performance of the members of the Board.
- c) To ensure remuneration payable to Directors, KMP's & other Senior Management strike appropriate balance and commensurate among others with the functioning of the Company and its long-term objectives.
- d) To retain motivate and promote talent within the Company and to ensure long term sustainability of the managerial persons and create competitive advantage.
- e) To recommend to the board, all remuneration, in whatever form, payable to senior management.

The policy inter-alia covers the Directors' appointment and remuneration, Key Managerial Personnel's and other senior management appointment and remuneration. The NRC while recommending the appointment of any Director, considers the manner in which, the experience and expertise of the individual, could contribute to the overall growth, development, object and goals of the Company.

The Remuneration Policy as required under section 178 of the Act, and Regulation 19 of SEBI Listing Regulations is available on the website of the Company and can be accessed at web link [www.comfortintech.com/Investorrelation](http://www.comfortintech.com/Investorrelation).

### Remuneration of Directors

#### i. Pecuniary Relationship or Transactions with Non-Executive Directors.

During the year, there were no pecuniary relationships or transactions entered into between the Company and any of its Non-Executive Directors (both Independent as well as Non-Independent) apart from payment of sitting fees and/ or commission/ perquisites as approved by the members. Further, the Company also reimburses out-of-pocket expenses, if any to Non-Executive Directors for attending meetings or otherwise.

#### ii. Criteria of making payment of Remuneration to Non-Executive Directors.

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

- During the financial year 2023-24, no Commission was paid to the NEDs;
- The sitting fees payable to the NEDs for attending the Board and Committee meetings is fixed subject to the statutory ceiling. The details of sitting fees paid to the Non-Executive Independent Director and Non- Executive Non-Independent Directors for the financial year 2023-24 are given in **Annexure IV** of the Directors' Report.

#### iii. Details of Remuneration paid to Executive Director:

The details of remuneration paid to the Executive Directors for the financial year 2023-24 are given in **Annexure IV** of the Directors' Report. The remuneration paid to the Executive Directors is inclusive of all benefits i.e. salary, bonus, etc. Further, Company has not issued any stock options to the Directors of the Company. Further, the Company also reimburses out-of-pocket expenses, if any to Executive Directors for attending meetings or otherwise.

### Performance evaluation of the Independent Directors

Pursuant to Regulation 17 (10) of SEBI Listing Regulations the evaluation of independent directors was done by the entire board of directors which included:

- (a) performance of the independent directors; and
- (b) fulfilment of the independence criteria as specified in the Act and regulations and their independence from the management.

In terms of Section 178 of the Act and Regulation 19 read with Schedule II to the SEBI Listing Regulations the Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the Board as a whole, its Committees and individual Directors. Based thereon, the evaluation was carried out by the Board. The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

**3. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Name of the Committee	Terms of reference	Category and Composition		Other details
		Name	Category	
Stakeholders Relationship Committee	<ul style="list-style-type: none"> <li>Company's Stakeholders Relationship Committee is constituted pursuant to section 178 (5) of Act and Regulation 20 of the SEBI Listing Regulations.</li> <li>The terms of reference of the Stakeholders' Relationship Committee are as contained under Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations and section 178 of the Act.</li> </ul>	Mr. Milin Ramani (Chairperson)	Non-Executive - Independent Director	<ul style="list-style-type: none"> <li>During the financial year under review, the Committee met four (4) times on May 30, 2023, August 14, 2023, November 09, 2023 and January 20, 2024.</li> <li>The Committee comprises of three directors out of which two are independent directors. The Chairperson of the Committee is Independent Director;</li> <li>Details of Investor complaints and Compliance Officer are provided below</li> </ul>
		Mr. Ankur Agrawal (Member)	Non- Executive Non-Independent Director	
		Mr. Devendra Lal Thakur (Member)	Non-Executive - Independent Director	
		<ul style="list-style-type: none"> <li>There was 100% Attendance of all members in all the meetings of committee.</li> <li>The AGM for the financial year 2022-23 was held on September 27, 2023 and was attended by Mr. Milin Ramani, Chairperson of the Committee.</li> </ul>		

**Status of Transfers**

There were no pending share transfer requests as on March 31, 2024.

**Complaints:**

The details of shareholders' complaints received, disposed and pending of during the financial year under review are as follows:

**STATUS OF INVESTOR COMPLAINTS**

1. Pending at the beginning of the financial year	0
2. Received during the financial year	1
3. Disposed off during the financial year	1
4. Pending at the end of the financial year	0

**Name, designation and address of Compliance Officer:**

**Ms. Nidhi Grover,**

**Company Secretary and Compliance Officer**

A- 301, Hetal Arch, Opp. Natraj Market, S. V. Road, Malad (West), Mumbai - 400064

Phone No. 022-6894-8500/08/09

**Attendance records of Committee Meetings during the financial year 2023-24**

Name of the Committee	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
No. of meetings held	4	1	4
<b>No. of meetings attended</b>			
<b>Name of the Committee Members</b>			
Mr. Devendra Lal Thakur	4	1	4
Mr. Milin Ramani	4	1	4
Mr. Ankur Agrawal	4	1	4
Mrs. Apeksha Kadam	-	-	-

## NON - STATUTORY COMMITTEES:

### 4. OPERATIONS COMMITTEE:

The Operations Committee of the Company was constituted by the Board of Directors in their meeting held on May 30, 2022, for operational convenience and to deal with the matters relating to frequent banking and day-to-day business affairs on urgent business without necessarily calling for a board meeting.

The Composition of the Committee as follows:

1. Mr. Ankur Agrawal, Non-Executive Director
2. Mrs. Apeksha Kadam, Executive Director
3. Mr. Anil Agrawal, Chief Executive Officer

The terms of reference of the Operations Committee include the following:

- a) To authorize opening and closing of bank accounts & to authorize additions/deletions to the signatories pertaining to banking transactions;
- b) To approve investment of surplus funds of the Company in various mutual funds, fixed deposits, govt. treasury bonds or any other securities, subject to limit as specified under the provisions of section 186 of the Act read with limits set by Shareholders of the Company from time to time;
- c) To approve any borrowing of money by the Company subject to limit as specified under the provisions of section 180 of the Act read with limits set by Shareholders of the Company from time to time;
- d) To grant loans or give guarantee or provide security in respect of loans on behalf of the Company subject to limit as specified under the provisions of section 186 or any other provisions of the Act read with limits set by Shareholders of the Company from time to time;
- e) To approve transactions relating to foreign exchange exposure, derivative & hedging contracts including but not limited to forward cover and derivative products (within overall aforesaid limit of investment), including delegating such power to any other official of the Company;
- f) To delegate authority to the Company officials, Authorised Representative to represent the Company at various Courts, National Company Law Tribunal (NCLT), Government authorities, Stock Exchange(s), Securities and Exchange Board of India (SEBI), Securities Appellate Tribunal (SAT) or Arbitration or any Court of Law or any Tribunal or any Quasi-Judicial or Statutory or Administrative Authority to attend, sign and submit applications, petitions, plaints, written statement, counterclaim, objection petition, Complaints, vakalatnamas, evidence, affidavits and all other documents, etc.;
- g) To approve, sign and execute service agreements, consultancy agreements, technical support agreements, or any other agreements, accepting Purchase Order or purchase contracts or incurring of any commitments including delegating such power to any other official/employee/authorised Representative of the Company to sign and execute such agreements;
- h) Allotment and Post-Allotment activities of Company's Securities. The scope of work of this Committee is to approve allotment, issue of Certificate/Letter of allotment, transfer, transmission, re-materialisation, issue of duplicate certificates, consolidation / split of Company's domestic and foreign Securities, (if any);

During the period under review, three (3) meetings of Operations Committee were held on October 20, 2023 December 01, 2023 and January 20, 2024.

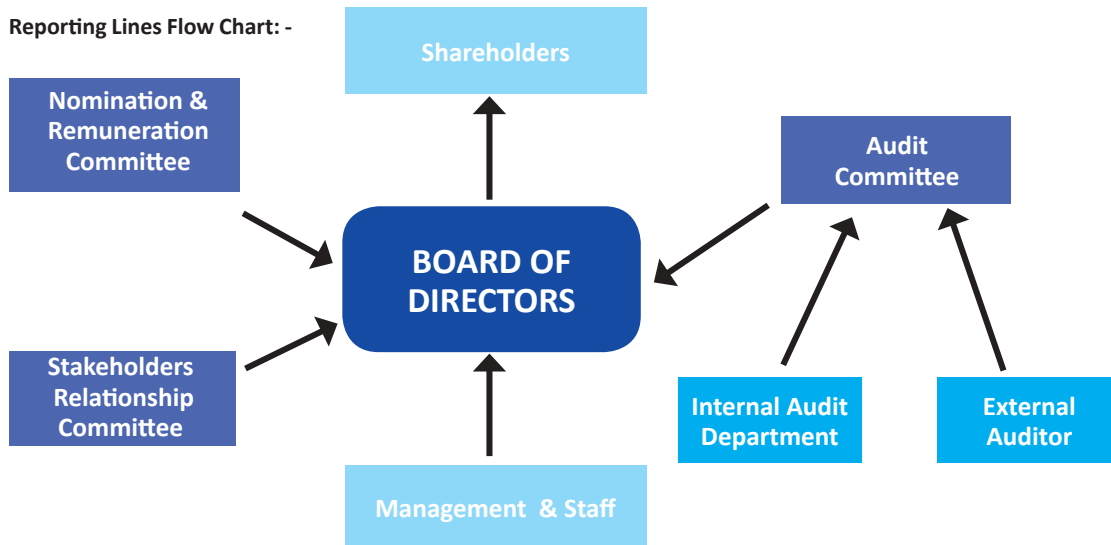
**The Company Secretary acts as the Secretary for all the Committees.**

#### ➤ SENIOR MANAGEMENT:

There have been no changes in senior management since the close of previous financial year. Particulars of senior management as on March 31, 2024 is as following:

Sr. No.	Name of the Senior Management Personnel	Designation
1	Mr. Anil Agrawal	Chief Executive Officer
2	Mr. Kailash Purohit	Chief Financial Officer
3	Ms. Nidhi Grover	Company Secretary & Compliance Officer

Reporting Lines Flow Chart: -



➤ **SUCCESSION PLANNING**

The Nomination and Remuneration Committee in consultation with the Board works on the leadership succession plan to ensure orderly succession in appointments to the Board and in the senior management. The Company strives to maintain an appropriate balance of skills and experience, between the requirements of the Company and composition of Board and the senior management, with an endeavor to introduce new perspectives, whilst maintaining experience and continuity.

➤ **GENERAL BODY MEETINGS**

**A. Details of Date, Time, Location and Special Resolutions Passed during last three years:**

Financial Year	AGM	Location	Date	Time	Nature of Special Resolution, if any, Passed in AGM
2020-21	27 <sup>th</sup>	Through Video Conferencing / Other Audio Visual Means	September 29, 2021	4:30 P.M.	1. To approve the Related Party Transactions; 2. To Re-appoint Mr. Devendra Lal Thakur (DIN: 00392511) as Non-Executive Independent Director of the Company.
2021-22	28 <sup>th</sup>	Through Video Conferencing / Other Audio Visual Means	September 29, 2022	11:00 A.M.	1. To approve the Related Party Transactions
2022-23	29 <sup>th</sup>	Through Video Conferencing / Other Audio Visual Means	September 27, 2023	11:30 A.M.	1. To approve the Related Party Transactions

**B. Extra-Ordinary General Meetings:**

There were no Extra-Ordinary General Meetings held during the year under review.

**C. Postal Ballot:**

• **Whether any special resolution passed during the year through postal ballot and details of voting pattern:**

No special resolution was passed was through postal ballot during the year under review.

**Procedure for postal ballot – Not Applicable**

**Details of special resolution proposed to be transacted through postal ballot – Not Applicable**

## ➤ MEANS OF COMMUNICATION:

The Company recognizes communication as a key element to the overall Corporate Governance framework, and therefore emphasizes on prompt, continuous, efficient and relevant communication to all external constituencies. The Board recognizes the importance of two-way communication with shareholders and giving a report of results and progress and responding to questions and issues raised in a timely and consistent manner as follows:

- **Quarterly results:** Quarterly, half-yearly and annual financial results are disseminated to Stock Exchange as per the provisions of Regulation 30 of the SEBI Listing Regulations and the same are also published in Business Standard, Financial Express and Financial Express Gujarati- Ahmedabad in compliance with Regulation 47 of the SEBI Listing Regulations.
- **Stock Exchange:** The Company discloses to the Stock Exchange where the shares of the Company are listed, all information as required to be disclosed pursuant to the provisions of the SEBI Listing Regulations including material information having a bearing on the performance / operations of the Company or other price sensitive information. The Board of Directors has approved a policy for determining materiality of events for making disclosures to Stock Exchanges.
- **Website:** Your Company maintains a website <http://comfortintech.com/>, wherein there is a dedicated section 'Investor Relation'. The Company's website is a comprehensive reference on its leadership, management, vision, mission, policies, corporate governance, investor relations, service offerings, updates and news. Further, all disclosures disseminated to Stock Exchanges are also made available on the Company's website as required under Regulation 46 of SEBI Listing Regulations.
- **Other Means of Communication and designated Email:** Facility has been provided by the SEBI for investors to place their complaints / grievances on a centralized web-based complaints redressal system viz. SEBI Complaints Redress System (SCORES). Further, the Companies has registered itself on new platform made available by SEBI, i.e. SMART ODR portal (Securities Market Approach for Resolution through ODR Portal) which is designed to enhance investor grievance redressal by enabling investors to access Online Dispute Resolution Institutions for the resolution of their complaints, if any, against the Companies. Any aggrieved party can, pursuant to SEBI Circulars issued from time to time, initiate the mechanism through the ODR portal, after exercising the primary options to resolve the issue directly with the Company and through the SCORES platform.

Further, Email ID: [info@comfortintech.com](mailto:info@comfortintech.com) has been designated for the purpose of registering complaints by shareholders or investors or mail to Company's RTA on [info@bigshareonline.com](mailto:info@bigshareonline.com).

## ➤ GENERAL SHAREHOLDERS INFORMATION

### a) Annual General Meeting ("AGM") for the Financial Year 2023-24

Day and Date	<b>Friday, August 23, 2024</b>
Time	11:30 A.M. IST.
Venue	AGM to be conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

### b) The Financial year and tentative calendar:

The Company follows the financial year from April 01 to March 31. Tentative calendar for declaration of financial results for the financial year 2024-25 is as given below. In addition, the Board may meet on other dates as and when required.

Quarter ending June 30, 2023	On/before August 14, 2024
Quarter ending September 30, 2023	On/before November 14, 2024
Quarter ending December 31, 2023	On/before February 14, 2025
Financial year ending March 31, 2024	On/before May 30, 2025

### c) Book Closure Date: August 17, 2024 to August 24, 2024 (both days inclusive)

### d) Dividend Payment Date: The dividend on equity shares, if approved at the ensuing AGM, will be paid within statutory time limit of 30 days from the date of AGM subject to deduction of tax at source ("TDS").

### e) The name and address of each Stock Exchange(s) at which the listed entity's securities are listed.

Sr. No.	Name and address of the Stock Exchange	Scrip Code
1.	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001, MH, IN	Scrip Code – 531216 ISIN- INE819A01049*

\*The ISIN of the Company has been changed from INE819A01031 to INE819A01049 on April 14, 2023 (record date) pursuant to corporate action for sub-division/split of equity shares of the Company

Annual Listing Fees for the financial year 2023-24 has been paid to the above Stock Exchanges.

**f) Stock Market Data:**



High, Low (based on daily closing prices) and number of equity shares traded during each month in financial year 2023-2024 on BSE Limited:

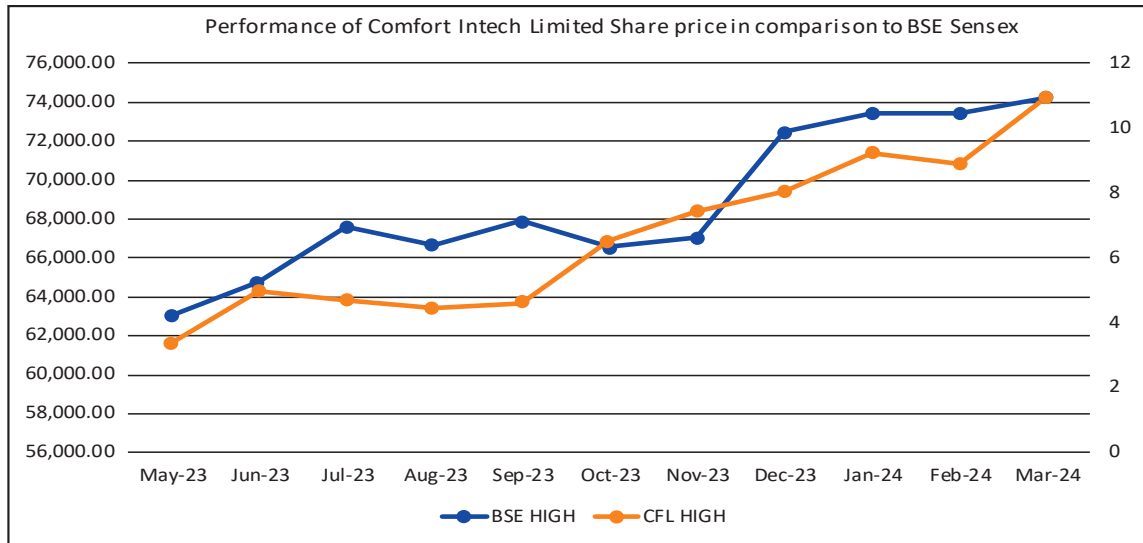
Month	BSE Limited		
	High (₹)	Low (₹)	Volume Traded
April-2023	29.75	37.49	14,643
May-2023	3.39	5.78	28,945
June-2023	4.99	5.94	55,141
July-2023	4.7	4.8	23,381
August-2023	4.47	5.05	25,494
September-2023	4.6	7.15	58,771
October-2023	6.53	10.17	80,958
November-2023	7.44	8.91	48,495
December-2023	8.07	9.95	54,158
January-2024	9.21	9.38	30,478
February-2024	8.88	12.28	79,442
March-2024	10.95	12.09	72,484

**Note:** The equity shares of the Company were sub-divided such that each equity share having face value of INR 10/- (Rupees Ten only) fully paid-up, was sub-divided into Ten (10) equity shares having face value of INR 1/ (Rupees One only) each, fully paid-up with effect from 14<sup>th</sup> April, 2023 (Record Date for sub-division).

**g) Performance of Comfort Intech Limited Share price in comparison to BSE SENSEX:**

Month	S & P BSE SENSEX			Comfort Intech Limited		
	High	Low	Close	High (₹)	Low (₹)	Close (₹)
April-2023	61,209.46	58,793.08	61,112.44	29.75	37.49	3.29
May-2023	63,036.12	61,002.17	62,622.24	3.39	5.78	5.03
June-2023	64,768.58	62,359.14	64,718.56	4.99	5.94	4.64
July-2023	67,619.17	64,836.16	66,527.67	4.7	4.8	4.44
August-2023	66,658.12	64,723.63	64,831.41	4.47	5.05	4.6
September-2023	67,927.23	64,818.37	65,828.41	4.6	7.15	6.52
October-2023	66,592.16	63,092.98	63,874.93	6.53	10.17	7.42
November-2023	67,069.89	63,550.46	66,988.44	7.44	8.91	7.92
December-2023	72,484.34	67,149.07	72,240.26	8.07	9.95	9.38
January-2024	73,427.59	70,001.60	71,752.11	9.21	9.38	8.88
February-2024	73,413.93	70,809.84	72,500.30	8.88	12.28	10.59
March-2024	74,245.17	71,674.42	73,651.35	10.95	12.09	10.07





Source: BSE Limited (www.bseindia.com)

#### h) Registrar to an Issue and Share Transfer Agent

**Name:** Bigshare Services Private Limited  
**Address:** Office No. S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
 Next to Ahura Centre, Mahakali Caves Road,  
 Andheri (East), Mumbai – 400 093;  
**Tel:** 022-62638200 Fax: 022-62638299;  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com);  
**Email ID:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com).

In case of any complaints and/ or queries relating to the Company's shares, dividend or other related matters, investors may reach out to the Company's Registrar and Share Transfer Agent.

#### i) Depository for Equity Shares



**National Securities Depository Limited**  
 Trade World, 'A' Wing, 4<sup>th</sup> floor,  
 Kamala Mills Compound, Senapati Bapat Marg, Lower  
 Parel, Mumbai – 400 013;  
 Tel.: 91 22 2499 7000; Fax: 91 22 2497 6351;  
 E-mail: [info@nsdl.co.in](mailto:info@nsdl.co.in).



**Central Depository Services (India) Limited**  
 Marathon Futurex, A-Wing, 25<sup>th</sup> floor,  
 N M Joshi Marg, Lower Parel,  
 Mumbai- 400 013;  
 Tel.: +91 (022) 2305 8640 / 8642 / 8639 / 8663;  
 E-mail: [helpdesk@cDSLindia.com](mailto:helpdesk@cDSLindia.com).

#### j) Share Transfer System

- Pursuant to the Regulation 40(1) of SEBI Listing Regulations read with SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the Company has sent out intimations to those Members, holding shares in physical mode whose folios are incomplete with PAN, KYC and/ or Nomination details, requesting them to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folios and to update the details. Physical Shareholders may contact the RTA at [investor@bigshare.com](mailto:investor@bigshare.com) and also refer details on the website of the Company <http://www.comfortintech.com/InvestorsRelation.aspx> for furnishing/ updating the PAN, KYC and Nomination details.
- Pursuant to SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, for existing investors/ unitholders it has been decided that –
  - Non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts,
  - Security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these security holders,

- Dividend, interest or redemption payment withheld presently, only for want of 'choice of nomination' shall be processed accordingly.

However, all new investors/unit holders shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts).

- Pursuant to SEBI Circulars SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI/HO/MIRSD/PoD-1/OW/P/2022/64923 dated December 30, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation. The shareholders can reclaim these shares from the Company's SEDA on submission of documentation prescribed by SEBI.
- As required under Schedule V of Listing Regulations and the above circular, the Company has opened "Comfort Intech Limited - Suspense Escrow Demat Account" with the Depository Participants for the purpose of transferring unclaimed equity shares held in physical form. The Company will transfer the shares lying unclaimed to the eligible shareholders as and when the request for the same has been received after proper verification. As on March 31, 2024 there were no unclaimed equity shares in the Unclaimed Suspense Account.
- The Company obtains from a Company Secretary in practice yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI Listing Regulations and files a copy of the same with the Stock Exchange.

**k) In case the securities of the company are suspended from trading, the reasons thereof:** The securities of the Company were not suspended from trading on BSE Limited during the year under review.

**l) Distribution of Share Holding (in Rupees) as on March 31, 2024.**

Nominal Value of equity shares is ₹ 01/- each.

SR. NO.	RANGE OF SHAREHOLDING OF NOMINAL (In ₹)		NUMBER OF SHAREHOLDERS	% OF TOTAL NO. OF SHAREHOLDERS	SHARES (In ₹)	% OF TOTAL SHAREHOLDING
1	1	5000	85,660	96.3349	3,90,45,955	12.2042
2	5001	10000	1705	1.9175	1,33,47,714	4.1720
3	10001	20000	777	0.8738	1,13,22,470	3.5390
4	20001	30000	281	0.3160	70,58,650	2.2063
5	30001	40000	112	0.1260	39,41,094	1.2318
6	40001	50000	108	0.1215	51,35,285	1.6051
7	50001	100000	140	0.1574	1,00,55,229	3.1429
8	100001	999999999	136	0.1529	23,00,31,683	71.8988
<b>TOTAL</b>			<b>88,919</b>	<b>100.00</b>	<b>31,99,38,080</b>	<b>100.00</b>

**m) Dematerialization of Shares & Liquidity**

Break-up of shares in physical & electronic mode as on March 31, 2024.

Mode	No. of shares	% of total Shareholding
Physical	1,04,140	0.03
NSDL	4,52,53,113	14.14
CDSL	27,45,80,827	85.82
<b>Total</b>	<b>3,19,93,808</b>	<b>100.00%</b>

**n) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments as on March 31, 2024, as such instruments have not been issued in the past.

**o) Commodity price risk or foreign exchange risk and hedging activities:**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given. The Company does not enter into any derivative instruments for trading or speculative purposes. The disclosure on foreign exchange exposure as on March 31, 2024 are disclosed in notes to the Financial Statements.

**p) Plant Location:**

The Company does not have any plants.

**q) Address of Correspondence:**

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

**Corporate Office:** A-301, Hetal Arch, S. V. Road, Malad (West),  
Mumbai- 400 064; Tel: 022-68948508/09;

**Website:** [www.comfortintech.com](http://www.comfortintech.com);

**Email:** [info@comfortintech.com](mailto:info@comfortintech.com).

**Investor Grievance:** For Investor's related queries/complaints:

**Email:** [info@comfortintech.com](mailto:info@comfortintech.com).

**r) List of Credit Rating: Not Applicable**

**Other Disclosures**

**a. Related Party Transactions:**

All the transactions entered between the Company and related parties during the financial year are in accordance with the provisions of the Act and Regulation 23 of the SEBI Listing Regulations. There are no materially significant Related Party Transactions (RPTs) with the Company's Promoters, Directors, Key Managerial Personnel or their relatives, which may have potential conflict with the interests of the Company at large. Suitable disclosures as required under the Act and Indian Accounting Standard (Ind AS-24) have been made in the Directors' Report and notes to the Financial Statements respectively. The Policy on Materiality of RPTs and dealing with RPTs as approved by the Board is uploaded on the Company's website at the web link <http://www.comfortintech.com/Investorrelation>.

**b. Details of non-compliance by the Company, penalty, strictures imposed on the Company by the Stock Exchange or Securities and Exchange Board of India or any statutory authority on any matter related to capital markets during the last three financial years.**

The Company has complied with all requirements specified under the SEBI Listing Regulations as well as other Regulations and guidelines of SEBI. During the year under review, no penalties have been imposed on the Company by any statutory authority on any matters related to capital markets.- Further, SEBI in its adjudication order no. Order/GR/BM/2022-23/19920-20003 dated September 30, 2022 has levied a penalty of ₹ 1,00,000/- in the matter of First Financial Service Limited, SEBI in its adjudication order no. Order/PM/GD/2021-22/14560-14569 dated December 24, 2021 has levied a penalty of ₹ 5,28,452/- along with further interest, all costs, charges and expenses incurred in respect of all proceedings taken for recovery of the said sum in the matter of Rutron International Limited.

**c. Whistle Blower Policy and Vigil Mechanism.**

In compliance with the requirements of Section 177 (9) of the Act and Regulation 22 of SEBI Listing Regulations, the Board have approved a Whistle Blower Policy and has established the necessary vigil mechanism for directors, officers and other employees to report any instances of non-compliance or concerns about unethical behavior. Further in terms to the provisions of the Act and SEBI Listing Regulations, no person has been denied access to the Chairperson of the Audit Committee. The said policy has been uploaded on the website of the Company at the web link <http://www.comfortintech.com/Investorrelation>.

**d. Compliance with mandatory requirements and has also adopted the non-mandatory requirements.**

1. The Company has complied with all the mandatory requirements of Corporate Governance to the extent applicable, as stipulated in the provisions specified in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI Listing Regulations.

2. The Company has also adopted the non-mandatory requirement as specified in the SEBI Listing Regulations regarding–

- **Separate posts of Chairperson and the Managing Director or the Chief Executive Officer (CEO):** The Company has different individuals serving as Chairperson and CEO respectively.
- **Modified Opinion(s) in Audit Report** - During the year under review, there was no modified audit opinion in the Statutory Auditors' Report on the Company's financial statements and Secretarial Auditors' Report on status of Company's Compliance with applicable laws, rules, regulations, circulars, guidelines.
- **Reporting of Internal Auditor** - The Internal Auditor reports directly to the Audit Committee, and also attends the Audit Committee meetings, and interacts directly with the Audit Committee members.

**e. Web link where policy for determining 'material' subsidiaries is disclosed**

The Company does not have any material listed/ unlisted subsidiary companies as defined in Regulation 24 (1) of Listing Regulations. However, the Company has framed the Policy on Material Subsidiaries and the same is uploaded on the Company's website at the web link: <http://www.comfortintech.com/Investorrelation>.

**f. Corporate Policies:** The requisite policies as required under the Act and the SEBI Listing Regulations are approved by the Board of Directors and are amended from time to time. The aforesaid policies are uploaded on the website of the Company at the web link <http://www.comfortintech.com/Investorrelation>

**g. The disclosure of commodity price risks and commodity hedging activities:** Not applicable.

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

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

**i. Certificate from Practicing Company Secretary**

Pursuant to Schedule V Para C clause (10) (i) of the SEBI Listing Regulations, a Certificate has been obtained from M/s. Mitesh J. Shah & Associates Practicing Company Secretaries, as required under the SEBI Listing Regulations, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority and same is annexed to this report.

**j. Compliance with Accounting Standards / Indian Accounting Standards (IND AS)**

All applicable IND AS have been consistently applied. Financial statements of the Company are prepared in accordance with the Indian Accounting Standards.

**k. Code of Conduct for Prevention of Insider Trading**

The Company has adopted a Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations").

Pursuant to above, the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of Insider Trading Regulations.

In compliance with Regulation 3(5) of SEBI (Prohibition of Insider Trading Regulations) Regulations, 2015, the Company has put in place a structured digital database that captures unpublished price sensitive information along with nature thereof, the names of such persons who have shared the information and also the names of such persons with whom information is shared and other mandatory information specified in this regards.

**l. In the financial year 2023-2024, the board has accepted all recommendations of its Committees.**

**m. Total fees paid to Statutory Auditors of the Company is ₹ 4,25,000/- for financial year 2023-24, for all services on a consolidated basis.**

**n. Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder for prevention and redressal of complaints of sexual harassment at workplace. The details of complaints are as under:

Sr. No.	Particulars	No.
1.	No. of complaints filed during the financial year	Nil
2.	No. of complaints disposed off during the financial year	Nil
3.	No. of complaint pending as on end of the financial year	Nil

**o. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':**

The Board of Directors of the Company also act as directors on board of our group companies, and loans issued to such entities are disclosed in notes to the standalone financial statements. No other loan/advances were given to any company/firm in which any of the Directors are interested, except for those which are disclosed in the notes to financials. Further, necessary disclosures in accordance with Accounting Standard 'Ind AS-24' relating to Related Party Disclosures is mentioned in Notes to Financial Statements.

**p. Disclosure of certain types of agreements binding Company:**

During the year under review, no agreements was entered into by the any of the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or subsidiary company, among themselves or with the Company or with any third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect had, impacted the management or control of the listed entity or imposed any restriction or created any liability upon the Company.

**q. Action required regarding non-receipt of dividends:**

In case of non-receipt/non-encashment of dividend warrants, the investors are requested to correspond as mentioned hereunder:

Financial years	Requested to correspond with	Action required
2016-17* and onwards	Register and Share Transfer Agent of the Company (RTA), i.e. Bigshare Services Private Limited	Request letter along with documents as required by RTA.
Up to 2015-16	Investor Education and Protection Fund ("IEPF") Authority	Online Claim in Form IEPF-5 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and then send the same duly signed along with requisite documents as enumerated in the Instruction Kit of Form IEPF-5 to the Company at Registered Office for verification of the claim.

**\*Note:** For Financial Year 2016-17, claim can be made to the RTA on or before October 21, 2024, i.e. due date for transfer of unclaimed and unpaid dividend amount of Financial Year 2016-17 to IEPF Authority and there after claim shall be made only to IEPF Authority in manner stated above.

**r. Transfer of unclaimed/unpaid amounts to IEPF:**

Pursuant to sections 124 and 125 of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend amounts, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to IEPF.

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website [www.comfortintech.com](http://www.comfortintech.com).

In light of the aforesaid provisions, the Company has during the year, transferred to IEPF the unclaimed dividends, outstanding for seven years. Further, shares of the Company in respect of which dividend has not been claimed for seven consecutive years or more from the date of transfer to unpaid dividend account, have also been transferred to the account of IEPF Authority. The details of unclaimed dividend amounts and their underlying shares transferred to IEPF during the financial year 2023-24 are as follows:

Financial Year	Amount of unclaimed dividend transferred	Number of Shares transferred
2015-16	₹ 1,50,850.34 /-	77,365 equity shares

The Members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the web Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred.

The following tables give information relating to various outstanding dividends and the dates by which they can be claimed by the shareholders from the Company's Registrar and Transfer Agent:

Financial Year	Date of Declaration	Tentative dates for transfer of shares and dividend to IEPF
2016-17	16/09/2017	22/10/2024
2017-18	01/09/2018	08/10/2025
2018-19	No dividend was declared	Not Applicable
2019-20	No dividend was declared	Not Applicable
2020-21	No dividend was declared	Not Applicable
2021-22	29/09/2022	02/11/2029
2022-23	27/09/2023	03/11/2030

**Nodal Officer: -**

The Company has designated Mr. Ankur Agrawal, director of the Company as Nodal Officer for IEPF purpose.

**s. Code of Conduct**

The Company has formulated and adopted Code of Conduct for members of the Board of Directors and Senior Management Personnel (which incorporates the duties of Independent Directors as laid down in Schedule IV of the Act ('Code for Independent Directors') in accordance with Regulation 17(5) of the SEBI Listing Regulations) which is available on the website [www.comfortintech.com](http://www.comfortintech.com).

The Company has received confirmation from all members of the Board of Directors and Senior Management Personnel regarding compliance of the Code for the year under review. The declaration signed by Mr. Anil Agrawal, Chief Executive Officer stating that the members of board of directors and senior management personnel have affirmed compliance with the Code of Conduct of board of directors and senior management personnel is forming part of this report.



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

**[Pursuant to Regulation 34(3) and Schedule V of the SEBI Listing Regulations]**

I, Anil Agrawal, Chief Executive Officer of Comfort Intech Limited, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct for the Board of Directors and Senior Management Personnel, applicable to them as laid down by the Board of Directors in terms of Regulation 26(3) of the SEBI Listing Regulations for the year ended March 31, 2024.

**FOR COMFORT INTECH LIMITED**

**DATE: MAY 28, 2024**

**PLACE: MUMBAI**

**Sd/-  
ANIL AGRAWAL  
CHIEF EXECUTIVE OFFICER**

## CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATION

This is to certify that:

- A. We have reviewed the financial statements and cash flow statement for the quarter and financial year ended March 31, 2024 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain results that might be misleading;
  - ii. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the quarter and financial year ended March 31, 2024 are fraudulent, illegal or in violation of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps have been taken to rectify these deficiencies.
- D. We further certify that we have indicated to the Auditors and the Audit Committee that:
  - i. There has not been any significant changes in internal control over financial reporting during the quarter under reference;
  - ii. There has not been any significant change in accounting policies during the requiring disclosure in the notes to the financial results; and
  - iii. We are not aware of any instance during the quarter of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**For Comfort Intech Limited**  
**Sd/-**  
**Anil Agrawal**  
**Chief Executive Officer**

**For Comfort Intech Limited**  
**Sd/-**  
**Kailash Purohit**  
**Chief Financial Officer**

**Place: Mumbai**  
**Date: May 28, 2024**



# CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

**Comfort Intech Limited**

106 Avkar Algani Nagar Kalaria, Daman,  
Daman and Diu, India, 396210.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Comfort Intech Limited CIN: L74110DD1994PLC001678, having its registered office at 106 Avkar Algani Nagar Kalaria, Daman, Daman and Diu, India, 396210 and its corporate office at A-301, Hetal Arch, Opp. Natraj Market, S.V. Road, Malad (W), Mumbai-400064, Maharashtra, India (hereinafter called "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the following Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	Date of appointment in Company
1.	Ankur Anil Agrawal	06408167	29/06/2019
2.	Milind Jagdish Ramani	07697636	29/06/2019
3.	Devendralal Rambharose Thakur	00392511	24/11/2015
4.	Apeksha Santosh Kadam	08878724	11/02/2021

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on this based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Mitesh J. Shah & Associates  
Company Secretaries**

Sd/-

**Mitesh Shah**

**Proprietor**

**FCS No.: 10070**

**C. P. No.: 12891**

**Peer Review Certificate No. 1730/2022**

**UDIN: F010070E000761051**

**Date: 28.05.2024**

**Place: Mumbai**

## COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

[In terms of Regulation 34(3) and Schedule V (E) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

**Comfort Intech Limited**

106 Avkar Algani Nagar Kalaria, Daman,  
Daman and Diu, India, 396210.

IWe have examined the compliance of conditions of Corporate Governance by Comfort Intech Limited ('the Company'), CIN: L74110DD1994PLC001678 having Registered Office at 106 Avkar Algani Nagar Kalaria Daman, DD-396210, India and its Corporate Office at 301, 3<sup>rd</sup> Floor A wing, Hetal Arch, S.V. Road, Malad, Mumbai-400064, Maharashtra, India for the year ended on March 31, 2024, as stipulated in Regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we hereby certify that the Company has complied with the conditions of Corporate Governance to the extent applicable, as stipulated in the provisions specified in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Listing Agreement of the said Company with stock exchange.

We further state that such compliance is neither any assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For Mitesh J. Shah & Associates**  
**Company Secretaries**

Sd/-

**Mitesh Shah**

**Proprietor**

**FCS No.: 10070**

**C. P. No.: 12891**

**Peer Review Certificate No. 1730/2022**

**UDIN: F010070F000807121**

**Date: 29.07.2024**

**Place: Mumbai**

# MANAGEMENT DISCUSSION & ANALYSIS REPORT

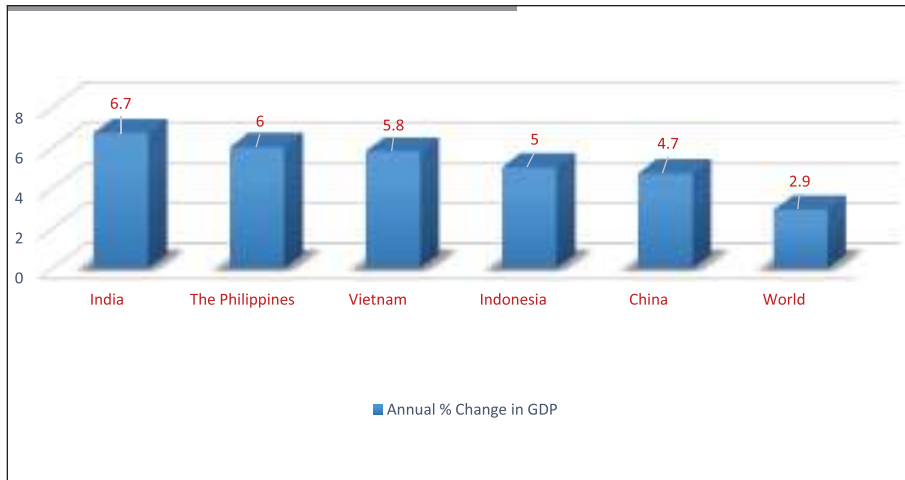
## GLOBAL ECONOMIC OVERVIEW

Global economic growth outperformed expectations in 2023 with several large economies showing remarkable resilience. In spite of this, geopolitical tensions, the growth of extreme weather events, tight financial conditions also pose increasing risks to global trade and industrial production. The outbreak of the war in Ukraine, inflation, struggling to recover from pandemic losses along with many facing high debt and investment shortfalls had a global impact. However, there was strong resilience seen, especially in the second half of 2023, led by major economies

While the global Gross domestic product (“GDP”) is expected to have grown in 2023, it is expected to fall slightly in 2024. The United States, the world’s largest economy, is expected to see a drop in GDP growth from 2.5% in 2023 to 1.4% in 2024. Consumer spending, a key driver of its economy, is likely to weaken primarily due to high interest rates and a softening labour market.

Although the outlook has started to brighten recently, ongoing tightened financial conditions and persisting geopolitical risks put a limit on the global recovery. Despite the global challenges, some emerging economies, particularly those from Asia Pacific, are expected to sustain solid growth rates and lead the global economic expansion in 2024 and beyond.

Out of the world’s 62 major economies in Euromonitor International’s Macro Model, five emerging Asian countries are expected to have the highest real GDP growth rates in 2024 which includes India, the Philippines, Vietnam, Indonesia and China.



## INDIAN ECONOMIC OVERVIEW

The Financial Year 2024 started with a few headwinds although as the quarters passed the challenges eased and global environment improved.

India’s economy is expected to grow by 6.7% in 2024, which is the highest rate among the world’s key economies. Growth is supported by a positive trajectory in fixed investment, on the back of sustained government capital expenditure, as well as improving private investment.

Despite a challenging global environment, country’s investment path is strong which driven by recent improvements in India’s business environment, structural reforms and the ongoing diversification of global supply chains.

Going forward, the Indian economy will continue to benefit from its youthful demographics, an expanding middle class, and its technological innovation capacity, as well as a deeper integration into the global value chains. The key challenges facing the economy are creating enough jobs for its abundant workforce and addressing its existing vulnerabilities, which include fragile energy and food security and intensifying climate change risk.

Source: 

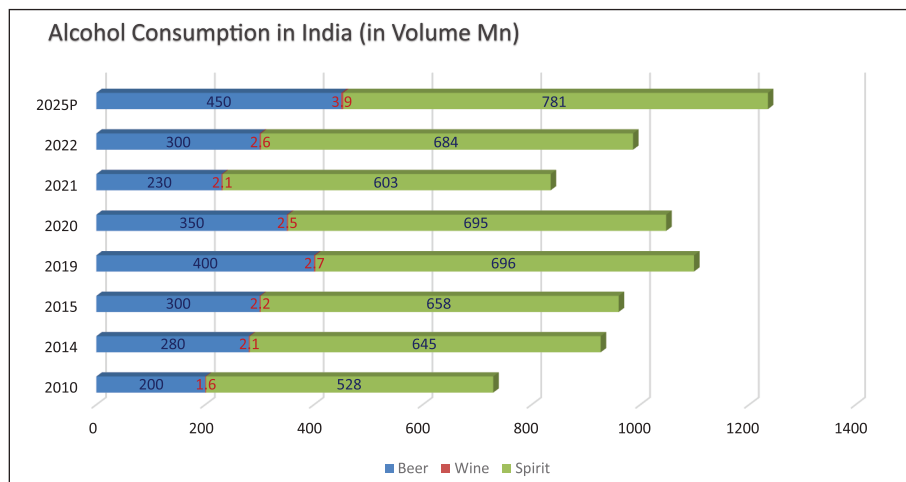
**INDUSTRY OVERVIEW AND DEVELOPMENTS**

**SECURITIES MARKET INDUSTRY: -**

As compare to previous years, following two years has exceptional performance, the equity markets took a breather in 2022-23, with the benchmark indices Nifty 50 and Sensex ending the year on a flat note, posting -0.6 and 0.7 per cent returns respectively. An increase in retail investors in capital markets can be seen as an industry’s new account openings. According to available information, a growing proportion of new investors are of a younger age group (less than 30 years). However, the retail broking segment has also gain more dynamic and has seen significant disruption in recent years due to the growing prominence of discount brokerages. Their competitively priced offerings, as well as no-frills basic accounts and services, have resulted in a realignment of pricing strategy across the industry. Several Private Equity Funds have been successful in gaining investors’ confidence with stellar returns over the years.

**LIQUORS INDUSTRY: -**

India is one of the fastest growing alcohol markets among the top economies in the world. Growth in urban population coupled with the increasing disposable income is projected to drive the market growth of alcohol. The recorded per capita consumption of pure alcohol in India has moved from 0.9 liter in 2000 to 3 liter in 2015 at a CAGR of more than 8%. India’s percentage of drinking population is projected to be close to ~33% in financial year 2021 and ~39% in financial year 2025. Volumes are dominated by spirit but wine is showing high growth rate.



Change in demographics as well as the change in lifestyle is another major factor expected to foster the market of alcohol. The legal drinking age in India varies from state to state (from 18 years to 25 years), further indicate that India is ideal for the high growth of the alcohol market. Both domestic and international players are vying for a larger slice of the pie. From traditional spirits like whiskey and rum to emerging segments such as craft beer and premium spirits, the industry showcases a remarkable diversity that caters to a wide spectrum of consumers.

Source: MoneyWorks4Me

**TRADE INDUSTRY: -**

Indian retail market has always been at its peak. Retail sales in March 2024 showed a growth of 8% as compared to the sales levels in March 2023, according to the survey by Retailers Association of India (RAI). India market is more technology friendly which inter-alia includes internet and smartphone, electronic gadgets. The Indian e-commerce industry is projected to reach US\$ 300 billion by 2030, experiencing significant growth. It has transformed the way business performances and has opened various segments of commerce ranging from business-to-business (B2B), direct-to-consumer (D2C), consumer-to-consumer (C2C) and consumer-to-business (C2B).

### FINANCIAL SERVICES INDUSTRY: -

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises:

- Commercial banks,
- Insurance companies,
- Non-banking financial companies,
- Co-operatives, pension funds,
- Mutual funds,
- Other smaller financial entities, etc.

The Government has initiated various policies and schemes that are favourable for the growth of the financial service sector.

### ABOUT COMFORT INTECH LIMITED

The Comfort Intech Limited ('CIL' or 'the Company') was originally incorporated as Public Limited Company in the name of Comfort Finvest Limited on October 17, 1994. Subsequently, the name of company was changed to Comfort Intech Limited and a fresh Certificate of Incorporation was issued on March 24, 2000.

### BUSINESS OVERVIEW

#### ❖ Liquor Manufacturing, Bottling, and Distribution: -



Our esteemed company takes pride in its involvement in the manufacturing, bottling, and distribution of liquors, particularly alcoholic beverages falling under the IMFL (Indian Made Foreign Liquor) category in the vibrant state of Telangana. With a focus on quality and innovation, we have established our own brands, ensuring that each sip delivers an unforgettable experience. Additionally, Comfort Intech Limited ("CIL") has strategically invested in 'Liquors India Limited' (LIL), a company that owns and operates distillery business as well as bottling contracts for various other Companies in the state of Telangana. LIL was incorporated on January 16, 1975 and currently holds a prestigious IMFL License issued by the Telangana Prohibition and Excise Department. LIL has always been a part of Comfort Group and an associate Company of CIL with effect from June 2013. Further during the year under review, LIL become a subsidiary company of CIL by way of additional investments in equity shares of LIL with effect from January 2024.

LIL's portfolio boasts a variety of offerings including Whisky, Brandy, Rum, and Gin, under renowned brand names like Deccan Blue, Gold Mark Reserve, Magnum Gold Premium, Gold Mark VSOP Brandy, and more. Further, LIL also has Bottling contracts of Tilak Nagar Industries Limited and Blue Ocean Beverages Ltd during the financial year ended March 31, 2024.

Additionally, services bottling contracts of various other liquor companies like Tilak Nagar Industries Ltd. Key highlights of LIL's operations include: A sprawling factory land spanning 2 acres in Hyderabad. State-of-the-art bottling lines, with a combination of semi-automatic and fully automatic systems, totaling five lines. Impressive storage capacities of approximately 5 lakh litres for ENA (Extra Neutral Alcohol) and over 4 lakh litres for Blending tanks. A licensed capacity enabling the production of 1,30,000 cases per month.

#### ❖ Trading of Goods: -

In addition to our stronghold in the liquor industry, Comfort Intech Limited extends its expertise to the trading of goods across various categories. From consumer appliances and durables to textiles and beyond, we are actively engaged in trading goods both online through e-commerce platforms and offline channels of distribution. Our commitment to quality remains unwavering as



we curate a diverse range of products, ensuring customer satisfaction at every touchpoint.

### FINANCIAL PERFORMANCE

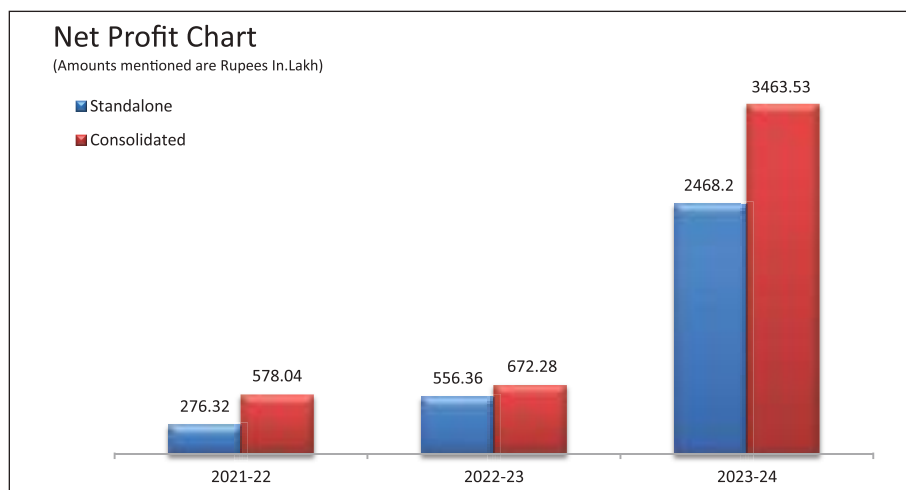
The following table presents Company's abridged financials for the financial year 2023-24, including revenues, expenses and profits.

Particulars	(₹ in lakh, except EPS)			
	STANDALONE		CONSOLIDATED	
	2023-2024	2022-2023	2023-2024	2022-2023
Revenue from Operations	<b>18,485.97</b>	16,412.41	<b>18,599.46</b>	16,412.41
Other Income	<b>165.13</b>	90.40	<b>171.02</b>	90.40
<b>Total Income</b>	<b>18,651.09</b>	16,502.81	<b>18,770.48</b>	16,502.81
<b>Total Expenditure</b>	<b>17,683.72</b>	15,707.96	<b>17,858.43</b>	15,707.96
<b>Profit before Tax</b>	<b>967.37</b>	794.85	<b>912.05</b>	794.85
Current Tax Expenses	<b>205.85</b>	184.61	<b>205.85</b>	184.61
Deferred Tax	<b>50.81</b>	23.34	<b>44.79</b>	23.34
Tax of earlier years	<b>(6.91)</b>	(0.52)	<b>(6.91)</b>	(0.52)
<b>Profit for the Year</b>	<b>717.62</b>	587.42	<b>668.32</b>	587.42
Share of Profit/(Loss) of Associate	-	-	<b>1040.06</b>	114.99
Other comprehensive income/(loss)	<b>1750.58</b>	(31.06)	<b>1755.15</b>	(30.13)
<b>Total Other comprehensive income/(loss) for the year</b>	<b>2468.20</b>	556.36	<b>3463.53</b>	672.28
<b>Earnings Per Share (EPS) (Basic &amp; Diluted)*</b>	<b>0.22</b>	0.18	<b>0.54</b>	0.22

During the year under review, your Company's total revenue from operations on standalone basis increased to ₹ 18,485.96 lakh as compared to ₹ 16,412.41 lakh in the previous financial year. Total Comprehensive Income profit increased to ₹ 2468.20 lakh as compared to ₹ 556.36 lakh in the previous financial year.

During the year under review, your Company's total revenue from operations on consolidated basis increased to ₹ 18,599.46 lakh as compared to ₹ 16,412.41 lakh in the previous financial year. Total Comprehensive Income profit increased to ₹ 3463.53 lakh as compared to ₹ 672.28 lakh in the previous financial year.

The Management continues to concentrate its efforts to increase the revenue of the Company by identifying new opportunities.



#### Details of Significant changes, if any, in the Key Financial Ratios, along with the detailed explanation thereof:

Details of significant changes, if any, in the Key Financial Ratios, along with the detailed explanation are provided in the accompanying

financial statements which form part of this Annual Report. Return on Net worth of the Company is increased to 6.47% in the financial year 2023-24 as compared to 5.89% in the previous financial year due to increase in Profit after Tax of the Company.

## SEGMENT WISE PERFORMANCE

### 1. Liquors Division –

The said division of the Company is in the business of manufacturing and distribution of alcoholic beverages under IMFL category in the state of Telangana under its own brands. Further, the Company has also invested in 'Liquors India Limited' ("LIL") which is its Subsidiary company, and is a distillery and has all the manufacturing licenses in place for IMFL manufacturing and is engaged in Bottling for various Liquors companies. LIL is an unlisted Public Company incorporated under the Companies Act, 1956 on January 16, 1975 having its registered office at Telangana, Hyderabad. LIL mainly does bottling activity for various liquor companies under their respective brands.

LIL holds an Indian Made Foreign Liquors ("IMFL") License issued by Telangana Prohibition and Excise Department. Presently, your Company CIL avails bottling services from LIL for manufacturing and supply of its own brands in the state of Telangana. LIL also provides its services to 15 other Liquors brands in India including your company.

Margins from manufacturing and selling of liquors were under pressure as a result of increase in price of various raw materials due to the scarce availability and rising inflation. However, the Company managed to secure decent profit even in such conditions. Further, your Company is exploring options to introduce new brands in the premium and semi premium range and also exploring opportunities for geographical expansion in multiple states for the existing and new brands and accordingly this division is expected to do even better in the current year.

### 2. Goods Trading Division –

The Company's Goods Trading division is currently engaged in business of trading goods in various categories such as consumer appliances and durables, home appliances and electronics, textiles, etc., including but not limited to fans, fabrics, water heater, monoblock pumps, all kitchen appliances, home appliances, etc. on the e-commerce marketplace platforms and the immediate suppliers of the marketplace platforms and in offline channels of distribution. The Company is further planning to diversify its trading division.

This division has received a strong market demand in future. Profit contribution of the division has certainly shown an increase as compared to previous periods & expected to grow further in financial year 2023-24 & onwards.

### 3. Finance Division –

Finance Division of the company is developing in line with rapid expansion and evolution of India's financial services sector. Profits of the Company contributed from this division certainly increased as compared to previous financial year as a result of growth in India's financial sector. Further future performance of this division is expected to be on a positive side.

### 4. Trading in Shares/Mutual Funds Division -

The Company does trading and investments in selective stocks and mutual funds during the year under review. Value of investments by Company certainly increased with Sensex and Nifty achieving their all-time highs.

**Details of Segment wise performance of the Company on standalone basis during the year under review is given here under:**

Sr. No.	Particulars	(₹ in Lakh)			
		Income from operations		Profit before Depreciation, Tax and Finance Cost	
		2023-2024	2022-2023	2023-2024	2022-2023
1	Trading in Goods	11,011.73	10,457.69	375.42	560.49
2	Manufacturing in Liquor	6,914.36	5,410.73	322.34	32.71
3	Trading in Shares/Mutual Funds (net)	213.81	107.45	213.65	107.34
4	Financing	314.31	341.83	314.31	341.83
5	Leasing of Immovable Properties	31.75	94.70	31.75	91.99

## SWOT ANALYSIS



### STRENGTHS

- Talent Management;
- Diversification of financial services through innovation;
- Well-defined and expansible organization structure.

### WEAKNESSES

- Available in restricted geographies not PAN- India basis;
- Does not enjoy the first-mover advantages over other competitors;
- Does not have aggressive advertising strategies;
- Unfavorable changes in government policies and the regulatory environment.

### OPPORTUNITIES

- Growth Potential;
- Expansion of existing activities;
- Retention of customer base with a holistic association approach;
- Advancements in Technology.

### THREATS

- The alcohol industry in India is highly regulated. The industry also falls under the purview of national laws and regulatory bodies, such as the Food Safety and Standards Authority of India (FSSAI). Compliance with relevant regulations results in higher operating costs and also limits the Company's ability to quickly capitalise on the opportunities that Indian market offers;
- Dynamic Competition;
- Operational Challenges;
- Unpredictable revisions in the tax system, laws and regulations in liquor Industry.



### RISKS & CONCERNS

As per the Oxford Dictionary – “*Risk is Exposure to the possibility of loss, injury, or other adverse or unwelcome circumstance; a chance or situation involving such a possibility*”. Risk in simple terms implies the possibility of something uncertain happening.

However, Risk being an integral part of any business, it is necessary to mitigate it. In the business world, the Company experiences numerous types of risks which is base for the achieving of an organization's objectives. While the Indian economy has shown sustained growth over the last several years, a slowdown could cause the business of the Company to suffer. Your Company is exposed to specific risks that are particular to its business and the environment in which it operates. Due to rapid changes in the technologies, business dimensions and complexities, regulatory changes and environmental concerns, new and various risks have emerged.

Every risk which is identified by the Company goes through following stages in order to be managed effectively:-





The Company's has framed risk management policies to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

Following are certain Risks which are dealt by the Company:

- **Market Risk:-** This is a type of risk that arose due to adverse changes /volatility in the market. This risk is further classified as follows –
  - **Interest Rate Risk:-** The financial assets, which are connected with interest factors faces this risk. Any increase in the interest reduces the price of bonds and debts instruments in debt market and vice- versa. However, your company's borrowings are at fixed interest rate and hence the exposure to change in interest rate is insignificant.
  - **Equity Risk:-** It means the depreciation in investment due to the change in market index. Risk is associated with the day-to-day fluctuations in the market.
- **Credit Risk:-** When a counter party is unable or unwilling to fulfill their contractual obligation, the credit risk arises. This type of risk is related to the probability of default and recovery date. Its effect is measured by cost of replacing cash flow if the other party defaults. Your Company has put in place necessary measures to ensure credit risk.
- **Liquidity Risk:-** The liquidity risk arises due to mis-matches in the cash flow i.e. absence of adequate funds. Liquidity is altogether different from the word solvency. A firm may be in sound position as per the balance sheet, but if the current assets are not in the form of cash or near cash assets, the firm may not make payment to the creditors which adversely affect the reputation of the firm. Your Company ensure that it has sufficient funds to meet its liabilities as & when they arise.
- **Legal Risk:-** This risk arises when company does not have the legal or regulatory authority to engage in the transactions. It also includes the compliance and regulatory risk like insider trading, market manipulations, defaults and mismanagement of legal affairs etc.
  - **Compliance Risk:-** Non-compliance or breach of laws/ regulations which the entity is supposed to adhere is referred to as compliance risk. This may also result in deterioration of reputation in public eye, penalty and penal provisions.
  - **Regulatory Risk:-** Risk by reason of changes in government policies and perceptions is regulatory risk. Especially this type of risks is associated with Food & Beverages and Pharmaceuticals Industries.

Your Company's dedicated compliance & legal team, in consultation with Board, undertakes necessary steps and plan well in advance in order to avoid this risk.

Every business decision requires the management to balance risk and reward. "Risk Management" is a term used to describe the processes which aim to assist organizations to identify, understand, evaluate and take action on their risks with a view to increasing the probability of their success and reducing the impact and likelihood of failure. The ability to manage risks across geographies, products, asset classes, customer segments and functional departments is of paramount importance for the hindrance free growth of every organization. Different types of risk existing in the business are to be controlled, mitigated and managed. Risk management has become the mechanism to manage risks so that the negative consequences are kept within acceptable tolerances. It is a continuous process. Your Company's top level management is highly committed towards effective & efficient risk management.



## INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company believes that strong internal control system and processes play a critical role in the health of the Company. The Company is having an internal control system including suitable monitoring procedures commensurate with its size of operations;

The Company's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations and compliance with internal policies and applicable laws and regulations as well as protection of resources;

The internal control system is supplemented by extensive Internal audits, regular reviews by the management, standard policies and guidelines which ensure effective operation of defined control, reliability of financials and all other records;

Your company has appointed M/s. AHSP & Co. LLP, Chartered Accountants as Internal Auditor of the Company who carries out the internal audit functions of the Company and review of internal control mechanisms prevailing in all the Divisions of the Company and submits the report to the Audit Committee and Board of Directors of the Company from time to time. Immediate corrective actions are taken on the recommendations/ suggestions, in any, made by Internal Auditor in such report;

Further the Internal Auditor has certified that the Company maintains an adequate system of internal financial controls, evaluates and makes an assessment of its adequacy and effectiveness in a satisfactory manner which takes care of requirements under the Companies Act, 2013.



## HUMAN RESOURCES (HR)

People are our key pillars of strength. Human Capital is the core strength in achieving the sustainable growth path charted by our strategic apex as it plays an important role in developing, reinforcing, and enhancing the culture of an organization. As on March 31, 2024, your Company had a total head count of 8 employees. The Directors wish to place on record their appreciation and acknowledgment for the efforts and dedication and contributions made by employees at all levels during the year under review.

Comfort Intech Limited has consistently been agile and has improved its human resource practices to match up to the dynamic workplace. The Company has very cordial and harmonious relationship with its employees. The Nomination and Remuneration Committee periodically reviews career growth plan of senior management personnel possessing ability to build teams and nurture leaderships for future growth plans of the Company.

Your Company has adopted people practices that enable us to attract and retain talent in an increasingly competitive market; and to foster a work culture that is always committed to providing the best opportunities to employees to realize their potential. We are committed as an equal opportunity employer and follow non-discrimination in all our practices. All employees, from a new joiner to a tenured one, are provided tailored learning opportunities as per their role, level, and specific focus area.



## OUTLOOK

Different sectors in the economy are undergoing different modes of revival, coming years will be challenging as well as full of opportunities. The World Economic Situation and Prospects as of mid-2024 said “India’s economy is forecast to expand by 6.9% in 2024 and 6.6% in 2025, mainly driven by strong public investment and resilient private consumption”. In relation to liquors industry, young adults are likely to drive much of the expected and projected future demand as they approach the legal drinking age and become more affluent. The liquors industry is all set for its growth phase. On the other side, there has been increase in restrictions on import & export worldwide may led to reduction in profits.

Outstanding performance of India’s economy & the positive outlook for growth in the coming period make India one of the best investment destinations for both foreign and domestic investors across various sectors. Further, expectations of peaking interest rates and an uptick in IPOs and other investment exits improve the prospects.

The Company is already providing wide variety of products and will be expanding its activities, consistent with its status of sector and needs of economy resulting in Company moving towards more annuity sources of earnings. The Company is also looking forward to enter into newer areas and expands its customer base. The management is optimistic about the future outlook of the Company.



## CAUTIONARY

Statements in the Management Discussion and Analysis describing the Company’s objectives, expectations, predictions and assumptions may be ‘forward looking within the meaning of applicable Securities Laws and Regulations. Actual results may differ materially from those expressed herein, due to uncertainties related to the business model. Important factors that could influence the Company’s operations include global and domestic economic conditions affecting demand, supply, price conditions, change in Government’s regulations, tax regimes, other statutes and other factors such as litigation and industrial relations. The risk related information provided is not exhaustive and is for information purposes only. Readers are advised to refer to related disclosures in the Company’s regulatory filings and exercise individual judgement in assessing risks associated with the Company.

## INDEPENDENT AUDITOR’S REPORT

### TO THE MEMBERS, COMFORT INTECH LIMITED

Report on the Audit of the Standalone Financial Statements

#### OPINION

We have audited the accompanying standalone financial statements of Comfort Intech Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, statement of changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit, changes in equity and its cash flows for the year ended on that date.

#### BASIS FOR OPINION

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

#### KEY AUDIT MATTERS

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

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

Key Audit Matters	How our audit addressed the key audit matter
<p>Amount advanced to Associate Company</p> <p>As per the Agreement dated 26<sup>th</sup> June, 2018, the Company has entered into sub lease agreement with its Associate (Subsidiary w.e.f 20.01.2024) Company for Production of Indian made foreign Liquor brands owned by the company. As per the agreement, company has agreed to sanction business advance limit of upto Rs. 17 Crore to the associate for smooth running of the factory, retirement of its liabilities and for upgradation of plant infrastructure and machinery. As per the terms mentioned in the agreement, certain portion of the bottling charges payable by the company to the associate shall be adjusted against the said advance wef from 1<sup>st</sup> April, 2021 as per the quantum agreed between the company and associate and the said advance has been secured The Outstanding balance of the said advance is Rs. 11.05 Crores as on 31<sup>st</sup> March, 2024.</p>	<ol style="list-style-type: none"> <li>Examined the agreement entered by the company.</li> <li>Discussion with the management for understanding the demand for the company’s brand of Indian made foreign liquor and utilization of capacity of associate by company and other parties by way of sub-lease</li> <li>Analysed the past year capacity utilization and sales achieved by the company for the said brands</li> <li>Studied the management projection towards the cash flow that would be generated from Bottling contracts of Associate from which advances will get recovered.</li> <li>Review of the document, wherein associate has given its assets as collateral for the loan facility availed by the company.</li> <li>Analysed the Net Asset Value of the associate considering the Fair Value of assets.</li> </ol>

### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, Report on Corporate Governance and Management discussion and analysis, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

The Director's Report is not made available to us at the date of this auditor's report and hence we have nothing to report in this regard.

### RESPONSIBILITIES OF MANAGEMENT FOR THE STANDALONE FINANCIAL STATEMENTS

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

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

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

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

#### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub section (11) of the section 143 of the Act we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial statements. Refer Note 31 to financial statements.
  - ii. According to the information given to us, the company has not entered into any long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
    - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv) (a) and (iv) (b) contain any material misstatement.
- v. According to information and explanation given to us, the Company has not declared any dividend in terms of provision of section 123 of Companies Act, 2013.
- vi. As stated in Note 46 to the Financial statements, and based on our examination which included test checks, except for instance mentioned below, the Company in respect of financial year commencing on 1 April 2023, has used accounting software for maintaining its books of accounts which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounts during such feature is enabled.
- (C) With respect to the matter to be included in the Auditor’s Report under Section 197 (16) of the Act:
- (D) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For A. R. SODHA & Co.**  
**Chartered Accountants**  
**FRN 110324W**

**Sd/-**  
**Dipesh Sangoi**  
**Partner**  
**M. No 124295**  
**UDIN: 24124295BKDACF2027**

**Place: Mumbai**  
**Date: 28<sup>th</sup> May, 2024**

## ANNEXURE A TO AUDITORS'S REPORT

**On the basis of such checks as we considered appropriate and according to the information and explanations given to us, we report that:**

1. a) According to information and explanations given to us by the management and records furnished before us, the Company has generally maintained proper records showing full particulars, including quantitative details and situation of property, plant & equipment.
  - b) The fixed assets have been physically verified by the Management at reasonable intervals. In our opinion, the frequency of verification is reasonable with regard to the size of the company and nature of assets. According to information and explanations given to us by the management, no material discrepancy was noticed on such verification.
  - c) According to the information and explanation given to us and on the basis of records furnished before us, the Company is having registered sale deeds of immovable property, however as referred to in Note No .43 to financial statements:
    - i. With respect to one flat in located at Ballaleshwar Co-op. Hsg. Soc. Ltd., Dr. Babasaheb Ambedkar Road, Lal Baug, Mumbai having carrying value of Rs.1,01.50 Lakhs, classified as Investment Properties in the financial statements, the Company has further applied to MHADA to transfer the property in the Company's name. Approval from MHADA is awaited.
    - ii. With respect to Land at Hyderabad having carrying value of Rs.269.96 Lakhs, classified as Investment Properties in the financial statements, during mutation, co-owners of the said property opposed and has got stay on the transfer. The Company has filed a suit against the stay and order from the court is awaited.
  - d) According to the information and explanation given to us and on the basis of records furnished before us, the company has not revalued property, plant & equipment or intangible assets. Therefore, reporting under clause 3(i)(d) of Companies (Auditor's) Report Order, 2020 is not applicable.
  - e) According to the information and explanation given to us and on the basis of records furnished before us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereof. Therefore, reporting under clause 3(i)(e) Companies (Auditor's) Report Order, 2020 is not applicable.
2. a) According to information and explanation given to us by the management and records furnished before us, Inventory of Finished Good, Raw Material, Packing Material and under construction property have been physically verified by the management at reasonable intervals. In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of inventory by the management.
  - b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of 5 crore, in aggregate, at points of time during the year, from banks on the basis of security of current assets. Based on our examination of the records of the company, the monthly returns/ statements filed by the company with the said bank are in agreement with the books of accounts of the company. However, Sales figures Reported is Gross value inclusive of GST amount and also included Sale value of Investment in Gold of Rs.313.22 Lakhs.
3. According to the information and explanation given to us and on the basis of records furnished before us, the company has granted unsecured loans to companies, firms, Limited Liability Partnerships and other parties. The Company has not made investments in, provided any guarantee or security to Companies, firms, Limited liability Partnerships or any other entities.
    - a) According to the information and explanation given to us and on the basis of records furnished before us, the company has granted loans to companies. Based on the audit procedure carried out by us and on the basis of information provided to us, the company has provided loans to parties other than subsidiary, Joint Ventures and Associates during the year as follows:

Particulars	Amount (In lakhs)	
	Loans	Investments
Aggregate Amount granted/made during the year		
- Subsidiary	-	437.90
- Associates	200.00	-
- Others	1,185.00	-

Particulars	Amount (In lakhs)	
	Loans	Investments
Balance outstanding as at the balance sheet date in respect of the above case		
- Subsidiary	-	983.90
- Associates	-	-
- Others	2,133.77	-

- b) According to the information and explanations given to us and on the basis of our examination of the books of account, in our opinion, the terms and conditions of the loans granted are not prejudicial to the interest of the company.
- c) According to the information and explanation given to us and on the basis of records furnished before us, in case of loans given schedule of repayment of principal and payment of interest has not been stipulated and parties are paying interest on regular basis.
- d) Since schedule of repayment has not been stipulated we cannot comment on regularity of payment and overdue amount.
- e) According to the information and explanation given to us and on the basis of records furnished before us, there is no loan given falling due during the year which has been renewed or extended or fresh loans given to settle over dues of existing loans given to same party.
- f) According to the information and explanation given to us and on the basis of records furnished before us, the company has granted loans and advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. The aggregate amount of loans granted to related parties is Rs.1,385 Lakhs and 100% of loans has been granted to related parties during the year.
4. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has complied with the provisions of Section 185 and 186 with respect to the loans given to related parties and guarantees given for related parties.
5. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not accepted any deposits within the meaning of section 73 to 76 from public during the year. Therefore, clause 3(v) of Companies (Auditor's Report) Order, 2020 is not applicable to the Company.
6. According to the information and explanation given to us the Company is not required to maintain cost records as specified under section 148 sub-section (1) of the Companies Act, 2013. Therefore clause 3(vi) of Companies (Auditor's Report) Order, 2020 is not applicable to the Company.
7. a) According to the information and explanations given to us and records examined by us, Company is generally regular in depositing of undisputed statutory dues with respect to Income Tax, Tax Deducted at Source, Provident fund, Goods and Service Tax, etc.. There are no outstanding statutory dues as at the last day of the financial year for a period of more than six months from the date they became payable.
- b) According to information and explanation given to us , there are no disputed statutory dues relating to Income Tax, Cess, Goods and Service Tax or any other statute except as stated below:

Name of statute	Nature of dues	Year(s) to which it pertains	Amount Not Paid (₹ in Lacs)	Forum where dispute is pending
Income Tax Act,1961	Income Tax Demand	A.Y.2011-12	286.86 Lakhs	Order has been passed in favour of company. However, Rectification of demand is pending with Assessing Officer.
Income Tax Act,1961	Income Tax Demand	A.Y.2012-13	1.09 Lakhs	Income Tax Appellate Tribunal
Income Tax Act,1961	Income Tax Demand	A.Y.2014-15	26.64 Lakhs	Income Tax Appellate Tribunal
Income Tax Act,1961	Income Tax Demand	A.Y.2016-17	3.21 Lakhs	Commissioner Of Income Tax (Appeals)
Income Tax Act,1961	Dividend Distribution Tax	A.Y.2016-17	23.45 Lakhs	Online response has been filed with Central Processing Centre



Name of statute	Nature of dues	Year(s) to which it pertains	Amount Not Paid (₹ in Lacs)	Forum where dispute is pending
Income Tax Act,1961	Income Tax Demand	A.Y.2018-19	23.99 Lakhs	Rectification has been filed with the Assessing Officer. Refer Note 31 to financial statements
Income Tax Act,1961	Income Tax Demand	A.Y.2022-23	2.74 Lakhs	Revised return filed to resolve the issue

8. According to information and explanation given to us and the records of the Company, the Company has not surrendered or disclosed any transactions previously unrecorded as income in the books of accounts, in the tax assessments under the Income Tax Act, 1961 as income during the year.
9. (a) According to the information and explanation given to us and records examined by us, the Company has not defaulted in repayment of dues to any lender as at the Balance Sheet date.
- (b) According to the information and explanations given to us and the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and the records of the Company, the money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) According to the information and explanations given to us and the records of the Company, no funds raised on short term basis have been utilized for long-term purposes by the company.
- (e) According to the information and explanations given to us and the records of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under Companies Act, 2013. Accordingly, reporting under clause 3(ix)(e) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.
- (f) According to the information and explanations given to us and the records of the Company, the Company has not raised loans during the year on the pledge of securities held in its subsidiary and associates as defined under Companies Act, 2013. Accordingly, reporting under clause 3(ix)(f) of the Companies (Auditor's Report) Order, 2020 is not applicable.
10. (a) According to information and explanation given to us by the management and records furnished before us, the company has not raised money by way of initial public offer or further public offer. Accordingly reporting under Clause 3(ix)(a) of Companies (Auditor's Report) Order, 2020 is not applicable to the Company.
- (b) According to information and explanation given to us by the management and records furnished before us, the Company has not made preferential allotment or private placement of shares or convertible debentures during the year. Accordingly reporting under Clause 3(ix)(b) of Companies (Auditor's Report) Order, 2020 is not applicable to the Company.
11. (a) According to the information and explanations given to us and based on the examination of books and records of the Company, no fraud by the company or on the company has been noticed or reported during the course of the audit.
- (b) According to information and explanation given to us by the management and records furnished before us, no report under section 143(12) of Companies Act, 2013 has been filed by the auditors in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with central government.(c) According to information and explanation given to us by the management and records furnished before us, the Company has not received any whistle blower complaints during the year.
12. The Company is not a Nidhi Company hence reporting under clause 3(xii) of Companies (Auditor's Report) Order, 2020 is not applicable to the Company.
13. The Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required to be disclosed under applicable Accounting Standard.
14. (a) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
- (b) We have considered, during the course of our audit, the reports of the Internal Auditor(s) for the period under audit in accordance with the guidance provided in SA 610 "Using the work of Internal Auditors".

15. According to the information and explanation given to us, the company has not entered into any non-cash transaction with directors or persons connected with them. Therefore reporting under clause 3(xv) of the Companies (Auditor's Report) Order, 2020 is not applicable.
16. (a) Considering the asset and income pattern, the company is not required to hold certificate of registration under 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to the information and explanation given to us, the Company has not conducted any non-banking financial or housing finance activities without a valid certificate as per RBI Act, 1934. Accordingly, clause 3(xvi) (b) of the Companies (Auditor's Report) Order, 2020 is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the RBI. Accordingly, clause 3(xvi) (c) of the Companies (Auditor's Report) Order, 2020 is not applicable.
- (d) According to the information and explanation given to us, the group does not have any CIC. Accordingly, clause 3(xvi) (d) of the Companies (Auditor's Report) Order, 2020 is not applicable.
17. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the order is not applicable.
19. According to the information and explanation given to us and on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. (a) According to the information and explanations given to us and based on our examination of the records of the Company, it is not required to transfer any unspent amount to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub section 5 of section 135 of the said Act
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, there is no amount which is remaining unspent under sub section 5 of section 135 of the Act pursuant to any ongoing CSR project.
21. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For A. R. SODHA & Co.**  
**Chartered Accountants**  
**FRN 110324W**

**Sd/-**  
**Dipesh Sangoi**  
**Partner**  
**M. No 124295**  
**UDIN: 24124295BKDACF2027**

**Place: Mumbai**  
**Date: 28<sup>th</sup> May, 2024**

## ANNEXURE B TO AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Comfort Intech Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting.

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

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For A. R. SODHA & Co.**  
**Chartered Accountants**  
**FRN 110324W**

**Sd/-**  
**Dipesh Sangoi**  
**Partner**  
**M. No 124295**  
**UDIN: 24124295BKDACF2027**

**Place: Mumbai**  
**Date: 28<sup>th</sup> May, 2024**

## STANDALONE BALANCE SHEET as at March 31, 2024

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
<b>(1) ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	2	159.71	117.33
(b) Investment Property	3	1,174.49	1,180.58
		<b>1,334.19</b>	1,297.91
(c) Financial Assets			
(i) Investments in subsidiary & associates	4	1,763.90	1,326.00
(ii) Other Investments	4	3,580.21	1,808.53
(iii) Loans			-
		<b>5,344.10</b>	3,134.53
(d) Other non-current assets	5	1,206.42	1,126.92
<b>(2) CURRENT ASSETS</b>			
(a) Inventories	6	443.96	468.25
(b) Financial Assets			
(i) Investments	7	704.92	504.26
(ii) Trade receivables	8	9,734.37	5,497.07
(iii) Cash and cash equivalents	9	10.70	15.57
(iv) Bank Balances Other than cash and cash equivalents	10	671.75	661.97
(v) Loans	11	2,250.36	2,603.81
(vi) Other financial asset	12	10.03	10.03
		<b>13,382.13</b>	9,292.71
(c) Other current assets	13	273.21	444.33
<b>TOTAL ASSETS</b>		<b>21,984.02</b>	15,764.65
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	14	3,199.38	3,199.38
(b) Other Equity*		10,098.20	7,821.97
		<b>13,297.59</b>	11,021.35
<b>LIABILITIES</b>			
<b>Non - Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	78.25	-
(b) Provisions	16	5.83	4.75
(c) Deferred tax liabilities (Net)	17	135.97	84.83
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	2,298.47	891.44
(ii) Trade payables	18		
a. total outstanding dues of micro and small enterprises		204.78	-
b. total outstanding dues of other than micro and small enterprises		5,584.45	3,476.53
(iii) Other financial liabilities (other than those specified in item ©)	19	271.76	183.59
		<b>8,359.46</b>	4,551.56
(b) Provisions	16	21.45	21.21
(c) Current Tax Liabilities (Net)	20	85.48	80.94
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>21,984.02</b>	15,764.65
See accompanying notes to the financial statements	1		

\* Refer Statement of changes in equity

As per our report of even date

For **A R Sodha & Co.**

Chartered Accountants

Firm Reg. No.: 110324W

Sd/-

**Dipesh Sangoi**

Partner

Membership No. : 124295

Mumbai, May 28, 2024

For & On Behalf of Board

Sd/-

**Ankur Agrawal**

Director

DIN : 06408167

Sd/-

**Anil Agrawal**

CEO

Sd/-

**Kailash Purohit**

CFO

Sd/-

**Apeksha Kadam**

Director

DIN : 08878724

Sd/-

**Nidhi Busa**

Company Secretary

**STANDALONE STATEMENT OF PROFIT AND LOSS** for the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Note No.	Year ended March 31, 2024	Year ended March 31, 2023
I Revenue from Operations	21	<b>18,485.97</b>	16,412.41
II Other Income	22	<b>165.13</b>	90.40
<b>III Total Revenue (I + II)</b>		<b>18,651.09</b>	16,502.81
<b>IV Expenses</b>			
Cost of production	23	<b>3,181.85</b>	2,894.49
Excise Duty paid		<b>2,884.24</b>	2,266.51
Purchases of Goods and direct expenses	23	<b>10,597.18</b>	9,881.26
Changes in inventories of Finished Goods/Stock-in-trade	24	<b>33.38</b>	(6.85)
Employee benefits expense	25	<b>94.70</b>	105.34
Finance costs	26	<b>150.93</b>	66.42
Depreciation and amortization expense	2	<b>31.20</b>	23.99
Other Expenses	27	<b>710.24</b>	476.79
<b>Total Expenses (IV)</b>		<b>17,683.72</b>	15,707.96
<b>V Profit/(loss) before exceptional items and Tax (III-IV)</b>		<b>967.37</b>	794.85
VI Exceptional Items		-	-
<b>VII Profit/(loss) before tax (V-VI)</b>		<b>967.37</b>	794.85
<b>VIII Tax Expense:</b>			
(a) Current Tax		<b>205.85</b>	184.61
(b) Deferred Tax		<b>50.82</b>	23.35
(c) Tax of earlier years w/off		<b>(6.91)</b>	(0.52)
		<b>249.75</b>	207.44
<b>IX Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>717.62</b>	587.42
<b>X Other Comprehensive Income</b>			
<b>A</b> Items that will not be reclassified to profit or loss			
(i) Remeasurements of the defined benefit plan- gain/(loss)		<b>1.27</b>	1.36
(ii) Tax impact on above		<b>(0.32)</b>	(0.34)
(iii) Fair value changes of equity instruments through other comprehensive income		<b>1,749.64</b>	(32.07)
		<b>1,750.58</b>	(31.06)
<b>XI Total Comprehensive Income for the period (IX+X)(Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>2,468.20</b>	556.36
<b>XII Earnings Per Equity Share(Face Value ₹ 1/- Per Share):</b>	28		
Basic & Diluted (₹)		<b>0.22</b>	0.18
<b>See accompanying notes to the financial statements</b>	1		

As per our report of even date

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

**Sd/-**  
**Dipesh Sangoi**  
 Partner  
 Membership No. : 124295  
 Mumbai, May 28, 2024

For &amp; On Behalf of Board

**Sd/-**  
**Ankur Agrawal**  
 Director  
 DIN : 06408167

**Sd/-**  
**Anil Agrawal**  
 CEO

**Sd/-**  
**Kailash Purohit**  
 CFO

**Sd/-**  
**Apeksha Kadam**  
 Director  
 DIN : 08878724

**Sd/-**  
**Nidhi Busa**  
 Company Secretary

## Standalone Cash Flow Statement for the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax for the year	967.37	794.85
<b>Adjustments for :</b>		
Interest Paid	127.78	47.77
Depreciation	31.20	23.99
Remeasurements of the defined benefit plan- gain/(loss)	1.27	1.36
Dividend Income	(13.14)	(13.14)
Profit from Sale of Fixed Asset / Investments	(6.18)	(28.93)
Change in Fair Value of Current Investments	(200.66)	(106.98)
Rent Received	(31.75)	(94.70)
	(91.49)	(170.64)
<b>Operating Profit before Working Capital change</b>	<b>875.88</b>	<b>624.22</b>
<b>Adjustments for :</b>		
<b>Adjustments for (increase) / decrease in operating assets:</b>		
Inventories	24.29	26.23
Trade receivables	(4,237.30)	(1,632.27)
In Other Bank Balances	(9.78)	(67.51)
Short-term loans and advances	353.45	(135.23)
Other current assets	52.01	(30.15)
Other non-current assets	(79.50)	90.00
	(3,896.84)	(1,748.93)
<b>Adjustments for increase / (decrease) in operating liabilities:</b>		
Trade payables	2,312.70	963.95
Non-Current Provisions	1.07	0.21
Current Provisions	0.24	(16.14)
Other Financial liabilities	88.17	36.41
	2,402.18	984.44
<b>Cash Generated From Operations</b>	<b>(618.78)</b>	<b>(140.27)</b>
Income Tax paid/(refund)	194.40	133.60
<b>NET CASH FROM OPERATING ACTIVITIES Total (A)</b>	<b>(813.18)</b>	<b>(273.87)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Investments in Securities	(459.94)	(36.66)
Investment in Gold	(178.50)	(106.45)
Purchase of Property, Plant & Equipment	(67.48)	(92.97)
Proceeds from Sale of Property, Plant & Equipment	-	32.15
Proceeds from Sale of Gold	303.80	-
Dividend Received	13.14	13.14
Rent Received	31.75	94.70
<b>NET CASH USED IN INVESTING ACTIVITIES Total (B)</b>	<b>(357.23)</b>	<b>(96.09)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend Paid	(191.96)	(159.97)
Loan taken / (Repaid) in Secured Loan	1,485.29	581.11
Interest paid	(127.78)	(47.77)
<b>NET CASH FROM FINANCING ACTIVITIES Total (C)</b>	<b>1,165.54</b>	<b>373.38</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)</b>	<b>(4.87)</b>	<b>3.42</b>
Cash and Cash Equivalents-- Opening Balance	15.57	12.16
Cash and Cash Equivalents-- Closing Balance	10.70	15.57

As per our report of even date attached

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

**Sd/-**  
**Dipesh Sangoi**  
Partner  
Membership No. : 124295  
Mumbai, May 28, 2024

For & On Behalf of Board

**Sd/-**  
**Ankur Agrawal**  
Director  
DIN : 06408167

**Sd/-**  
**Anil Agrawal**  
CEO

**Sd/-**  
**Kailash Purohit**  
CFO

**Sd/-**  
**Apeksha Kadam**  
Director  
DIN : 08878724

**Sd/-**  
**Nidhi Busa**  
Company Secretary

**STATEMENT OF CHANGES IN EQUITY** for the year ended March 31, 2024**A. EQUITY SHARE CAPITAL**

(₹ in Lakhs)	
Particulars	Amount(₹)
Balance as at April 1, 2022	3,199.72
Changes in equity share capital	-
Balance as at March 31, 2023	3,199.72
Changes in equity share capital	-
Balance as at March 31, 2024	3,199.72

**B. OTHER EQUITY**

Particulars	Other Equity				Total other Equity
	Reserve and Surplus			Other Comprehensive Income	
	Special Reserve	Share Premium	Retained Earnings		
<b>Balance as at April 01, 2022</b>	<b>567.87</b>	<b>5,225.84</b>	<b>2,088.02</b>	<b>(456.16)</b>	<b>7,425.58</b>
Total Comprehensive Income for the year	-	-	587.42	(31.06)	556.36
Dividend paid	-	-	(159.97)	-	(159.97)
Transfer from Profit and Loss	-	-	-	-	-
<b>Balance as at March 31, 2023</b>	<b>567.87</b>	<b>5,225.84</b>	<b>2,515.47</b>	<b>(487.22)</b>	<b>7,821.97</b>
Total Comprehensive Income for the year	-	-	717.62	1,750.58	2,468.20
Dividend paid	-	-	(191.96)	-	(191.96)
Transfer to Retained Earning	(567.87)	-	-	-	(567.87)
Transfer from Special reserve	-	-	567.87	-	567.87
<b>Balance as at March 31, 2024</b>	<b>0.00</b>	<b>5,225.84</b>	<b>3,609.00</b>	<b>1,263.37</b>	<b>10,098.20</b>

Note :Company was carrying special reserve to comply with the RBI directions as previously company was having the NBFC registration. Now the company is not registered with the RBI as NBFC, there is no need to carry the special reserve and accordingly Board of Directors have decided to transfer the said special reserve to Retained earning in its meeting held on January 20, 2024.

As per our report of even date

For & On Behalf of Board

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

Sd/-  
**Ankur Agrawal**  
Director  
DIN : 06408167

Sd/-  
**Apeksha Kadam**  
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DIN : 08878724

Sd/-  
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Partner  
Membership No. : 124295

Sd/-  
**Anil Agrawal**  
CEO

Sd/-  
**Kailash Purohit**  
CFO

Sd/-  
**Nidhi Busa**  
Company Secretary

Mumbai, May 28, 2024



## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

### NOTE – 1: CORPORATE INFORMATION

Comfort Intech Limited (“the company” or “CIL”) is public company domiciled in India, with its registered office situated at 106, Avkar, Algani Nagar, Kalaria Daman, Daman & Diu – 396210 and its corporate office situated at A/301, Hetal Arch, S.V. Road, Malad West, Mumbai – 400 064. The company has been incorporated under provision of Companies Act and its equity is listed on the Bombay Stock Exchange (BSE) in India. The company is in business of trading goods of electric appliances on the e-commerce platforms and immediate suppliers of the marketplace platforms. Further, it manufactures & deals in spirits, including India Made Foreign, Country, Beverage and similar products.

### MATERIAL ACCOUNTING POLICIES:

#### A. Basis of Preparation:

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

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

#### B. Use of Estimates

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

#### C. Revenue Recognition:

- a) Revenue from sale of goods is recognised when the satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.
  - i. Sale of Goods: Revenue from sale of goods is recognized at the point in time when control of the asset is transferred to the customer. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).
  - ii. Sale of services with respect to fixed price contracts is recognized upon transfer of control of promised services (“performance obligations”) to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these services (“transaction price”). Revenue on time-and-material and unit of work-based contracts are recognized as the related services are performed. When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved. Provisions for estimated losses, if any, on contracts which are in progress at the year-end are recorded in the period in which such losses become probable based on the expected estimates at the reporting period.
- b) Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset’s net carrying amount on initial recognition.
- c) Dividend income is recognized in profit or loss only when the right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably & interest receivable from government on tax refunds are accounted as and when received.
- d) Rental income from operating lease is recognised as per agreement over the term of the relevant lease period.
- e) Terms of the contract with customers do not meet the criteria to recognise revenue over a period of time with respect to development of land. Revenue is recognized at point in time with respect to contracts for sale of residential and commercial units as and when the control is passed on to the customers which is linked to the application and receipt of occupancy certificate.

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

### D. Property, Plant and Equipment:

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

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

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

### E. Impairment of assets

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

### F. Foreign Exchange Transactions:

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

### G. Investment Property

Investment Properties are measured using the cost model. Investment properties are measured and reports at cost, less accumulated depreciation and accumulated impairment losses.

The land value component is considered to be 65% of the property value and not depreciated. Balance 35% is considered as construction cost and depreciated over a period of 60 years on straight line basis.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of property is recognised in the Statement of Profit and Loss in the same period.

### H. Employee Benefits :

- a) **Defined Contribution Plan:** Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.
- b) **Defined Benefit Plan:** The Company provides for gratuity which is a defined benefit plan the liabilities of which is determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur and is not eligible to be reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the year of plan amendment or curtailment. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

- c) **Leave entitlement:** Leave encashment payments are accounted for on accrual basis and is treated as short-term employee benefit.
- d) **Short-term benefits:** Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

### I. Segment Reporting:

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

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

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

### J. Inventories:

Stock of Goods, raw material, packing material and under construction property are measured at lower of cost or net realizable value.

### K. Financial instruments:

#### i) Financial Assets

##### a. Initial recognition and measurement

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

##### b. Subsequent Measurement

##### 1. Financial assets carried at amortised cost (AC)

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

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

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

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

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

##### c. Investment in subsidiaries, Associates and Joint Ventures

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

##### d. Other Equity Investments

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

- **Investments in equity instruments at FVTPL:** Investments in equity instruments are classified as at FVTPL, unless the Company irrevocable elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

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

### e. Impairment of financial assets

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

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

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

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

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

### f. De-recognition of financial instruments

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

## ii) Financial Liabilities

### a) Initial Recognition and Measurement

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

### b) Subsequent measurement

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

## L. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### Company as a lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- i) the contract involves the use of an identified asset
- ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- iii) the Company has the right to direct the use of the asset

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

The Company applies a single recognition and measurement approach for all leases, except for short term leases and leases of low-value assets. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets as below:-

### i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets (i.e. 30 and 60 years)

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

### ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

### iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

“Lease liability” and “Right of Use” asset are separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### iv) Company as Lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company’s net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

## M. Borrowing Costs:

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

**NOTES TO STANDALONE FINANCIAL STATEMENTS** For the year ended March 31, 2024

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

**N. Operating Cycle**

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

**O. Taxation**

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to items recognised directly in equity or in OCI.

**Current Tax**

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis

**Deferred Tax**

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using tax rates and laws that have been substantively enacted as of the balance sheet date.

**P. Earnings per share**

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

**Q. Contingent Liability and Contingent Assets**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

**R. Fair Value Measurement**

The Company measures its qualifying financial instruments at fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole. For detailed information on the fair value hierarchy, refer note no. 29 and 30.

For assets and liabilities that are fair valued in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Gross block			Accumulated depreciation and impairment			Net block	
	Balance as at April 01, 2023 (Rupees)	Additions (Rupees)	Disposals (Rupees)	Balance as at April 01, 2023 (Rupees)	Depreciation/ amortisation expense for the year (Rupees)	Other adjustments (Rupees)	Balance as at March 31, 2024 (Rupees)	Balance as at March 31, 2023 (Rupees)
	a Office Premises	1.83	-	-	0.80	0.03	-	1.00
b Furniture and fittings	68.61	-	61.49	64.77	0.84	(61.49)	3.00	3.85
c Motor Vehicles	158.00	64.70	-	59.72	21.16	-	141.82	98.28
d Electrical Installations and Equipment	18.68	-	-	11.95	1.12	-	5.61	6.73
e Computers and data processing units	12.74	1.15	9.29	10.60	1.31	(9.29)	1.99	2.14
f Plant and Machinery	10.77	1.63	2.05	5.48	0.64	(2.05)	6.29	5.30
<b>Total</b>	<b>270.63</b>	<b>67.48</b>	<b>72.83</b>	<b>153.31</b>	<b>25.10</b>	<b>(72.83)</b>	<b>159.71</b>	<b>117.33</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

### NOTE 3 - INVESTMENT IN PROPERTY

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Investment Property*	1,212.15		1,212.15
Less: Provision for depreciation	37.66	1,174.49	31.57	1,180.58
		1,174.49		1,180.58

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

### NOTE 4 - INVESTMENTS

(₹ in Lakhs)

Particulars	As on 31.03.2024		As at March 31, 2023	
	Nos. / Units	Amount	Nos. / Units	Amount
<b>Investment Valued at Cost</b>				
<b>In Equity Shares of Subsidiary Company - Unquoted Fully paid-up</b>				
Liquors India Limited (F.V. ₹ 10/- each)	85.79	983.90	-	-
<b>In Equity Shares of Associate Companies - Unquoted Fully paid-up</b>				
Comfort Securities Ltd. (F.V. ₹ 10/- each)	57.50	560.00	57.50	560.00
Lemonade Share & Securities Pvt. Ltd. (F.V. ₹ 10/- each)	2.20	220.00	2.20	220.00
Liquors India Limited (F.V. ₹ 10/- each)	-	-	42.00	546.00
<b>In Equity Shares of Others- Unquoted Fully paid-up</b>				
The Malad Sahakari Bank Ltd (F.V. ₹ 10/- each)	0.00	0.01	0.00	0.01
<b>Total [A]</b>	<b>145.49</b>	<b>1,763.91</b>	<b>101.70</b>	<b>1,326.01</b>
<b>Investment at Fair Value through Other Comprehensive Income</b>				
<b>In Equity Shares of Others- Quoted Fully paid-up</b>				
Comfort Commotrade Ltd. (F.V. ₹ 10/- each)	15.60	349.81	14.60	269.30
Himachal Futuristic Communications Ltd (F.V. Re. 1/- each)	0.07	6.20	0.07	4.12
Pilani Investment and Industries Corporation Ltd (F.V. ₹ 10/- each)	0.95	3,224.20	0.95	1,535.10
<b>Total [B]</b>	<b>16.62</b>	<b>3,580.20</b>	<b>15.62</b>	<b>1,808.52</b>
<b>TOTAL [A+B]</b>	<b>162.11</b>	<b>5,344.10</b>	<b>117.32</b>	<b>3,134.53</b>

### NOTE 5 - OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
a) Balances with Statutory/Government Authorities	59.80	59.80
b) Capital Advances	6.50	6.50
c) Security Deposit	1,105.00	1,025.50
d) Deposits with Court & Regulatory Authority	35.13	35.13
<b>TOTAL</b>	<b>1,206.42</b>	<b>1,126.92</b>



## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

### NOTE 6 - INVENTORIES

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Property under development	403.01	403.01
Stock (Liquor- Finished Good)	-	33.38
Stock (Liquor- Raw Material & Packing Material)	40.96	31.86
<b>TOTAL</b>	<b>443.96</b>	468.25

### NOTE 7 - INVESTMENTS

Particulars	(₹ in Lakhs)			
	As at March 31, 2024		As at March 31, 2023	
<b>Investment at Fair Value through Profit and Loss</b>				
In Equity Shares of :(Quoted fully paid up)				
<b>Name of The Scrip</b>	<b>No of shares</b>	<b>Amount</b>	<b>No of shares</b>	<b>Amount</b>
Luharuka Media & Infra Ltd.*	56.43	225.71	56.43	157.99
Ravi Kumar Distilleries Ltd.*	23.66	477.46	23.66	344.73
Aditya Birla Capital Ltd	0.01	1.75	0.01	1.54
<b>TOTAL</b>	<b>80.10</b>	<b>704.92</b>	80.10	504.26

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

### NOTE 8 - TRADE RECEIVABLES

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good		
Undisputed Trade receivables	9,734.37	5,497.07
Disputed Trade receivables	-	-
<b>TOTAL</b>	<b>9,734.37</b>	5,497.07

\*Refer note no. 36

### NOTE 9 - CASH & CASH EQUIVALENTS

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a) Balances with Banks in :		
Current Accounts	9.25	14.97
Deposits with maturity of less than three months	-	-
	<b>9.25</b>	14.97
b) Cash-in-hand	1.45	0.60
<b>TOTAL</b>	<b>10.70</b>	15.57

### NOTE 10 - BANK BALANCE OTHER THAN CASH & CASH EQUIVALENTS

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a) Deposit with maturity of more than three months but less than 12 months (Encumbered- lien marked against OD facility)	671.64	661.85
b) Escrow Account Balance	0.12	0.12
<b>TOTAL</b>	<b>671.75</b>	661.97

**NOTES TO STANDALONE FINANCIAL STATEMENTS** For the year ended March 31, 2024

**NOTE 11 - LOANS**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Loans</b>		
a) Secured considered good	109.65	109.65
b) Un-secured considered good		
- Given to related parties	2,133.77	2,484.62
- Employees	0.94	1.42
- Others	6.00	8.12
	<b>2,140.71</b>	2,494.16
<b>TOTAL</b>	<b>2,250.36</b>	2,603.81

Details of loans and advances in the nature of loans granted to promoters, directors, key managerial personnel and related parties (as defined under Companies Act, 2013):

(₹ in Lakhs)

Particulars	Amount Outstanding as at March 31, 2024	Percentage to the total loans and advances in the nature of loans	Amount Outstanding as at March 31, 2023	Percentage to the total loans and advances in the nature of loans
<b>Amounts repayable on demand</b>				
Promoters	-	-	-	-
Directors	-	-	-	-
Key managerial personnel	-	-	-	-
Other related parties	2,133.77	94.82	2,484.62	95.42

**NOTE 12 - FINANCIAL CURRENT ASSETS :- OTHERS**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Security deposits	10.03	10.03
<b>TOTAL</b>	<b>10.03</b>	10.03

**NOTE 13 - OTHER CURRENT ASSETS**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Interest Receivable	3.77	6.97
b) Prepaid Expenses	19.17	14.91
c) Balance with Government authorities	-	3.33
d) Advance to Suppliers	250.27	300.00
e) Investment in Gold Bars [Gold 0 KG, (PY Gold 2 KG)]		119.12
<b>TOTAL</b>	<b>273.21</b>	444.33

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

### NOTE 14 - SHARE CAPITAL

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>Authorised :</b>		
40,00,00,000 Equity Shares (Previous Year 40,00,00,000) of ₹ 1/- each	<b>4,000.00</b>	4,000.00
<b>TOTAL</b>	<b>4,000.00</b>	4,000.00
<b>Issued and Subscribed :</b>		
31,99,71,540 Equity Shares (Previous Year 31,99,71,540) of ₹ 1/- each	<b>3,199.72</b>	3,199.72
<b>TOTAL</b>	<b>3,199.72</b>	3,199.72
<b>Paid-up share capital :</b>		
31,99,38,080 Equity Shares (Previous Year 31,99,38,080) of ₹ 1/- each	<b>3,199.38</b>	3,199.38
<b>TOTAL</b>	<b>3,199.38</b>	3,199.38

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

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Number of shares at the beginning of the year	<b>3,199.38</b>	3,199.38
Add: Number of Shares allotted fully paid up during the year	-	-
Less: Number of Shares bought back during the year	-	-
Number of shares outstanding as at the end of the year	<b>3,199.38</b>	3,199.38

#### (b) Rights, preferences and restrictions attached to shares

The Company has only one class of Equity Shares having a par value of ₹ 1/- per share. Each holder of Equity Share is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

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

Name of the Shareholders	As at March 31, 2024		As at March 31, 2023	
	No. of Shares (in Lakhs)	% held	No. of Shares (in Lakhs)	% held
Luharuka Investment & Consultants Pvt Ltd	<b>784.49</b>	<b>24.52%</b>	784.49	24.52%
Luharuka Exports Private Limited	<b>890.19</b>	<b>27.82%</b>	890.19	27.82%

#### (d) Details of Shares in the company held by each promoter as at the end of the year at March 31, 2024

Promoters Name	As at March 31, 2024		% Change during the Year
	No. of Shares (in Lakhs)	% of total shares	
Anil Agrawal HUF	<b>37.24</b>	<b>1.16%</b>	0
Anil Beniprasad Agrawal	<b>9.94</b>	<b>0.31%</b>	0
Annu Anil Agrawal	<b>116.55</b>	<b>3.64%</b>	0
Bharat Nanubhai Shiroya	<b>0.11</b>	<b>0.00%</b>	0
Luharuka Exports Private Ltd	<b>890.19</b>	<b>27.82%</b>	0
Luharuka Investment & Consultants Private Ltd	<b>784.49</b>	<b>24.52%</b>	0

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

### Details of Shares in the company held by each promoter as at the end of the year at March 31, 2023

Promoters Name	As at March 31, 2023		% Change during the Year
	No. of Shares (in Lakhs)	% of total shares	
Anil Agrawal HUF	37.24	1.16%	0
Anil Beniprasad Agrawal	9.94	0.31%	0
Annu Anil Agrawal	116.55	3.64%	0
Bharat Nanubhai Shiroya	0.11	0.00%	0
Luharuka Exports Private Ltd	890.19	27.82%	0
Luharuka Investment & Consultants Private Ltd	784.49	24.52%	0

### NOTE 15 - BORROWINGS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-Current</b>		
Loan from Banks	<b>78.25</b>	-
Loans for Auto Finance from Banks *	-	-
Unsecured	<b>78.25</b>	-
<b>Current</b>		
Loans repayable on demand		
From banks	<b>2,273.57</b>	891.44
Secured **	<b>24.90</b>	-
Secured- Current maturity of Auto loan	<b>2,298.47</b>	891.44
<b>TOTAL</b>	<b>2,376.73</b>	891.44

\*Auto Loans from Banks is secured against the motor vehicles, repayable by way of equated monthly installment of 60 months and carries interest rate of 7.3% & 8.5%

\*\*The Loans are primarily backed by stocks, book debts, and fixed deposits, with additional collateral provided by the company's and its subsidiary properties. The arrangement is further strengthened by personal guarantees from the promoter and director, as well as corporate guarantees from the company and its subsidiary. The interest rate for this facility varies between FD+1% and 9.0%.

### NOTE 16 - PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits		
- Gratuity (non-current)	<b>5.83</b>	4.75
- Gratuity (current)	<b>21.45</b>	21.21
<b>TOTAL</b>	<b>27.28</b>	25.96

\*Refer note no. 32

### NOTE 17 - DEFERRED TAX LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred Tax Liabilities	<b>84.83</b>	61.14
Add / Less: During the Year	<b>51.13</b>	23.69
<b>TOTAL</b>	<b>135.97</b>	84.83

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

### NOTE 18 - TRADE PAYABLES

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a. total outstanding dues of micro and small enterprises	204.78	-
b. total outstanding dues of other than micro and small enterprises	5,584.45	3,476.53
<b>TOTAL</b>	<b>5,584.45</b>	<b>3,476.53</b>

### NOTE 19 - OTHER FINANCIAL LIABILITIES

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a) Security Deposits from Tenants	111.56	117.56
b) Outstanding Liabilities for Expenses	152.98	56.78
c) Un-paid dividend	7.22	9.25
<b>TOTAL</b>	<b>271.76</b>	<b>183.59</b>

### NOTE 20 - CURRENT TAX LIABILITIES

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Provision for Taxation (net of Advance tax & TDS)	85.48	80.94
<b>TOTAL</b>	<b>85.48</b>	<b>80.94</b>

### NOTE 21 - REVENUE FROM OPERATIONS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>(a) Income from Operation</b>		
Sales of Goods	10,507.17	9,955.20
Sales of Liquor	6,914.22	5,410.47
Interest Received	352.62	388.47
Rent Received	31.75	94.70
Commission & Marketing Services	466.41	456.12
<b>(A)</b>	<b>18,272.16</b>	<b>16,304.96</b>
<b>(b) Other operating Income</b>		
Dividend Received	13.14	13.14
Change in Fair Value of Equity Instruments held for trading	200.66	94.31
<b>(B)</b>	<b>213.81</b>	<b>107.45</b>
<b>TOTAL (A+B)</b>	<b>18,485.97</b>	<b>16,412.41</b>

### NOTE 22 - OTHER INCOME

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2024	Year ended March 31, 2023
Misc Income	2.33	1.07
Interest from Term deposits	40.67	30.83
Gain on Sale of Investment in gold	6.18	-
Fair Value Appreciation of Non Financial Assets	-	12.67

**NOTES TO STANDALONE FINANCIAL STATEMENTS** For the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Liability/Provision no longer payable/required written back	115.95	16.91
Gain on Sale of Property Plants and Equipments	-	28.93
<b>TOTAL</b>	<b>165.13</b>	<b>90.40</b>

**NOTE 23 - PURCHASES OF GOODS AND DIRECT EXPENSES**

(₹ in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Purchase of traded Goods	10,127.53	9,397.60
Freight & Transport Charges	86.79	106.09
Commission & Marketing Charges	382.86	377.58
	<b>10,597.18</b>	<b>9,881.26</b>
<b>Cost of production</b>		
Purchase Raw & Packing Materials of Liquor	2,754.44	2,477.28
Opening Stock	31.86	64.94
Less: Closing Stock	(40.96)	(31.86)
Job Work charges	419.62	370.30
Licences and Fees	16.89	13.84
<b>TOTAL</b>	<b>3,181.85</b>	<b>2,894.49</b>

**NOTE 24 - CHANGES IN INVENTORIES OF STOCK-IN-TRADE**

(₹ in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Inventories at the end of the year</b>		
Goods (Liquor)	-	33.38
Properties (under development)	403.01	403.01
<b>Inventories at the beginning of the year</b>		
Goods (Liquor)	33.38	26.54
Properties (under development)	403.01	403.01
<b>Net (Increase) / Decrease in Inventories</b>	<b>33.38</b>	<b>(6.85)</b>

**NOTE 25 - EMPLOYMENT BENEFIT EXPENSES**

(₹ in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, Bonus & Allowances	82.87	85.59
Staff Welfare Expenses	6.92	14.35
Staff Insurance Expenses	0.97	1.77
Staff PF Expenses	1.36	1.29
Gratuity Expenses (Refer Note 32)	2.58	2.34
<b>TOTAL</b>	<b>94.70</b>	<b>105.34</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

### NOTE 26 - FINANCIAL COSTS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2024	Year ended March 31, 2023
Interest Expenses	127.78	47.77
Renewal fee on OD facility, BG and stamp duty	23.15	18.65
<b>TOTAL</b>	<b>150.93</b>	66.42

### NOTE 27 - OTHER EXPENSES

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2024	Year ended March 31, 2023
Advertisement Expenses	1.91	3.13
Annual Listing Fees	3.25	3.00
Business Pomotion Expenses	6.79	4.76
Bank Charges	8.15	12.68
Bad-debts	30.97	3.26
Custodial Fees	2.62	2.86
Conveyance Expenses	1.84	2.07
Commission paid	181.77	112.58
Corporate Social Responsibility (Refer Note 42)	13.40	8.10
Director's Sitting fees	3.40	2.95
Electricity Expenses	11.88	12.76
Freight Expenses	118.65	106.21
Legal & Professional Fees	28.40	36.39
Insurance Expenses	3.48	2.58
Motor Car Expenses	10.25	11.60
Marketing Expenses	130.23	34.09
Payments to Auditors :		
- Audit & Tax Audit fees	4.25	4.00
- For Other Tax related matters	0.35	0.54
Repairs & Maintenance to Other Assets	9.49	5.62
Rent Expense	21.60	21.60
Sundry Balance w/off	-	1.27
Telephone , Telex and Postage	3.79	4.81
Travelling Expenses	25.26	10.86
Trading Fee	58.55	37.60
Printing & Stationery Expenses	1.75	1.08
Penalty paid	0.23	6.28
Provision on Advances to Creditors	-	6.29
Other Expenses	27.98	17.81
<b>TOTAL</b>	<b>710.24</b>	476.79

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

### NOTE 28 - EARNINGS PER EQUITY SHARE

(₹ in Lakhs)

Particulars		
	Year ended March 31, 2024	Year ended March 31, 2023
(a) Net profit after tax attributable to equity shareholders for Basic EPS	717.62	587.42
Add/Less: Adjustment relating to potential equity shares		
Net profit after tax attributable to equity shareholders for Diluted EPS	717.62	587.42
(b) Weighted average no. of equity shares outstanding during the year		
For Basic EPS	3,199.38	3,199.38
(c) Face Value per Equity Share (₹)	1.00	1.00
Basic EPS	0.22	0.18

### NOTE 29- FAIR VALUE

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

This note describes the fair value measurement of both financial and non-financial instruments.

#### Valuation Framework

The Group has an internal fair value assessment team which assesses the fair values for assets qualifying for fair valuation.

The Group's valuation framework includes:

Benchmarking prices against observable market prices or other independent sources;

Development and validation of fair valuation models using model logic, inputs, outputs and adjustments.

These valuation models are subject to a process of due diligence and validation before they become operational and are continuously calibrated. These models are subject to approvals by various functions including risk, treasury and finance functions. Finance function is responsible for establishing procedures, governing valuation and ensuring fair values are in compliance with accounting standards.

#### Valuation Framework

Fair values of financial assets, other than those which are subsequently measured at amortised cost, have been arrived at as under:

Fair values of other investments under FVOCI have been determined under level 1 using quoted market prices of the underlying instruments;

Fair value of loans held under a business model that is achieved by both collecting contractual cash flows and partially selling the loans through partial assignment to willing buyers and which contain contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest are measured at FVOCI. The fair value of these loans have been determined under level 3.

The Group has determined that the carrying values of cash and cash equivalents, bank balances, trade receivables, short term loans, floating rate loans, trade payables, short term debts, borrowings, bank overdrafts and other current liabilities are a reasonable approximation of their fair value and hence their carrying value are deemed to be fair value.

### NOTE 30- FAIR VALUE HIERARCHY

The Company determines fair values of its financial instruments according to the following hierarchy:

Level 1: valuation based on quoted market price: financial instruments with quoted prices for identical instruments in active markets that the Company can access at the measurement date.

Level 2: valuation based on using observable inputs: financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3: valuation technique with significant unobservable inputs: – financial instruments valued using valuation techniques where one or more significant inputs are unobservable.



## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

### Quantitative disclosures of fair value measurement hierarchy for assets as at March 31, 2024

Particulars	Date of Valuation	Fair value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Investments held for trading under FVTPL	31/3/2024	704.92	-	-	704.92
Equity instrument classified under FVOCI	31/3/2024	3,580.20	-	-	3,580.20

(₹ in Lakhs)

### Quantitative disclosures of fair value measurement hierarchy for assets as at March 31, 2023

Particulars	Date of Valuation	Fair value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Investments held for trading under FVTPL	31/3/2023	504.26	-	-	504.26
Equity instrument classified under FVOCI	31/3/2023	1,808.52	-	-	1,808.52

(₹ in Lakhs)

Fair Value of Financial Instruments not measured at fair value as at 31 March 2024

Particulars	Carrying Value	Fair value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Non Current Assets</b>					
Investments	1,763.91	-	1,763.91	-	1,763.91
<b>Current Assets</b>					
Trade receivables	9,734.37	-	-	9,734.37	9,734.37
Cash and cash equivalents	10.70	10.70	-	-	10.70
Bank Balances Other than cash and cash equivalents	671.75	671.75	-	-	671.75
Loans	2,250.36	-	-	2,250.36	2,250.36
Others	10.03	-	-	10.03	10.03
<b>Non Current Assets</b>					
Borrowings	78.25	-	-	78.25	78.25
<b>Current Liabilities</b>					
Borrowings	2,298.47	-	-	2,298.47	2,298.47
Trade payables	5,789.23	-	-	5,789.23	5,789.23
Other financial liabilities	271.76	-	-	271.76	271.76

(₹ in Lakhs)

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

Fair Value of Financial Instruments not measured at fair value as at March 31, 2023

(₹ in Lakhs)

Particulars	Carrying Value	Fair value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Non Current Assets</b>					
Investments	1,326.01	-	1,326.01	-	1,326.01
<b>Current Assets</b>					
Trade receivables	5,497.07	-	-	5,497.07	5,497.07
Cash and cash equivalents	15.57	15.57	-	-	15.57
Bank Balances Other than cash and cash equivalents	661.97	661.97	-	-	661.97
Loans	2,603.81	-	-	2,603.81	2,603.81
Others	10.03	-	-	10.03	10.03
<b>Non Current Assets</b>					
Borrowings	-	-	-	-	-
<b>Current Liabilities</b>					
Borrowings	891.44	-	-	891.44	891.44
Trade payables	3,476.53	-	-	3,476.53	3,476.53
Other financial liabilities	183.59	-	-	183.59	183.59

## 31. CONTINGENT LIABILITIES &amp; COMMITMENTS:

(₹ in Lakhs)

Particulars	2023-2024	2022-2023
i) Contingent Liabilities		
a) Claims against the Company / Disputed Liabilities, not acknowledged as Debt	<b>*22.53</b>	*22.53
b) Income Tax demand ** (Appeal/rectification has been filed against the order)	<b>58.14</b>	397.45
c) Penalty imposed by SEBI for which Appeal has been filed (The total penalty imposed by SEBI vide order dated 21 <sup>st</sup> August, 2020 is ₹ 1.00 Crores of which ₹ 10.00 Lakhs (which has been disclosed under the head 'Other non-current assets') has already been deposited by the Company as per their order dated 1/12/2020 whereby the said order of SEBI has been stayed till the pendency of the appeal filed by the Company, and the matter is subjudice).	<b>100.00</b>	100.00

\*The Company has made security deposit of ₹ 25.13/- (Lakhs) in favour of "The Registrar City Civil & Session Court" as per pay order no. 757810 dated 20.01.2017

\*\*In addition to the above there is a demand of ₹ 23.45/- (Lakhs) for AY 2016-17 u/s 115O in respect of DDT for which company had already discharge the DDT liability and filed the online response and raised the grievance for rectification of same.

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

### 32. EMPLOYEE RETIREMENT BENEFITS:

To comply with the requirement of Ind AS 19 Employee Benefits company has changed its accounting policy with respect to Defined Benefit Plan in the nature of Gratuity and has obtained the Actuarial Valuation report from Actuary. In accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors, the effect of the change has been given retrospectively in all the period presented. The details of effects on account of change in policy in the previously reported period is as follow:

Particulars	(₹ in Lakhs)	
	2022-2023	2021-2022
Previously Reported Profit After Tax	589.17	
Effect of Gratuity Provision	(2.34)	
Tax Effect of Above (Deferred Tax)	0.58	
<b>Current Reported Profit After Tax</b>	<b>587.41</b>	
Previously Reported OCI	(32.07)	
Effect of Re-measurement of the defined benefit plans (Gain/Loss)	1.36	
Tax Effect of Above (Deferred Tax)	(0.34)	
<b>Current Reported OCI</b>	<b>(31.05)</b>	
Previously Reported Other Equity	7841.40	7444.27
Total Effect of Gratuity Provision	(25.96)	(24.98)
Tax Effect of Above (Deferred Tax)	6.53	6.29
<b>Currently Reported Other Equity</b>	<b>7821.97</b>	<b>7425.58</b>
Previously Reported Provisions	0	16.91
Total Effect of Gratuity Provision	25.96	24.98
<b>Currently Reported Provisions (Short Term + Long Term)</b>	<b>25.96</b>	<b>41.89</b>

Disclosure on Retirement Benefits as required in Indian Accounting Standard (Ind AS) 19 on "Employee Benefits" are given below:

#### i. Expenses Recognized in the Statement of Profit & loss

Particulars	(₹ in Lakhs)	
	2023-2024	2022-2023
Current Service Cost	0.67	0.67
Net interest Cost	1.91	1.67
Past Service Cost-recognized	-	-
<b>Expenses Recognized in the Statement of Profit &amp; loss</b>	<b>2.58</b>	<b>2.34</b>

#### ii. Expenses Recognized in Other Comprehensive Income

Particulars	(₹ in Lakhs)	
	2023-2024	2022-2023
Actuarial (Gains)/Losses on Obligation For the Period	(1.27)	(1.36)
Return on Plan Assets, Excluding Interest Income	-	-
<b>Expenses Recognized in Other Comprehensive Income</b>	<b>(1.27)</b>	<b>(1.36)</b>

#### iii. Net Liability/(Asset) Recognized in the Balance Sheet

Particulars	(₹ in Lakhs)	
	2023-2024	2022-2023
Current Liability	21.45	21.21
Non-Current Liability	5.83	4.75
<b>Net Liability/(Asset) Recognized in the Balance Sheet</b>	<b>27.28</b>	<b>25.96</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS** For the year ended March 31, 2024

**Actuarial assumptions**

Particulars	2023-2024	2022-2023
Expected Return on Plan Assets	N.A.	N.A.
Rate of Discounting	7.19%	7.35%
Rate of Salary Increase	8.00%	8.00%
Rate of Employee Turnover	10.00%	10.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate

The Company has a defined benefit gratuity plan in India (unfunded). The Company's defined benefit gratuity plan is a final salary plan for employees. Gratuity is paid from Company as and when it becomes due and is paid as per Company scheme for Gratuity.

**Risks associated with defined benefit plan:** Gratuity is a defined benefit plan and entity is exposed to the following Risks

- Salary Risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.
- Interest rate risk:** A fall in the discount rate which is linked to the Government Securities Rate will increase the present value of the liability requiring higher provision.
- Asset Liability Matching Risk:** The plan faces the ALM risk as to the matching cash flow. Entity has to manage pay-out based on pay as you go basis from own funds.
- Mortality risk:** Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

**Characteristics of defined benefit plans:**

- During the year, there were no plan amendments, curtailments and settlements.
- Gratuity plan is unfunded.

**33. CURRENT INCOME TAX LIABILITIES (NET) :**
**i. Component of Income Tax Expense**

Particulars	2023-2024	2022-2023
(₹ in Lakhs)		
<b>Tax Expense in Profit and Loss</b>		
Current Year Tax	205.85	184.61
Adjustment related to Previous Years	(6.91)	(0.52)
<b>(A)</b>	<b>198.94</b>	<b>184.09</b>
Current Year Deferred Tax	50.82	23.35
Adjustment related to Previous Years	-	-
<b>(B)</b>	<b>50.82</b>	<b>23.35</b>
<b>Total (A+B)</b>	<b>249.75</b>	<b>207.44</b>
<b>Tax Expense in Other Comprehensive Income</b>		
Gain/(Loss) on re-measurement of net benefit plan	(0.32)	(0.34)
<b>Total</b>	<b>(0.32)</b>	<b>(0.34)</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

- ii. **Reconciliation of Effective Tax Rate: The reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows:**

Particulars	(₹ in Lakhs Except Rate)	
	2023-2024	2022-2023
Statutory Income Tax Rate	25.168%	25.168%
Tax Amount at Statutory Tax Rate	243.45	200.05
Corporate Social Responsibility	3.37	2.04
Capital Gain Adjustment	-	(7.28)
Tax as per LTCG	-	2.53
Others	1.59	3.88
Interest on Income Tax	8.23	6.73
Tax adjustment of PY	(6.91)	(0.52)
<b>Tax at effective Rate</b>	<b>249.75</b>	<b>207.44</b>
<b>Effective Tax Rate</b>	<b>25.818%</b>	<b>26.097%</b>

### Deferred Tax Liabilities (net)

	(₹ in Lakhs)			
	Difference between book base and tax base of PPE	Expenses allowable on payment basis	Changes in Fair Value	Net deferred tax Liabilities/ (assets)
<b>As at April 01, 2022</b>	<b>(3.44)</b>	<b>(6.29)</b>	<b>70.87</b>	<b>61.14</b>
Charged / (credited)				
- to profit or loss	0.20	(0.59)	23.74	23.35
- to other comprehensive income	-	0.34	-	0.34
<b>As at March 31, 2023</b>	<b>(3.24)</b>	<b>(6.53)</b>	<b>(94.61)</b>	<b>84.83</b>
Charged / (credited)				
- to profit or loss	0.96	(0.65)	50.50	50.82
- to other comprehensive income	-	0.32	-	0.32
<b>As at March 31, 2024</b>	<b>(2.28)</b>	<b>(6.87)</b>	<b>145.11</b>	<b>135.97</b>

### 34. ADVANCES RECOVERABLE IN CASH OR IN KIND OR FOR VALUE TO BE RECEIVED IN RESPECT OF WHICH COMPANY IS FULLY SECURED INCLUDES:-

Particulars	(₹ in Lakhs)	
	2023-2024	2022-2023
Secured against Shares	109.65	109.65

### 35. FOREIGN CURRENCY TRANSACTIONS:

Particulars	(₹ in Lakhs)	
	2023-2024	2022-2023
<b>Outgo:</b>		
Purchase of Goods (Import)	-	-
<b>Earnings:</b>		
	-	-

### 36. TRADE RECEIVABLES

- Trade receivables are non-interest bearing and generally on terms of 30 to 90 days.
- Trade receivable ageing schedule

**NOTES TO STANDALONE FINANCIAL STATEMENTS** For the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of receipt					Total
	Less than 6 months	6 Months - 1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - Considered good	9,603.47	-	130.90	-	-	9,734.37
	(5,497.07)	-	-	-	-	(5,497.07)
(ii) Undisputed Trade receivables- which have significant increase in risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables- credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables - Considered good	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in risk	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>9,603.47</b>	<b>-</b>	<b>130.90</b>	<b>-</b>	<b>-</b>	<b>9,734.37</b>
	<b>(5,497.07)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(5,497.07)</b>

Figure in bracket relates to previous year.

**37. TRADE PAYABLES**

- Trade payables are non-interest bearing and are normally settled as per the payment terms stated in the contract.
- Dues to micro, small and medium enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company (refer note no. 18)
- Trade payable Ageing Schedule

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of Payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	204.78	-	-	-	204.78
	-	-	-	-	-
Others	5,584.45	-	-	-	5,584.45
	(3,476.53)	-	-	-	(3,476.53)
Disputed dues- MSME	-	-	-	-	-
	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
	-	-	-	-	-
<b>Total</b>	<b>5,789.23</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,789.23</b>
	<b>(3,476.53)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(3,476.53)</b>

Figure in bracket relates to previous year.

**38. FINANCIAL RISK MANAGEMENT**

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a core Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

### A. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include loans and borrowings and deposits.

#### Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This risk exists mainly on account of borrowings of the Company. However, all these borrowings are at fixed interest rate and hence the exposure to change in interest rate is insignificant.

#### Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is not exposed to significant foreign currency risk as at the respective reporting dates.

#### Price Risk

The Company is mainly exposed to the price risk due to its investment in debt mutual funds. The price risk arises due to uncertainties about the future market values of these investments.

- B. Credit Risk:** Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and other financial assets.

**Trade Receivables:** Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major trade receivables.

**Other Financial Assets:** Credit risk from balances with banks and financial institutions is managed by the Company in accordance with the Company's policy. Investments of surplus funds are made only in highly marketable debt instruments with appropriate maturities to optimise the cash return on instruments while ensuring sufficient liquidity to meet its liabilities.

- C. Excessive risk concentration:** Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

- D. Liquidity risk:** Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of internal financing by way of daily cash flow projection to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability of funds. Management monitors daily and monthly rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried in accordance with standard guidelines. The Company has liquidity reserves in the form of highly liquid assets like cash and cash equivalents, debt based mutual funds, deposit accounts, etc.

## 39. CAPITAL MANAGEMENT:

The primary objective of the Company's capital management is to maximise the shareholder's wealth. The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitor the return on capital employed as well as the level of dividend to shareholders. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a debt equity ratio, which is total debt divided by total equity.

**NOTES TO STANDALONE FINANCIAL STATEMENTS** For the year ended March 31, 2024

Particulars	(₹ in Lakhs)	
	2023-2024	2022-2023
Total debt	<b>2,376.73</b>	891.44
Total Equity	<b>13,297.59</b>	11,021.35
Total debt to equity ratio (Gearing ratio)	<b>0.18</b>	0.08

In the long run, the Company's strategy is to continue to maintain the gearing ratio. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define the capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current or previous financial year.

**40. DISCLOSURE PURSUANT TO IND AS – 108: OPERATING SEGMENTS: BUSINESS SEGMENTS**

Particulars	(₹ in Lakhs)	
	Year ended	
	31-Mar-24	31-Mar-23
	Audited	Audited
<b>1 Segment Revenue</b>		
a) Trading in Goods / Services	<b>11,011.73</b>	10,457.69
b) Liquor division	<b>6,914.36</b>	5,410.73
c) Trading in Shares /Mutual Funds	<b>213.81</b>	107.45
d) Financing	<b>314.31</b>	341.83
e) Leasing of Immmovable Properties	<b>31.75</b>	94.70
Less: Inter Segment Revenue		
<b>Total Income from Operations</b>	<b>18,485.97</b>	16,412.41
<b>2 Segment Results:</b>		
[Profit before Depreciation, Tax and Finance Costs from each segment]		
a) Trading in Goods / Services	<b>375.42</b>	560.49
b) Liquor division	<b>322.34</b>	32.71
c) Trading in Shares	<b>213.65</b>	107.34
d) Financing	<b>314.31</b>	341.83
e) Leasing of Immmovable Properties	<b>31.75</b>	91.99
Total	<b>1,257.48</b>	1,134.35
Less:(i) Finance Costs	<b>150.93</b>	66.42
(ii) Depreciation	<b>31.20</b>	23.99
(iii) Other un-allocable expenditure net off Un-allocable Income	<b>107.98</b>	246.75
<b>Profit from ordinary activities before tax</b>	<b>967.37</b>	797.19
<b>3 Segment Assets</b>		
a) Trading in Goods	<b>7,160.47</b>	3,891.50
b) Liquor division	<b>3,076.91</b>	2,170.48
c) Trading in Shares	<b>704.92</b>	504.26
d) Financing	<b>2,250.36</b>	2,603.81
e) Leasing of Immmovable Properties	<b>1,175.49</b>	1,181.84
f) Un-allocable	<b>7,615.87</b>	5,412.78
<b>Total Segment Assets</b>	<b>21,984.02</b>	15,764.65
<b>4 Segment Liabilities</b>		
a) Trading in Goods	<b>5,525.28</b>	3,009.61
b) Liquor division	<b>391.41</b>	498.85



## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

Particulars	(₹ in Lakhs)	
	Year ended	
	31-Mar-24	31-Mar-23
	Audited	Audited
c) Trading in Shares	-	-
d) Financing	-	-
e) Leasing of Immmovable Properties	0.10	1.90
f) Un-allocable	16,067.23	12,254.29
<b>Total Segment Liabilities</b>	<b>21,984.02</b>	15,764.65

### 41. IN ACCORDANCE WITH ACCOUNTING STANDARD 'IND AS-24' RELATING TO RELATED PARTY DISCLOSURES, INFORMATION PERTINENT TO RELATED PARTY TRANSACTION IS GIVEN AS UNDER:-

**Parties Where Control Exists:** None

**Parties with whom transaction have taken place.**

#### A. Name of the related parties & description of relationship

- |    |                               |   |  |
|----|-------------------------------|---|--|
| a) | Key Managerial Personnel      | : | Mr. Anil Agrawal (CEO)<br>Mr. Kailash Purohit (CFO)<br>Miss Nidhi Busa (CS)  |
| b) | Promoters and their relatives | : | Mrs. Annu Agrawal (Promoter)<br>Anil Agrawal –HUF (Promoter)<br>Mr. Anil Agrawal (Promoter)<br>Mr. Bharat Shiroya(Promoter)<br>Luharuka Exports Pvt. Ltd. (Promoter)<br>Luharuka Investment & Consultants Pvt. Ltd. (Promoter)<br>M/s Luharuka Travels & M/s Luharuka Enterprises (Proprietorship concerns of Mr. Pradeep Agrawal, brother of CEO i.e. Anil Agrawal) |
| c) | Subsidiary Company            | : | Liquors India Ltd. (w.e.f. 20.01.2024)   |
| d) | Associate Companies           | : | Comfort Securities Ltd<br>Lemonade Share & Securities Pvt. Ltd.<br>Liquors India Ltd. (upto w.e.f. 19.01.2024)   |
| e) | Group Company                 | : | Comfort Fincap Ltd.<br>Flora Fountain Properties Limited<br>Seth Govindram Charitable Trust  |
| f) | Directors                     | : | Mr. Ankur Agrawal (Director)<br>Mr. Devendra Lal Thakur (Director)<br>Mr. Milin Ramani (Director)<br>Mrs. Apeksha Kadam (Director)   |

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

## B. Transactions during the year with related parties: -

				(₹ in Lakhs)
Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Subsidiary/ Associates / Group Companies & Directors
<b>1</b>	<b>Loan given</b>			
	Flora Fountain Properties Limited	-	-	610.00
		-	-	(925.00)
	Comfort Fincap Limited	-	-	575.00
		-	-	(550.00)
	Comfort Securities Limited	-	-	200.00
		-	-	(150.00)
	<b>Loan received back</b>			
	Flora Fountain Properties Limited	-	-	170.00
		-	-	(700.00)
	Comfort Fincap Limited	-	-	1,355.00
		-	-	(620.00)
	Comfort Securities Limited	-	-	200.00
		-	-	(150.00)
<b>2</b>	<b>Business Advance paid</b>			
	Liquors India Limited	-	-	300.00
		-	-	-
<b>3</b>	<b>Business Advance received back</b>			
	Liquors India Limited	-	-	220.50
		-	-	(65.00)
<b>4</b>	<b>Expenses</b>			
	<b>Demat Charges Paid</b>			
	Comfort Securities Limited	-	-	-
		-	(0.001)	-
	<b>Office Rent Paid</b>			
	Annu Agrawal	-	13.20	-
		-	(13.20)	-
	Anil Agrawal –HUF	-	8.40	-
		-	(8.40)	-
	<b>Remuneration</b>			
	Anil Agrawal	48.10	-	-
		(48.00)	-	-
	Apeksha Kadam	-	-	8.02
		-	-	(6.93)
	Kailash Purohit	5.28	-	-
		(4.42)	-	-
	Nidhi Busa	1.92	-	-
		(1.92)	-	-
	<b>Travelling Expenses</b>			
	Luharuka Travels	-	0.33	-
		-	(0.61)	-
	<b>Director Sitting fee Paid</b>			
	Devendralal Thakur	-	-	0.90
		-	-	(0.90)
	Ankur Agrawal	0.85	-	-
		(0.85)	-	-
	Milin Ramani	-	-	0.90
		-	-	(0.90)
	Apeksha Kadam	-	-	0.75
		-	-	(0.30)

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Subsidiary/ Associates / Group Companies & Directors
	<b>Bottling Charges</b>			
	Liquors India Limited	-	-	419.62
		-	-	(370.30)
	<b>Corporate Social Responsibility (CSR)</b>			
	Seth Govindram Charitable Trust	-	-	13.40
		-	-	(8.10)
<b>5</b>	<b>Income</b>			
	<b>Sale of traded goods</b>			
	Flora Fountain Properties Limited	-	-	6,711.36
		-	-	(4,600.23)
	<b>Interest Income Received</b>			
	Comfort Fincap Ltd.	-	-	53.87
		-	-	(105.28)
	Flora Fountain Properties Limited	-	-	260.05
		-	-	(231.47)
	Comfort Securities Ltd.	-	-	0.39
		-	-	(4.71)
	<b>Amount outstanding as at Balance Sheet date</b>			
	<b>Business Advance</b>			
	Liquors India Limited	-	-	1,105.00
	<b>Debtor Balance</b>			
	Flora Fountain Properties Limited	-	-	5,750.47
	Loan given			
	Flora Fountain Properties Limited	-	-	2,133.77

Figure in bracket relates to previous year.

- 42.** Corporate Social Responsibility :- As per Section 135 of Companies Act, 2013 a company meeting the applicability threshold, needs to spend at-least 2% of its average net profit of the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. The CSR initiatives are focused towards that programme directly or indirectly, benefit the community and society at large. The Company's CSR activity primarily focuses on programs that promote education, gender equality empowering women and development of rural areas.

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
i) Amount required to be spent by the company during the year	13.40	8.06
ii) Amount of expenditure incurred	13.40	8.10
iii) Shortfall at the end of the year		
iv) Total of previous years shortfall		
v) Reason for shortfall		
vi) Details of related party transactions	Refer Note 41	

- 43.** The disclosure on the following matters required under Schedule III as amended not being relevant or applicable in case of the Company, same are not covered such as
- Title Deeds of Immovable Property not held in name of Company: Company is having the registered sales deeds of immovable property, however
    - With respect to one shop located at Ballaleshwar Co-op. Hsg. Soc. Ltd., Dr. Babasaheb Ambedkar Road, Lal Baug, Mumbai having carrying value of ₹101.52 Lakhs, classified as Investment Properties in the financial statements, the Company has further applied to MHADA to transfer the property in the Company's name. Approval from MHADA is awaited.

**NOTES TO STANDALONE FINANCIAL STATEMENTS** For the year ended March 31, 2024

- ii. With respect to Land at Hyderabad satisfaction of having carrying value of ₹269.96 Lakhs, classified as Investment Properties in the financial statements, during mutation, co-owners of the said property opposed and has got stay on the transfer. The Company has filed a suit against the stay and order from the court is awaited.
- b. Disclosure on Revaluation of Assets: The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.
- c. Details of benami property held: No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- d. Borrowings against current assets: The returns or statements submitted by the company to lenders are in agreement with books of accounts which includes Sales amounts inclusive of GST value. There are no material discrepancies observed in returns or statements submitted by the company to lenders.
- e. Willful defaulter: The Company have not been declared willful defaulter by any bank or financial institution or government or any government authority.
- f. Relationship with struck off companies : The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act,1956.
- g. Registration of charges or satisfaction with Registrar of Companies: There are no charges or satisfactions which are yet to be registered with the Registrar of Companies beyond the statutory period.
- h. Compliance with number of layers of companies: The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- i. Utilisation of borrowed funds and share premium: The Company has not received securities premium through issue of equity and preference shares during the year ended March 31, 2024, and year ended March 31, 2023. There is no understanding with investors, in writing or otherwise, to lend or invest in other person or entities, directly or indirectly or provide any guarantee, security or the like to or on behalf of the said investors. The management has absolute discretion on use of such funds. Hence, the additional regulatory disclosure with respect to the utilisation of borrowed funds and share premium are not included in these financial statements.
- j. Compliance with approved scheme of arrangements: The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- k. Undisclosed income: There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- l. Details of crypto currency or virtual currency: The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**44. THE TABLE BELOW PROVIDES FINANCIAL RATIOS:**

SN	Particulars	Numerator	Denominator	2023-24	2022-23	Variance (%)*
(a)	Current Ratio	Current assets	Current Liabilities	<b>1.67</b>	2.21	(24.21)
(b)	Debt Equity Ratio	Total Debt	Shareholder's Equity	<b>0.18</b>	0.08	120.98
(c)	Debt service coverage Ratio	EBIDTA	Interest Principal Repayments	<b>5.85</b>	15.74	(62.76)
(d)	Return on Equity Ratio	PAT	Shareholder's Equity	<b>5.40%</b>	5.34%	1.25
(e)	Inventory turnover Ratio	Sales	Average Inventory	<b>39.22</b>	32.87	19.32
(f)	Trade Receivables turnover Ratio	Turnover	Average Receivables	<b>2.43</b>	3.51	(30.77)
(g)	Trade payables turnover Ratio	Net purchase	Average Payables	<b>0.69</b>	0.97	(28.95)
(h)	Net Capital turnover Ratio	Sales	Average Working Capital	<b>3.19</b>	2.93	7.97
(i)	Net Profit Ratio	PAT	Revenue	<b>3.85%</b>	3.57%	8.09

## NOTES TO STANDALONE FINANCIAL STATEMENTS For the year ended March 31, 2024

SN	Particulars	Numerator	Denominator	2023-24	2022-23	Variance (%)*
(j)	Return on Capital Employed	Net Profit After Tax+ Finance Cost	Equity+ R&S+LT Liab+ def tax Liab	6.47%	5.89%	9.82
(k)	Return on Investment	Net Profit after taxes	Net Assets	5.40%	5.34%	1.25

Notes:

EBITDA- Earnings before interest, taxes, depreciation and amortization

EBIT- Earnings before interest and taxes.

Explanation for variances exceeding 25%:

- Debt Equity Ratio & Debt Service Coverage Ratio- Ratio has been increased due additional utilization of funds in term of Term Loan Facility commensurate with the increase in business.
- Trade Receivables / trade payable turnover Ratio: Ratio is decreased due to increase in trading business in last quarter.

**45** The Company, during the quarter ended March 31, 2024 had subscribed to the Right issue of Equity shares of Liquors India Limited ("LIL") and the company had been allotted 43,78,950 Equity Shares. In aggregate Company is holding 85,78,950 Equity Shares representing 65.30% holding in LIL and as a result LIL has become Subsidiary of the Company. The difference between consideration paid and balance of Non-Controlling interest has been accounted in Equity in consolidated financial statements of the company.

The Purchase consideration paid has been allocated in accordance with the IND AS 103 "Business Combinations" on the basis of fair value of the acquired assets and liabilities. Accordingly, in Consolidated Balance Sheet the group has recognised amount of Rs 564.91 Lakhs as Bargain Purchase price.

**46** The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of accounts along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The Company uses accounting software (tally editlog) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software.

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

As per our report of even date

For & On Behalf of Board

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

Sd/-  
**Ankur Agrawal**  
Director  
DIN : 06408167

Sd/-  
**Apeksha Kadam**  
Director  
DIN : 08878724

Sd/-  
**Dipesh Sangoi**  
Partner  
Membership No. : 124295

Sd/-  
**Anil Agrawal**  
CEO

Sd/-  
**Kailash Purohit**  
CFO

Sd/-  
**Nidhi Busa**  
Company Secretary

Mumbai, May 28, 2024

## INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS,  
COMFORT INTECH LIMITED**

**Report on the Audit of the Consolidated Financial Statements**

### OPINION

We have audited the accompanying consolidated financial statements of Comfort Intech Limited (hereinafter referred to as the 'Holding Company') and its subsidiary and associates (the Holding Company and its subsidiary and associates together referred to as 'the Group'), which comprise the consolidated Balance Sheet as at March 31, 2024, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2024, of consolidated profit, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

### BASIS FOR OPINION

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

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

The Director's Report is not made available to us at the date of this auditor's report and hence we have nothing to report in this regard.

### RESPONSIBILITIES OF MANAGEMENT FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement,

whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the are responsible for overseeing the financial reporting process of Company, Subsidiary and associates included in the group.

#### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

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

As part of an audit in accordance with SA's specified under section 143(10), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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

**OTHER MATTER**

The accompanying consolidated Financial statements include the audited Financial of one subsidiary in the consolidated financial, whose financials statement reflects total assets of Rs.2551.02 lakhs as at March 31<sup>st</sup> 2024, Total Revenue of Rs.113.49 Lakhs for year ended 31<sup>st</sup> March 2024, total net profit/(loss) after tax (49.29) Lakhs & total comprehensive income of Rs. (2.85) Lakhs, as considered in the consolidated financial statement and also include associate share of total net profit/(loss) after tax of Rs.0.01 Lakhs for the year, which have been audited by other independent auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures in respect of these subsidiary and associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid associates, is solely based on the reports of the other auditors.

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

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. (A) As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
  - d) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its associate company, none of the directors of the Holding Company and its associate company is disqualified a none of the disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in Annexure.
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the group. Refer Note 32 to financial statements
  - ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent Company, subsidiary and associates company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary company incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary company incorporated in India or
    - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries



- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv) (a) and (iv) (b) contain any misstatement.
- v. According to information and explanation given to us, the Holding Company has not declared any dividend during the year in terms of provision of section 123 of Companies Act, 2013.
- vi. As stated in Note 45 to the Consolidated Financial statements, and based on our examination of parent company which included test checks and based on the consideration of the reports of other auditors of subsidiary and associates, except for instance mentioned below, the Parent Company, subsidiary and associates in respect of financial year commencing on 1 April 2023, has used accounting software for maintaining books of accounts which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of the accounts during such feature is enabled.

(C) With respect to the matter to be included in the Auditor’s Report under Section 197 (16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor’s Report) Order, 2020 (the “Order”/ “CARO”) issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor’s report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and issued by the respective auditor of its subsidiaries and associate included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that following are qualifications or adverse remarks in these CARO reports.

Sr No	Company Name	CIN	Holding Company/ Subsidiary/Associate	Paragraph number in the respective CARO reports
1	Comfort Intech Limited	L74110DD1994PLC001678	Holding Company	i(c)

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

**Sd/-**  
**Dipesh Sangoi**  
**Partner**  
**M No.124295**  
**UDIN: 24124295BKDACH4382**

**Place: Mumbai**  
**Date: 28<sup>th</sup> May, 2024**

## CONSOLIDATED BALANCE SHEET as at March 31, 2024

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment	2	3,188.35	117.33
(b) Intangible asset	2	326.08	-
(c) Investment Property	3	1,174.49	1,180.58
		<b>4,688.92</b>	1,297.91
(d) Financial Assets			
(i) Investments	4	6,719.01	4,100.69
		-	-
		<b>6,719.01</b>	4,100.69
(e) Other non-current assets	5	826.70	1,126.92
(f) Deferred tax Asset	6	320.69	-
<b>(2) Current Assets</b>			
(a) Inventories	7	460.06	468.25
(b) Financial Assets			
(i) Investments	8	704.92	504.26
(ii) Trade receivables	9	9,775.90	5,497.07
(iii) Cash and cash equivalents	10	22.75	15.57
(iv) Bank Balances Other than cash and cash equivalents	11	683.60	661.97
(v) Loans	12	2,250.49	2,603.81
(vi) Other financial asset	13	10.03	10.03
		<b>13,447.69</b>	9,292.71
(c) Other current assets	14	509.30	444.33
<b>TOTAL ASSETS</b>		<b>26,972.37</b>	16,730.81
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share capital	15	3,199.38	3,199.38
(b) Other Equity*		13,406.91	8,788.13
<b>Equity attributable to owners of the Company</b>		<b>16,606.30</b>	11,987.51
Non-controlling Interest		1,027.67	-
<b>Total Equity</b>		<b>17,633.97</b>	11,987.51
<b>LIABILITIES</b>			
<b>(2) Non - Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	78.25	-
(b) Provisions	17	43.56	4.75
(c) Deferred tax liabilities (Net)	18	135.97	84.83
<b>(3) Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	2,809.20	891.44
(ii) Trade payables	19		-
a. total outstanding dues of micro and small enterprises		204.78	-
b. total outstanding dues of other than micro and small enterprises		5,523.34	3,476.53
(iii) Other financial liabilities (other than those specified in item	20	428.31	183.59
		<b>8,965.63</b>	4,551.56
(b) Provisions	17	29.53	21.21
(c) Current Tax Liabilities (Net)	21	85.48	80.94
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>26,972.37</b>	16,730.81
<b>See accompanying notes to the financial statements</b>	1		

\* Refer Statement of changes in equity

As per our report of even date

For **A R Sodha & Co.**

Chartered Accountants

Firm Reg. No.: 110324W

Sd/-

**Dipesh Sangoi**

Partner

Membership No. : 124295

Mumbai, May 28, 2024

For &amp; On Behalf of Board

Sd/-

**Ankur Agrawal**

Director

DIN : 06408167

Sd/-

**Anil Agrawal**

CEO

Sd/-

**Kailash Purohit**

CFO

Sd/-

**Apeksha Kadam**

Director

DIN : 08878724

Sd/-

**Nidhi Busa**

Company Secretary

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Note No.	Year ended March 31, 2024	Year ended March 31, 2023
I Revenue from Operations	22	18,599.46	16,412.41
II Other Income	23	171.02	90.40
III <b>Total Revenue (I + II)</b>		<b>18,770.48</b>	16,502.81
IV <b>Expenses</b>			
Cost of production	24	3,160.91	2,894.49
Excise Duty paid		2,884.40	2,266.51
Purchases of Goods and direct expenses	24	10,597.18	9,881.26
Changes in inventories of Finished Goods / Stock-in-trade	25	33.55	(6.85)
Employee benefits expense	26	226.13	105.34
Finance costs	27	175.56	66.42
Depreciation and amortization expense	2	39.51	23.99
Other Expenses	28	741.19	476.79
<b>Total Expenses (IV)</b>		<b>17,858.43</b>	15,707.96
V <b>Profit/(loss) before exceptional items and Tax (III-IV)</b>		<b>912.05</b>	794.85
VI Exceptional Items		-	-
VII <b>Profit/(loss) before tax (V-VI)</b>		<b>912.05</b>	794.85
VIII <b>Tax Expense:</b>			
(a) Current Tax		205.85	184.61
(b) Deferred Tax		44.79	23.35
(c) Tax of earlier years w/off		(6.91)	(0.52)
		<b>243.73</b>	207.44
IX <b>Profit (Loss) for the period (VII-VIII)</b>		<b>668.32</b>	587.42
X <b>Add : Share of (Profit)/Loss from Associate</b>		<b>1,040.06</b>	114.99
XI <b>Profit for the Period after adjustment for Associate (IX + X)</b>		<b>1,708.39</b>	702.41
XII <b>Other Comprehensive Income</b>			
A Items that will not be reclassified to profit or loss			
(i) Remeasurements of the defined benefit plan - gain/(loss)		4.12	1.36
(ii) Tax impact on above		(0.32)	(0.34)
(iii) Fair value changes of equity instruments through other comprehensive income		1,749.64	(32.07)
Add : Share of (Profit)/Loss of Associate		1.71	0.93
		<b>1,755.15</b>	(30.13)
XIII <b>Total Comprehensive Income for the period (XI+XII)(Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>3,463.53</b>	672.28
<b>Total Profit/(Loss) for the year attributable to:</b>			
a. Shareholders of the Company		1,725.49	702.41
b. Non-controlling interest		(17.10)	-
		<b>1,708.39</b>	702.41
<b>Total comprehensive Income / (loss) for the year attributable to:</b>			
a. Shareholders of the Company		3,479.65	672.28
b. Non-Controlling Interest		(16.11)	-
		<b>3,463.53</b>	672.28
XIV <b>Earnings Per Equity Share (Face Value ₹ 1/- Per Share):</b>	29		
Basic & Diluted (₹)		0.54	0.22
<b>See accompanying notes to the financial statements</b>	1		

As per our report of even date

For **A R Sodha & Co.**

Chartered Accountants  
Firm Reg. No.: 110324W

Sd/-

**Dipesh Sangoi**

Partner  
Membership No. : 124295  
Mumbai, May 28, 2024

For & On Behalf of Board

Sd/-  
**Ankur Agrawal**  
Director  
DIN : 06408167

Sd/-  
**Anil Agrawal**  
CEO

Sd/-  
**Kailash Purohit**  
CFO

Sd/-  
**Apeksha Kadam**  
Director  
DIN : 08878724

Sd/-  
**Nidhi Busa**  
Company Secretary

## CONSOLIDATED CASH FLOW STATEMENT for the year ended March 31, 2024

(₹ in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax for the year	912.05	794.85
<b>Adjustments for:</b>		
Interest Paid	175.56	47.77
Depreciation	39.51	23.99
Remeasurements of the defined benefit plan- gain/(loss)	4.12	1.36
Dividend Income	(13.14)	(13.14)
Profit from Sale of Fixed Asset / Investments	(6.18)	(28.93)
Change in Fair Value of Current Investments	(200.66)	(106.98)
Rent Received	(31.75)	(94.70)
	(32.55)	(170.64)
<b>Operating Profit before Working Capital change</b>	<b>879.50</b>	624.22
<b>Adjustments for :</b>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	24.37	26.23
Trade receivables	(4,187.28)	(1,632.27)
In Other Bank Balances	(21.63)	(67.51)
Short-term loans and advances	353.32	(135.23)
Other financial assets	76.30	-
Other current assets	(184.08)	(30.15)
Other non-current assets	1,020.42	90.00
	(2,918.59)	(1,748.93)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	1,149.84	963.95
Non-Current Provisions	38.80	0.21
Current Provisions	8.32	(16.14)
Other current liabilities	181.27	36.41
	1,378.23	984.44
<b>Cash Generated From Operations</b>	<b>(660.86)</b>	(140.27)
Income Tax paid/(refund)	194.40	133.60
<b>NET CASH FROM OPERATING ACTIVITIES Total (A)</b>	<b>(855.26)</b>	(273.87)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Investments in Securities	(22.55)	(36.66)
Investment in Gold	(178.50)	(106.45)
Purchase of Property, Plant & Equipment	(67.48)	(92.97)
Proceeds from Sale of Property, Plant & Equipment	-	32.15
Proceeds from Sale of Gold	303.80	-
Dividend Received	13.14	13.14
Rent Received	31.75	94.70
<b>NET CASH USED IN INVESTING ACTIVITIES Total (B)</b>	<b>80.16</b>	(96.09)

(₹ in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend Paid	(191.96)	(159.97)
Loan taken / (Repaid) in Secured Loan	1,122.45	581.11
Interest paid	(175.56)	(47.77)
<b>NET CASH FROM FINANCING ACTIVITIES Total (C)</b>	<b>754.93</b>	373.38
<b>Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)</b>	<b>(20.17)</b>	3.42
Cash and cash equivalents at the beginning of year	15.57	12.16
Cash and Cash Equivalents acquired pursuant to business combination	27.35	-
Cash and cash equivalents at the end of year	22.75	15.57

As per our report of even date attached

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

**Sd/-**  
**Dipesh Sangoi**  
Partner  
Membership No. : 124295  
Mumbai, May 28, 2024

For & On Behalf of Board

**Sd/-**  
**Ankur Agrawal**  
Director  
DIN : 06408167

**Sd/-**  
**Anil Agrawal**  
CEO

**Sd/-**  
**Kailash Purohit**  
CFO

**Sd/-**  
**Apeksha Kadam**  
Director  
DIN : 08878724

**Sd/-**  
**Nidhi Busa**  
Company Secretary

## STATEMENT OF CHANGES IN EQUITY for the year ended March 31, 2024

## A. EQUITY SHARE CAPITAL

		(₹ in Lakhs)
Particulars		Amount (₹)
<b>Balance as at April 1, 2022</b>		<b>3,199.72</b>
Changes in equity share capital		-
<b>Balance as at March 31, 2023</b>		<b>3,199.72</b>
Changes in equity share capital		-
<b>Balance as at March 31, 2024</b>		<b>3,199.72</b>

## B. OTHER EQUITY

		(₹ in Lakhs)				
Particulars	Other Equity					Total other Equity
	Reserve and Surplus				Other Comprehensive Income	
	Special Reserve	Share Premium	Capital Reserve on Bargain Purchase	Retained Earnings		
<b>Balance as at April 01, 2022</b>	<b>567.87</b>	<b>5,225.84</b>	-	<b>2,911.46</b>	<b>(429.35)</b>	<b>8,275.82</b>
Total Comprehensive Income for the year	-	-	-	702.41	(30.13)	672.28
Dividend paid	-	-	-	(159.97)	-	(159.97)
<b>Balance as at March 31, 2023</b>	<b>567.87</b>	<b>5,225.84</b>	-	<b>3,453.90</b>	<b>(459.48)</b>	<b>8,788.13</b>
Total Comprehensive Income for the year	-	-	-	1,725.49	1,754.16	3,479.65
Dividend paid	-	-	-	(191.96)	-	(191.96)
Transfer to Retained Earning	(567.87)	-	-	-	-	(567.87)
Transfer from Special reserve	-	-	-	567.87	-	567.87
Acquisition of Business	-	-	564.91	-	-	564.91
Fair Value of Existing Equity in Associates	-	-	-	-	766.19	766.19
<b>Balance as at March 31, 2024</b>	<b>(0.00)</b>	<b>5,225.84</b>	<b>564.91</b>	<b>5,555.30</b>	<b>2,060.87</b>	<b>13,406.91</b>

**Note:** Company was carrying special reserve to comply with the RBI directions as previously company was having the NBFC registration. Now the Company is not registered with the RBI as NBFC, there is no need to carry the special reserve and accordingly Board of Directors have decided to transfer the said special reserve to Retained earning in its meeting held on January 20, 2024.

As per our report of even date

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

**Sd/-**  
**Dipesh Sangoi**  
Partner  
Membership No. : 124295  
Mumbai, May 28, 2024

For & On Behalf of Board

**Sd/-**  
**Ankur Agrawal**  
Director  
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CFO

**Sd/-**  
**Apeksha Kadam**  
Director  
DIN : 08878724

**Sd/-**  
**Nidhi Busa**  
Company Secretary

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

### NOTE - 1

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

Relationship	Name of the Company	% Shareholding of Comfort Intech Ltd.	
		FY 2023-2024	FY 2022-2023
Subsidiary (P.Y. Associate)	Liquors India Limited	65.30	47.96
Associate	Comfort Securities Limited	40.79	40.79
Associate	Lemonade Share & Securities Private Limited	46.81	46.81

#### 1.1. Material Accounting Policies:

- I. These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle.

- II. Accounting policies applicable in consolidated financial statements:

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

#### 1.2. Summary of Material Accounting Policies

##### A. Basis of Preparation:

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

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

##### B. Basis of Consolidation

The Consolidated Financial Statements incorporate the financial statements of the Company its subsidiary & associates. Control is achieved where the Company:

- has power over the investee
- is exposed to, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns

The Company reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including;

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

### Consolidation procedure:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiary to bring their accounting policies into line with the Group's accounting policies.

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

### C. Use of Estimates

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

### D. Revenue Recognition:

- a) Revenue from sale of goods is recognised when the satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.
  - i. Sale of Goods: Revenue from sale of goods is recognized at the point in time when control of the asset is transferred to the customer. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).
  - ii. Sale of services with respect to fixed price contracts is recognized upon transfer of control of promised services ("performance obligations") to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these services ("transaction price"). Revenue on time-and-material and unit of work-based contracts are recognized as the related services are performed. When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved. Provisions for estimated losses, if any, on contracts which are in progress at the year-end are recorded in the period in which such losses become probable based on the expected estimates at the reporting period.
- b) Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

- c) Dividend income is recognized in profit or loss only when the right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably & interest receivable from government on tax refunds are accounted as and when received.
- d) Rental income from operating lease is recognised as per agreement over the term of the relevant lease period
- e) Terms of the contract with customers do not meet the criteria to recognise revenue over a period of time with respect to development of land. Revenue is recognized at point in time with respect to contracts for sale of residential and commercial units as and when the control is passed on to the customers which is linked to the application and receipt of occupancy certificate.

### E. Property, Plant and Equipment:

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

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

- iii) Depreciation on Property, plant and equipment are added or sold during the year, is provided on pro-rata basis with reference to the date of addition/deletion.
- iv) Intangible asset: Intangible assets are measured initial at cost and are subsequently carried at cost less any accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles other than software and applications are not capitalised.

The Group has intangible assets in the nature of Intellectual Property Rights (IRP) of Liquor License and Trademarks which are capitalised as intangible asset on the appointed date and having useful life over the period in terms of concession agreement. The intangible asset with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The Group reviews amortisation period on an annual basis. Intangible asset are amortised on straight line basis over their estimated useful life. Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

### F. Impairment of assets

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

### G. Foreign Exchange Transactions:

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

### H. Investment Property

Investment Properties are measured using the cost model. Investment properties are measured and reports at cost, less accumulated depreciation and accumulated impairment losses.

The land value component is considered to be 65% of the property value and not depreciated. Balance 35% is considered as construction cost and depreciated over a period of 60 years on straight line basis.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

An investment property is de-recognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of property is recognised in the Statement of Profit and Loss in the same period.

### I. Employee Benefits :

- a) **Defined Contribution Plan:** Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.
- b) **Defined Benefit Plan:** The Company provides for gratuity which is a defined benefit plan the liabilities of which is determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur and is not eligible to be reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the year of plan amendment or curtailment. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.
- c) **Leave entitlement:** Leave encashment payments are accounted for on accrual basis and is treated as short-term employee benefit.
- d) **Short-term benefits:** Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

### J. Segment Reporting:

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

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

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

### K. Inventories:

Stock of Goods, raw material, packing material and under construction property are measured at lower of cost or net realizable value.

### L. Financial instruments:

#### i) Financial Assets

##### a. Initial recognition and measurement

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

##### b. Subsequent Measurement

##### 1. Financial assets carried at amortised cost (AC)

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

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

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

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

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

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

### c. Investment in subsidiaries, Associates and Joint Ventures

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

### d. Other Equity Investments

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

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

### e. Impairment of financial assets

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

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

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

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

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

### f. De-recognition of financial instruments

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

## ii) Financial Liabilities

### a) Initial Recognition and Measurement

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

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

### b) Subsequent measurement

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

### M. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Company as a lessee

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- i) the contract involves the use of an identified asset
- ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- iii) the Company has the right to direct the use of the asset

The Company applies a single recognition and measurement approach for all leases, except for short term leases and leases of low-value assets. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets as below:-

#### i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets (i.e. 30 and 60 years)

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

#### ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

#### iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

“Lease liability” and “Right of Use” asset are separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### iv) Company as Lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company’s net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

### N. Borrowing Costs:

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

### O. Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

### P. Taxation

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to items recognised directly in equity or in OCI.

#### Current Tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

#### Deferred Tax

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using tax rates and laws that have been substantively enacted as of the balance sheet date.

### Q. Earnings per share

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

### R. Business Combination

Business combinations are accounted for using the acquisition method of accounting. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities assumed at their acquisition date i.e. the date on which control is acquired. Contingent consideration to be transferred is recognised at fair value and included as part of cost of acquisition. Transaction related costs are expensed in the period in which the costs are incurred. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree’s identifiable net assets.

Where the aggregate of consideration transferred and amount recognised for non-controlling interests exceeds the fair value of net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. After initial recognition, goodwill is tested for impairment annually and measured at cost less any accumulated impairment losses if any.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS** for the year ended March 31, 2024

Alternatively, in case of a bargain purchase wherein the aggregate of consideration transferred and amount recognised for non-controlling interests is lower than the fair value of net identifiable assets acquired and liabilities assumed, the difference is recognised as capital reserve within equity.

If the initial accounting for a business combination is incomplete by the end of reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amount recognised at that date.

Business combinations involving entities under common control are accounted for using the pooling of interest method, wherein the assets and liabilities of the business acquired are reflected at carrying value.

**S. Contingent Liability and Contingent Assets**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

**T. Fair Value Measurement**

The Company measures its qualifying financial instruments at fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole. For detailed information on the fair value hierarchy, refer note no. 30 and 31.

For assets and liabilities that are fair valued in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

Particulars	(₹ in Lakhs)											
	Gross block					Accumulated depreciation and impairment					Net block	
	Balance as at 1 April, 2023 (Rupees)	Additions (Rupees)	Acquired pursuant to business combination (Rupees)	Disposals (Rupees)	Balance as at 31 March, 2024 (Rupees)	Balance as at 1 April, 2023 (Rupees)	Acquired pursuant to business combination (Rupees)	Depreciation/amortisation expense for the year (Rupees)	Other adjustments (Rupees)	Balance as at 31 March, 2024 (Rupees)	Balance as at 31 March, 2024 (Rupees)	Balance as at 31 March, 2023 (Rupees)
<b>Tangible Asset</b>												
a Land	-	-	2,787.00	-	2,787.00	-	-	-	-	-	2,787.00	-
b Buildings	-	-	361.64	-	361.64	-	230.20	4.20	-	234.40	127.24	-
c Office Premises	1.83	-	-	-	1.83	0.80	-	0.03	-	0.83	1.00	1.03
d Furniture and fittings	68.61	-	3.77	61.49	10.89	64.77	3.52	0.85	(61.49)	7.64	3.24	3.85
e Motor Vehicles	158.00	64.70	1.39	-	224.09	59.72	1.03	21.19	-	81.94	142.15	98.28
f Lab Equipment	-	-	3.34	-	3.34	-	2.31	0.05	-	2.36	0.98	-
g Electrical Installations and Equipment	18.68	-	-	-	18.68	11.95	-	1.12	-	13.07	5.61	6.73
h Computers and data processing units	12.74	1.15	14.19	9.29	18.79	10.60	12.30	1.80	(9.29)	15.40	3.39	2.14
i Plant and Machinery	10.77	1.63	876.36	2.05	886.72	5.48	766.45	3.89	(2.05)	773.77	112.94	5.30
j Office Equipment	-	-	21.38	-	21.38	-	16.30	0.28	-	16.58	4.80	-
<b>Total (A)</b>	270.63	67.48	4,069.07	72.83	4,334.36	153.31	1,032.11	33.42	(72.83)	1,146.01	3,188.35	117.33
<b>In-tangible Asset</b>												
Liquor License	-	-	326.08	-	326.08	-	-	-	-	-	326.08	-
<b>Total (B)</b>	-	-	326.08	-	326.08	-	-	-	-	-	326.08	-

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS** for the year ended March 31, 2024

**NOTE 3 - INVESTMENT IN PROPERTY**

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Investment Property*	1,212.15		1,212.15
Less: Provision for depreciation	37.66	1,174.49	31.57	1,180.58
		1,174.49		1,180.58

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

**NOTE 4 - INVESTMENTS**

(₹ in Lakhs)

Particulars	As on 31.03.2024		As on 31.03.2023	
	Nos. / Units	Amount	Nos. / Units	Amount
<b>Investment Valued at Cost</b>				
<b>In Equity Shares of Associate Companies - Unquoted Fully paid-up</b>				
Comfort Securities Ltd. (F.V. ₹10/- each)	57.50	560.00	57.50	560.00
Add: Share in accumulated Total comprehensive income		2,355.29		1,332.87
	57.50	2,915.29	57.50	1,892.87
Lemonade Share & Securities Pvt. Ltd. (F.V. ₹10/- each)	2.20	220.00	2.20	220.00
Add: Share in accumulated Total comprehensive income		3.01		3.00
	2.20	223.01	2.20	223.00
Liquors India Limited (F.V. ₹10/- each)	-	-	42.00	546.00
Add: Share in accumulated Total comprehensive income		-		(369.71)
	-	-	42.00	176.29
<b>In Equity Shares of Others- Unquoted Fully paid-up</b>				
The Malad Sahakari Bank Ltd (F.V. ₹10/- each)	0.00	0.01	0.00	0.01
Mana Effluent Treatment Plant Ltd (F.V. ₹100/- each)	0.01	0.50	-	-
<b>Total [A]</b>	<b>59.71</b>	<b>3,138.81</b>	<b>101.70</b>	<b>2,292.17</b>
<b>Investment at Fair Value through Other Comprehensive Income</b>				
<b>In Equity Shares of Others- Quoted Fully paid-up</b>				
Comfort Commtrade Ltd. (F.V. ₹10/- each)	15.60	349.81	14.60	269.30
Himachal Futuristic Communications Ltd (F.V. ₹1/- each)	0.07	6.20	0.07	4.12
Pilani Investment and Industries Corporation Ltd (F.V. ₹10/- each)	0.95	3,224.20	0.95	1,535.10
<b>Total [B]</b>	<b>16.62</b>	<b>3,580.20</b>	<b>15.62</b>	<b>1,808.52</b>
<b>TOTAL [A+B]</b>	<b>76.32</b>	<b>6,719.01</b>	<b>117.32</b>	<b>4,100.69</b>

**NOTE 5 - OTHER NON-CURRENT ASSETS**

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
a) Balances with Statutory/Government Authorities	108.21	59.80
b) Capital Advances	6.50	6.50
c) Deposits with Court & Regulatory Authority	104.16	35.13
d) Business Advance	607.83	1,025.50
<b>TOTAL</b>	<b>826.70</b>	<b>1,126.92</b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

### NOTE 6 - DEFERRED TAX ASSET

(₹ in Lakhs)

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Deferred Tax Asset	314.67	-
Add / Less: During the Year	6.02	-
<b>TOTAL</b>	<b>320.69</b>	<b>-</b>

### NOTE 7 - INVENTORIES

(₹ in Lakhs)

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Property under development	403.01	403.01
Stock (Liquor- Finished Good)	2.45	33.38
Stock (Liquor- Raw Material & Packing Material)	54.61	31.86
<b>TOTAL</b>	<b>460.06</b>	<b>468.25</b>

### NOTE 8 - INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No of shares	Amount	No of shares	Amount
<b>Investment at Fair Value through Profit and Loss</b>				
In Equity Shares of: (Quoted fully paid up)				
<b>Name of The Script</b>				
Luharuka Media & Infra Ltd.*	56.43	225.71	56.43	157.99
Ravi Kumar Distilleries Ltd.*	23.66	477.46	23.66	344.73
Aditya Birla Capital Ltd	0.01	1.75	0.01	1.54
<b>TOTAL</b>	<b>80.10</b>	<b>704.92</b>	<b>80.10</b>	<b>504.26</b>

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

### NOTE 9 - TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>Unsecured, considered good</b>		
Undisputed Trade receivables	9,775.90	5,497.07
Disputed Trade receivables	-	-
<b>TOTAL</b>	<b>9,775.90</b>	<b>5,497.07</b>

\*Refer note no. 37

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS** for the year ended March 31, 2024

**NOTE 10 - CASH & CASH EQUIVALENTS**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Balances with Banks in :		
Current Accounts	13.19	14.97
Deposits with maturity of less than three months	-	-
	13.19	14.97
b) Cash-in-hand	9.56	0.60
<b>TOTAL</b>	<b>22.75</b>	<b>15.57</b>

**NOTE 11 - BANK BALANCE OTHER THAN CASH & CASH EQUIVALENTS**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Deposit with maturity of more than three months but less than 12 months (Encumbered- lien marked against OD facility)	683.49	661.85
b) Escrow Account Balance	0.12	0.12
<b>TOTAL</b>	<b>683.60</b>	<b>661.97</b>

**NOTE 12 - LOANS**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Loans</b>		
a) Secured considered good	109.65	109.65
b) Un-secured considered good		
- Given to related parties	2,133.77	2,484.62
- Employees	0.94	1.42
- Others	6.13	8.12
	2,140.84	2,494.16
<b>TOTAL</b>	<b>2,250.49</b>	<b>2,603.81</b>

Details of loans and advances in the nature of loans granted to promoters, directors, key managerial personnel and related parties (as defined under Companies Act, 2013):

(₹ in Lakhs)

Particulars	Amount Outstanding as at March 31, 2024	Percentage to the total loans and advances in the nature of loans	Amount Outstanding as at March 31, 2023	Percentage to the total loans and advances in the nature of loans
<b>Amounts repayable on demand</b>				
Promoters	-	-	-	-
Directors	-	-	-	-
Key managerial personnel	-	-	-	-
Other related parties	2,133.77	94.81	2,484.62	95.42

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

### NOTE 13 - FINANCIAL CURRENT ASSETS : - OTHERS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Security deposits	10.03	10.03
<b>TOTAL</b>	<b>10.03</b>	10.03

### NOTE 14 - OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Interest Receivable	27.80	6.97
b) Prepaid Expenses	230.76	14.91
c) Advance to Suppliers	250.27	300.00
d) Balance with Government authorities	0.46	3.33
e) Investment in Gold Bars [Gold 0 KG , (PY Gold 2 KG)]		119.12
<b>TOTAL</b>	<b>509.30</b>	444.33

### NOTE 15 - SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorised:</b>		
40,00,00,000 Equity Shares (Previous Year 40,00,00,000) of ₹1/- each	4,000.00	4,000.00
<b>TOTAL</b>	<b>4,000.00</b>	4,000.00
<b>Issued and Subscribed:</b>		
31,99,71,540 Equity Shares (Previous Year 31,99,71,540) of Re. 1/- each	3,199.72	3,199.72
<b>TOTAL</b>	<b>3,199.72</b>	3,199.72
<b>Paid-up share capital:</b>		
31,99,38,080 Equity Shares (Previous Year 31,99,38,080) of Re. 1/- each	3,199.38	3,199.38
<b>TOTAL</b>	<b>3,199.38</b>	3,199.38

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

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Number of shares at the beginning of the year</b>	<b>3,199.38</b>	3,199.38
Add: Number of Shares allotted fully paid up during the year	-	-
Less: Number of Shares bought back during the year	-	-
<b>Number of shares outstanding as at the end of the year</b>	<b>3,199.38</b>	3,199.38

#### (b) Rights, preferences and restrictions attached to shares

The Company has only one class of Equity Shares having a par value of Re. 1/- per share. Each holder of Equity Share is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS** for the year ended March 31, 2024

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

Name of the Shareholders	As at March 31, 2024		As at March 31, 2023	
	No. of Shares (in Lakhs)	% held	No. of Shares (in Lakhs)	% held
Luharuka Investment & Consultants Pvt Ltd	784.49	24.52%	784.49	24.52%
Luharuka Exports Private Limited	890.19	27.82%	890.19	27.82%

**(d) Details of Shares in the Company held by each promoter as at the end of the year at March 31, 2024**

Promoters Name	As at March 31, 2024		% Change during the Year
	No. of Shares (in Lakhs)	% of total shares	
Anil Agrawal HUF	37.24	1.16%	0
Anil Beniprasad Agrawal	9.94	0.31%	0
Annu Anil Agrawal	116.55	3.64%	0
Bharat Nanubhai Shiroya	0.11	0.00%	0
Luharuka Exports Private Limited	890.19	27.82%	0
Luharuka Investment & Consultants Private Limited	784.49	24.52%	0

**Details of Shares in the Company held by each promoter as at the end of the year at March 31, 2023**

Promoters Name	As at March 31, 2023		% Change during the Year
	No. of Shares (in Lakhs)	% of total shares	
Anil Agrawal HUF	37.24	1.16%	0
Anil Beniprasad Agrawal	9.94	0.31%	0
Annu Anil Agrawal	116.55	3.64%	0
Bharat Nanubhai Shiroya	0.11	0.00%	0
Luharuka Exports Private Limited	890.19	27.82%	0
Luharuka Investment & Consultants Private Limited	784.49	24.52%	0

**NOTE 16 - BORROWINGS**

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-Current</b>		
Loan from Banks		
Loans for Auto Finance from Banks *	78.25	-
Unsecured	-	-
	78.25	-
<b>Current</b>		
Loans repayable on demand		
From banks		
Secured **	2,519.29	891.44
Secured- Current maturity of Auto loan	24.90	-
Unsecured	265.02	-
	2,809.20	891.44
<b>TOTAL</b>	<b>2,887.46</b>	<b>891.44</b>

\*Auto Loans from Banks is secured against the motor vehicles, repayable by way of equated monthly installment of 60 months and carries interest rate of 7.3% & 8.5%

\*\*The Loans are primarily backed by stocks, book debts, and fixed deposits, with additional collateral provided by the Company's and its subsidiary properties. The arrangement is further strengthened by personal guarantees from the promoter and director, as well as corporate guarantees from the Company and its subsidiary. The interest rate for this facility varies between FD+1% and 9.0%.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

### NOTE 17 - PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits		
- Gratuity (non-current)	43.56	4.75
- Gratuity (current)	29.53	21.21
<b>TOTAL</b>	<b>73.08</b>	<b>25.96</b>

\*Refer note no. 33

### NOTE 18 - DEFERRED TAX LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred Tax Liabilities	84.83	61.14
Add / Less: During the Year	51.13	23.69
<b>TOTAL</b>	<b>135.97</b>	<b>84.83</b>

### NOTE 19 - TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
a) total outstanding dues of micro and small enterprises	204.78	-
b) total outstanding dues of other than micro and small enterprises	5,523.34	3,476.53
<b>TOTAL</b>	<b>5,728.12</b>	<b>3,476.53</b>

\*Refer note no. 38

### NOTE 20 - OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
a) Security Deposits from Tenants	111.56	117.56
b) Outstanding Liabilities for Expenses	309.53	56.78
c) Un-paid dividend	7.22	9.25
<b>TOTAL</b>	<b>428.31</b>	<b>183.59</b>

### NOTE 21 - CURRENT TAX LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Taxation (net of Advance tax & TDS)	85.48	80.94
<b>TOTAL</b>	<b>85.48</b>	<b>80.94</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

## NOTE 22 - REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>(a) Income from Operation</b>		
Sales of Goods	10,507.17	9,955.20
Sales of Liquor	6,914.73	5,410.47
Interest Received	352.62	388.47
Rent Received	31.75	94.70
Commission & Marketing Services	466.41	456.12
Bottling charges received	112.98	
<b>(A)</b>	<b>18,385.65</b>	16,304.96
<b>(b) Other operating Income</b>		
Dividend Received	13.14	13.14
Profit/(loss)from Sale of Equity Instruments held for trading	-	-
Change in Fair Value of Equity Instruments held for trading	200.66	94.31
<b>(B)</b>	<b>213.81</b>	107.45
<b>TOTAL (A+B)</b>	<b>18,599.46</b>	16,412.41

## NOTE 23 - OTHER INCOME

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Misc Income	2.33	1.07
Interest from Term deposits	46.56	30.83
Gain on Sale of Investment in gold	6.18	-
Fair Value Appreciation of Non Financial Assets	-	12.67
Liability/Provision no longer payable/required written back	115.95	16.91
Gain on Sale of Property Plants and Equipments	-	28.93
<b>TOTAL</b>	<b>171.02</b>	90.40

## NOTE 24 - PURCHASES OF GOODS AND DIRECT EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Purchase of traded Goods	10,127.53	9,397.60
Freight & Transport Charges	86.79	106.09
Commission & Marketing Charges	382.86	377.58
<b>TOTAL</b>	<b>10,597.18</b>	9,881.26
<b>Cost of production</b>		
Purchase Raw & Packing Materials of Liquor	2,756.27	2,477.28
Opening Stock	45.43	64.94
Less: Closing Stock	(54.61)	(31.86)
Job Work charges	306.51	370.30
Direct expense	82.92	-
Licences and Fees	24.38	13.84
<b>TOTAL</b>	<b>3,160.91</b>	2,894.49

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

### NOTE 25 - CHANGES IN INVENTORIES OF FINISHED GOODS/STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Inventories at the end of the year</b>		
Goods (Liquor)	2.45	33.38
Properties (under development)	403.01	403.01
<b>Inventories at the beginning of the year</b>		
Goods (Liquor)	33.38	26.54
Properties (under development)	403.01	403.01
Acquired pursuant to business combination	2.61	
<b>Net (Increase) / Decrease in Inventories</b>	<b>33.55</b>	<b>(6.85)</b>

### NOTE 26 - EMPLOYMENT BENEFIT EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries , Bonus & Allowances	202.06	85.59
Staff Welfare Expenses	9.19	14.35
Staff Insurance Expenses	0.97	1.77
Staff PF Expenses	10.60	1.29
Gratuity Expense	3.31	2.34
<b>TOTAL</b>	<b>226.13</b>	<b>105.34</b>

### NOTE 27 - FINANCIAL COSTS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Expenses	152.41	47.77
Renewal fee on OD facility, BG and stamp duty	23.15	18.65
<b>TOTAL</b>	<b>175.56</b>	<b>66.42</b>

### NOTE 28 - OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Advertisement Expenses	2.11	3.13
Annual Listing Fees	3.25	3.00
Business Pomotion Expenses	6.79	4.76
Bank Charges	8.61	12.68
Bad-debts	30.97	3.26
Custodial Fees	2.62	2.86
Conveyance Expenses	1.84	2.07
Commission & processing fee paid	181.77	112.58

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS** for the year ended March 31, 2024

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Corporate Social Responsibility (Refer Note 43)	13.40	8.10
Director's Sitting fees	3.40	2.95
Electricity Expenses	11.88	12.76
Freight Expenses	118.81	106.21
Legal & Professional Fees	39.32	36.39
Insurance Expenses	3.98	2.58
Motor Car Expenses	10.69	11.60
Marketing Expenses	130.23	34.09
Payments to Auditors :		
- Audit & Tax Audit fees	4.25	4.00
- For Other Tax matter	0.35	0.54
Repairs & Maintenance to Other Assets	10.42	5.62
Rent Expense	21.60	21.60
Sundry Balance w/off	-	1.27
Telephone , Telex and Postage	4.72	4.81
Travelling Expenses	27.20	10.86
Trading Fee	58.55	37.60
Printing & Stationery Expenses	2.16	1.08
Penalty	0.23	6.28
Provision on Advances to Creditors	-	6.29
Other Expenses	42.03	17.81
<b>TOTAL</b>	<b>741.19</b>	<b>476.79</b>

**NOTE 29 - EARNINGS PER EQUITY SHARE**

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Net profit after tax attributable to equity shareholders for		
Basic EPS	1,725.49	702.41
Add/Less: Adjustment relating to potential equity shares		
Net profit after tax attributable to equity shareholders for	1,725.49	702.41
Diluted EPS		
(b) Weighted average no. of equity shares outstanding during the year		
For Basic EPS	3,199.38	3,199.38
(c) Face Value per Equity Share (₹)	1.00	1.00
Basic EPS	0.54	0.22

**NOTE 30 - FAIR VALUE**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

This note describes the fair value measurement of both financial and non-financial instruments.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

### Valuation Framework

The Group has an internal fair value assessment team which assesses the fair values for assets qualifying for fair valuation.

The Group's valuation framework includes:

Benchmarking prices against observable market prices or other independent sources;

Development and validation of fair valuation models using model logic, inputs, outputs and adjustments.

These valuation models are subject to a process of due diligence and validation before they become operational and are continuously calibrated. These models are subject to approvals by various functions including risk, treasury and finance functions. Finance function is responsible for establishing procedures, governing valuation and ensuring fair values are in compliance with accounting standards.

### Valuation Framework

Fair values of financial assets, other than those which are subsequently measured at amortised cost, have been arrived at as under:

Fair values of other investments under FVOCI have been determined under level 1 using quoted market prices of the underlying instruments;

Fair value of loans held under a business model that is achieved by both collecting contractual cash flows and partially selling the loans through partial assignment to willing buyers and which contain contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest are measured at FVOCI. The fair value of these loans have been determined under level 3.

The Group has determined that the carrying values of cash and cash equivalents, bank balances, trade receivables, short term loans, floating rate loans, trade payables, short term debts, borrowings, bank overdrafts and other current liabilities are a reasonable approximation of their fair value and hence their carrying value are deemed to be fair value.

### NOTE 31 - FAIR VALUE HIERARCHY

The Company determines fair values of its financial instruments according to the following hierarchy:

Level 1: valuation based on quoted market price: financial instruments with quoted prices for identical instruments in active markets that the Company can access at the measurement date.

Level 2: valuation based on using observable inputs: financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3: valuation technique with significant unobservable inputs: – financial instruments valued using valuation techniques where one or more significant inputs are unobservable.

Quantitative disclosures of fair value measurement hierarchy for assets as at March 31, 2024

(₹ in Lakhs)

Particulars	Date of Valuation	Fair value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Investments held for trading under FVTPL	31/3/2024	704.92	-	-	704.92
Equity instrument classified under FVOCI	31/3/2024	3,580.20	-	-	3,580.20

Quantitative disclosures of fair value measurement hierarchy for assets as at March 31, 2023

(₹ in Lakhs)

Particulars	Date of Valuation	Fair value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Investments held for trading under FVTPL	31/3/2023	504.26	-	-	504.26
Equity instrument classified under FVOCI	31/3/2023	1,808.52	-	-	1,808.52

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

Fair Value of Financial Instruments not measured at fair value as at March 31, 2024

(₹ in Lakhs)

Particulars	Carrying Value	Fair value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Non Current Assets</b>					
Investments	3,138.81	-	-	3,138.81	3,138.81
<b>Current Assets</b>					
Trade receivables	9,775.90	-	-	9,775.90	9,775.90
Cash and cash equivalents	22.75	22.75	-	-	22.75
Other Bank Balances	683.60	683.60	-	-	683.60
Loans	2,250.49	-	-	2,250.49	2,250.49
Others	10.03	-	-	10.03	10.03
<b>Non-Current Liabilities</b>					
Borrowings	78.25	-	-	78.25	78.25
<b>Current Liabilities</b>					
Borrowings	2,809.20	-	-	2,809.20	2,809.20
Trade payables	5,728.12	-	-	5,728.12	5,728.12
Other financial liabilities	428.31	-	-	428.31	428.31

Fair Value of Financial Instruments not measured at fair value as at March 31, 2023

(₹ in Lakhs)

Particulars	Carrying Value	Fair value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Non Current Assets</b>					
Investments	2,292.17	-	-	2,292.17	2,292.17
<b>Current Assets</b>					
Trade receivables	5,497.07	-	-	5,497.07	5,497.07
Cash and cash equivalents	15.57	15.57	-	-	15.57
Other Bank Balances	661.97	661.97	-	-	661.97
Loans	2,603.81	-	-	2,603.81	2,603.81
Others	10.03	-	-	10.03	10.03
<b>Non-Current Liabilities</b>					
Borrowings	-	-	-	-	-
<b>Current Liabilities</b>					
Borrowings	891.44	-	-	891.44	891.44
Trade payables	3,476.53	-	-	3,476.53	3,476.53
Other financial liabilities	183.59	-	-	183.59	183.59

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

### 32. CONTINGENT LIABILITIES & COMMITMENTS:

Particulars	(₹ in Lakhs)	
	2023-2024	2022-2023
i) Contingent Liabilities	*22.53	*22.53
a) Claims against the Company / Disputed Liabilities, not acknowledged as Debt		
b) Income Tax demand ** (Appeal/rectification has been filed against the order)	58.14	397.45
c) Penalty imposed by SEBI for which Appeal has been filed (The total penalty imposed by SEBI vide order dated 21 <sup>st</sup> August, 2020 is ₹1.00 Crores of which ₹10.00 Lakhs (which has been disclosed under the head 'Other non-current assets') has already been deposited by the Company as per their order dated 1/12/2020 whereby the said order of SEBI has been stayed till the pendency of the appeal filed by the Company, and the matter is subjudice).	100.00	100.00

\*The Company has made security deposit of ₹25.13/- (Lakhs) in favour of "The Registrar City Civil & Session Court" as per pay order no. 757810 dated 20.01.2017

\*\*In addition to the above there is a demand of ₹23.45/- (Lakhs) for AY 2016-17 u/s 115O in respect of DDT for which company had already discharge the DDT liability and filed the online response and raised the grievance for rectification of same

### 33. EMPLOYEE RETIREMENT BENEFITS:

To comply with the requirement of Ind AS 19 Employee Benefits company has changed its accounting policy with respect to Defined Benefit Plan in the nature of Gratuity and has obtained the Actuarial Valuation report from Actuary. In accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors, the effect of the change has been given retrospectively in all the period presented. The details of effects on account of change in policy in the previously reported period is as follow:

Particulars	(₹ in Lakhs)	
	2022-2023	2021-2022
Previously Reported Profit After Tax	589.17	
Effect of Gratuity Provision	-2.34	
Tax Effect of Above (Deferred Tax)	0.58	
<b>Current Reported Profit After Tax</b>	<b>587.41</b>	
Previously Reported OCI	669.94	
Effect of Gratuity Provision	-2.34	
Tax Effect of Above (Deferred Tax)	0.58	
Effect from Share of (Profit)/Loss of Associate	0.43	
Effect of Re-measurements of the defined benefit plans (Gain/Loss)	1.36	
Tax Effect of Above (Deferred Tax)	-0.34	
Effect from Shares in OCI of Associate	2.64	
<b>Current Reported OCI</b>	<b>672.27</b>	
Previously Reported Other Equity	8832.80	8322.83
Total Effect of Gratuity Provision	-25.96	-24.98
Tax Effect of Above (Deferred Tax)	6.53	6.29
Total Effect of Associate	-25.24	-28.31
<b>Currently Reported Other Equity</b>	<b>8788.13</b>	<b>8275.83</b>
Previously Reported Investment in Associates	2317.4	2204.56
Total Effect of Associate	-25.24	-28.31
<b>Currently Reported Investment in Associates</b>	<b>2292.16</b>	<b>2176.25</b>
Previously Reported Current Provision	0	16.91
Total Effect of Gratuity Provision	25.96	24.98
<b>Currently Reported Current Provision + Non- Current Provision</b>	<b>25.96</b>	<b>41.89</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

### 34. CURRENT INCOME TAX LIABILITIES (NET):

i. Component of Income Tax Expense

Particulars	(₹ in Lakhs)	
	2023-2024	2022-2023
<b>Tax Expense in Profit and Loss</b>		
Current Year Tax	205.85	184.61
Adjustment related to Previous Years	(6.91)	(0.52)
<b>(A)</b>	<b>198.94</b>	<b>184.09</b>
Current Year Deferred Tax	50.82	23.35
Adjustment related to Previous Years	-	-
<b>(B)</b>	<b>50.82</b>	<b>23.35</b>
<b>Total (A+B)</b>	<b>249.75</b>	<b>207.44</b>
<b>Tax Expense in Other Comprehensive Income</b>		
Gain/(Loss) on re-measurement of net benefit plan	(0.32)	(0.34)
<b>Total</b>	<b>(0.32)</b>	<b>(0.34)</b>

ii. Reconciliation of Effective Tax Rate: The reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows:

Particulars	(₹ in Lakhs Except Rate)	
	2023-2024	2022-2023
Statutory Income Tax Rate	25.168%	25.168%
Tax Amount at Statutory Tax Rate	229.55	200.05
Adjustments of consolidation	7.90	-
Corporate Social Responsibility	3.37	2.04
Capital Gain Adjustment	-	(7.28)
Tax as per LTCG	-	2.53
Others	1.59	3.88
Interest on Income Tax	8.23	6.73
Tax adjustment of PY	(6.91)	(0.52)
<b>Tax at effective Rate</b>	<b>243.73</b>	<b>207.44</b>
<b>Effective Tax Rate</b>	<b>26.723%</b>	<b>26.097%</b>

#### Deferred Tax Liabilities (net)

Particulars	(₹ in Lakhs)				
	Difference between book base and tax base of PPE	Expenses allowable on payment basis	Changes in Fair Value	Business loss /unabsorbed Depreciation	Net deferred tax Liabilities /(assets)
<b>As at April 01, 2022</b>	<b>(3.44)</b>	<b>(6.29)</b>	<b>70.87</b>	<b>-</b>	<b>61.14</b>
Charged / (credited)					
- to consolidated profit or loss	0.20	(0.59)	23.74		23.35
- to consolidated other comprehensive income	-	0.34	-		0.34
<b>As at March 31, 2023</b>	<b>(3.24)</b>	<b>(6.53)</b>	<b>(94.61)</b>		<b>84.83</b>
<b>Acquired pursuant to Business Combination</b>	<b>-1.84</b>			<b>-312.83</b>	<b>-314.67</b>
Charged / (credited)					
- to consolidated profit or loss	(0.77)	(0.65)	50.50	(4.30)	44.79
- to consolidated other comprehensive income	-	0.32	-	-	0.32
<b>As at March 31, 2024</b>	<b>(5.85)</b>	<b>(6.87)</b>	<b>145.11</b>	<b>(317.12)</b>	<b>(184.73)</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

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

Particulars	(₹ in Lakhs)	
	2023-2024	2022-2023
Secured against Shares	109.65	109.65

36. Foreign Currency Transactions:

Particulars	(₹ in Lakhs)	
	2023-2024	2022-2023
<b>Outgo:</b>		
Purchase of Goods (Import)	-	-
<b>Earnings:</b>	-	-

37. TRADE RECEIVABLES

- i. Trade receivables are non-interest bearing and generally on terms of 30 to 90 days.
- ii. Trade receivable ageing schedule

Particulars	Outstanding for following periods from due date of receipt					Total
	(₹ in Lakhs)					
	Less than 6 months	6 Months - 1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables- Considered good	9,645.00 (5,497.07)	-	130.90	-	-	9,775.90 (5,497.07)
(ii) Undisputed Trade receivables- which have significant increase in risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables- credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables- Considered good	-	-	-	-	-	-
(v) Disputed Trade receivables- which have significant increase in risk	-	-	-	-	-	-
(vi) Disputed Trade receivables- credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>9,645.00</b> <b>(5,497.07)</b>	<b>-</b>	<b>130.90</b>	<b>-</b>	<b>-</b>	<b>9,775.90</b> <b>(5,497.07)</b>

Figure in bracket relates to previous year.

38. TRADE PAYABLES

- i. Trade payables are non-interest bearing and are normally settled as per the payment terms stated in the contract.
- ii. Dues to micro, small and medium enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company (refer note no. 19)

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

## iii. Trade payable Ageing Schedule

Particulars	Outstanding for following periods from due date of Payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
	MSME	204.78	-	-	
Others	5,523.34 (3,476.53)	-	-	-	5,523.34 (3,476.53)
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>5,728.12</b> <b>(3,476.53)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,728.12</b> <b>(3,476.53)</b>

Figure in bracket relates to previous year.

## 39. BUSINESS COMBINATION:

The Company, during the quarter ended March 31, 2024 had subscribed to the Right issue of Equity shares of Liquors India Limited ("LIL") and the Company had been allotted 43,78,950 Equity Shares. In aggregate Company is holding 85,78,950 Equity Shares representing 65.30% holding in LIL and as a result LIL has become Subsidiary of the Company. The difference between consideration paid and balance of Non-Controlling interest has been accounted in Equity in consolidated financial statements of the Company.

LIL is engaged mainly in manufacturing of alcoholic malt beverages such as beer and liquors.

The Purchase consideration paid has been allocated in accordance with the IND AS 103 "Business Combinations" on the basis of fair value of the acquired assets and liabilities. Accordingly, in Consolidated Balance Sheet the group has recognised amount of ₹564.91 Lakhs as Bargain Purchase price.

Particular	Amount
Property, plant & equipment (other than Land)	249.96
Land Freehold	2787.00
Non-current Investment	0.50
Other Net Assets	-355.13
Intellectual Property Rights-Liquor License	326.08
<b>Total Value of Net Identifiable Assets</b>	<b>3008.41</b>
Purchase consideration	2443.50
<b>Bargain Purchase price</b>	<b>-564.91</b>

## Purchase Consideration

Particular	Amount
Paid in Cash	437.90
Value of Previous Holding	961.83
Non-Controlling Interest	1043.79
Purchase Consideration	2443.51

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

### 40. FINANCIAL RISK MANAGEMENT

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a core Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

- A. Market Risk:** Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include loans and borrowings and deposits.

#### Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This risk exists mainly on account of borrowings of the Company. However, all these borrowings are at fixed interest rate and hence the exposure to change in interest rate is insignificant.

#### Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is not exposed to significant foreign currency risk as at the respective reporting dates.

#### Price Risk

The Company is mainly exposed to the price risk due to its investment in debt mutual funds. The price risk arises due to uncertainties about the future market values of these investments.

- B. Credit Risk:** Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and other financial assets.

**Trade Receivables:** Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major trade receivables.

**Other Financial Assets:** Credit risk from balances with banks and financial institutions is managed by the Company in accordance with the Company's policy. Investments of surplus funds are made only in highly marketable debt instruments with appropriate maturities to optimise the cash return on instruments while ensuring sufficient liquidity to meet its liabilities.

- C. Excessive risk concentration:** Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

- D. Liquidity risk:** Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of internal financing by way of daily cash flow projection to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability of funds. Management monitors daily and monthly rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried in accordance with standard guidelines. The Company has liquidity reserves in the form of highly liquid assets like cash and cash equivalents, debt based mutual funds, deposit accounts, etc.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

## 41. DISCLOSURE PURSUANT TO IND AS – 108: OPERATING SEGMENTS: BUSINESS SEGMENTS

(₹ In Lakhs)

Sr. No.	Particulars	Year ended	
		31-Mar-24 Audited	31-Mar-23 Audited
<b>1</b>	<b>Segment Revenue</b>		
	a) Trading in Goods / Services	<b>11,011.73</b>	10,457.69
	b) Liquor division	<b>7,027.86</b>	5,410.73
	c) Trading in Shares /Mutual Funds	<b>213.81</b>	107.45
	d) Financing	<b>314.31</b>	341.83
	e) Leasing of Immmovable Properties	<b>31.75</b>	94.70
	Less: Inter Segment Revenue		
	<b>Total Income from Operations</b>	<b>18,599.46</b>	16,412.41
<b>2</b>	<b>Segment Results:</b>		
	[Profit before Depreciation, Tax and Finance Costs from each segment]		
	a) Trading in Goods / Services	<b>375.42</b>	560.49
	b) Liquor division	<b>261.14</b>	32.71
	c) Trading in Shares	<b>213.65</b>	107.34
	d) Financing	<b>314.31</b>	341.83
	e) Leasing of Immmovable Properties	<b>31.75</b>	91.99
	<b>Total</b>	<b>1,196.27</b>	1,134.35
	Less:(i) Finance Costs	<b>151.17</b>	66.42
	(ii) Depreciation	<b>31.20</b>	23.99
	(iii) Other un-allocable expenditure net off Un-allocable Income	<b>101.85</b>	249.09
	<b>Profit from ordinary activities before tax</b>	<b>912.05</b>	794.85
<b>3</b>	<b>Segment Assets</b>		
	a) Trading in Goods	<b>7,160.47</b>	3,891.50
	b) Liquor division	<b>6,057.33</b>	2,170.48
	c) Trading in Shares	<b>704.92</b>	504.26
	d) Financing	<b>2,250.49</b>	2,603.81
	e) Leasing of Immmovable Properties	<b>1,175.49</b>	1,181.84
	f) Unallocable	<b>9,623.68</b>	6,378.94
	<b>Total Segment Assets</b>	<b>26,972.37</b>	16,730.81
<b>4</b>	<b>Segment Liabilities</b>		
	a) Trading in Goods	<b>5,525.28</b>	3,009.61
	b) Liquor division	<b>2,071.06</b>	498.85
	c) Trading in Shares	-	-
	d) Financing	-	-
	e) Leasing of Immmovable Properties	<b>0.10</b>	1.90
	f) Unallocable	<b>19,375.94</b>	13,220.46
	<b>Total Segment Liabilities</b>	<b>26,972.37</b>	16,730.81



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

### 42. IN ACCORDANCE WITH ACCOUNTING STANDARD 'IND AS-24' RELATING TO RELATED PARTY DISCLOSURES, INFORMATION PERTINENT TO RELATED PARTY TRANSACTION IS GIVEN AS UNDER:-

**Parties Where Control Exists:** None

**Parties with whom transaction have taken place.**

#### A. Name of the related parties & description of relationship

- a) Key Managerial Personnel : Mr. Anil Agrawal (CEO)  
Mr. Kailash Purohit (CFO)  
Miss. Nidhi Busa (CS)
- b) Promoters and their relatives : Mrs. Annu Agrawal (Promoter)  
Anil Agrawal –HUF (Promoter)  
Mr. Anil Agrawal (Promoter)  
Mr. Bharat Shiroya (Promoter)  
Luharuka Exports Pvt. Ltd. (Promoter)  
Luharuka Investment & Consultants Pvt. Ltd. (Promoter)  
M/s Luharuka Travels & M/s Luharuka Enterprises (Proprietorship concerns of Mr. Pradeep Agrawal, brother of CEO i.e. Anil Agrawal)
- c) Subsidiary Company : Liquors India Ltd. (w.e.f. 20.01.2024)
- d) Associate Companies : Comfort Securities Ltd  
Lemonade Share & Securities Pvt. Ltd.  
Liquors India Ltd. (upto w.e.f. 19.01.2024)
- e) Group Company : Comfort Fincap Ltd.  
Flora Fountain Properties Limited  
Seth Govindram Charitable Trust
- f) Directors : Mr. Ankur Agrawal (Director)  
Mr. Devendra Lal Thakur (Director)  
Mr. Milin Ramani (Director)  
Mrs. Apeksha Kadam (Director)

#### B. Transactions during the year with related parties: -

(₹ in Lakhs)

Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Subsidiary/ Associates / Group Companies & Directors
<b>1</b>	<b>Loan given</b>			
	Flora Fountain Properties Limited	-	-	610.00
		-	-	(925.00)
	Comfort Fincap Limited	-	-	575.00
		-	-	(550.00)
	Comfort Securities Limited	-	-	200.00
		-	-	(150.00)
	<b>Loan received back</b>			
	Flora Fountain Properties Limited	-	-	170.00
		-	-	(700.00)
	Comfort Fincap Limited	-	-	1,355.00
		-	-	(620.00)
	Comfort Securities Limited	-	-	200.00
		-	-	(150.00)
<b>2</b>	<b>Business Advance paid</b>			
	Liquors India Limited	-	-	300.00
		-	-	-

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Subsidiary/ Associates / Group Companies & Directors
<b>3</b>	<b>Business Advance received back</b>			
	Liquors India Limited	-	-	220.50 (65.00)
<b>4</b>	<b>Expenses</b>			
	<b>Demat Charges Paid</b>			
	Comfort Securities Limited	-	-	-
		-	(0.001)	-
	<b>Office Rent Paid</b>			
	Annu Agrawal	-	13.20	-
		-	(13.20)	-
	Anil Agrawal –HUF	-	8.40	-
		-	(8.40)	-
	<b>Remuneration</b>			
	Anil Agrawal	48.10 (48.00)	-	-
	Apeksha Kadam	-	-	8.02 (6.93)
	Kailash Purohit	5.28 (4.42)	-	-
	Nidhi Busa	1.92 (1.92)	-	-
	<b>Travelling Expenses</b>			
	Luharuka Travels	-	0.33 (0.61)	-
	<b>Director Sitting fee Paid</b>			
	Devendralal Thakur	-	-	0.90 (0.90)
	Ankur Agrawal	0.85 (0.85)	-	-
	Milin Ramani	-	-	0.90 (0.90)
	Apeksha Kadam	-	-	0.75 (0.30)
	<b>Bottling Charges</b>			
	Liquors India Limited	-	-	419.62 (370.30)
	<b>Corporate Social Responsibility (CSR)</b>			
	Seth Govindram Charitable Trust	-	-	13.40 (8.10)
<b>5</b>	<b>Income</b>			
	<b>Sale of traded goods</b>			
	Flora Fountain Properties Limited	-	-	6,711.36 (4,600.23)
	<b>Interest Income Received</b>			
	Comfort Fincap Ltd.	-	-	53.87 (105.28)
	Flora Fountain Properties Limited	-	-	260.05 (231.47)

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

Sr. No.	Particulars	Key Managerial Personnel	Promoter & their Relatives	Subsidiary/ Associates / Group Companies & Directors
	Comfort Securities Ltd.	-	-	0.39
		-	-	(4.71)
	<b>Amount outstanding as at Balance Sheet date</b>			
	<b>Business Advance</b>			
	Liquors India Limited	-	-	1,105.00
	<b>Debtor Balance</b>			
	Flora Fountain Properties Limited	-	-	5,750.47
	<b>Loan given</b>			
	Flora Fountain Properties Limited	-	-	2,133.77

Figure in bracket relates to previous year.

- 43.** Corporate Social Responsibility: As per Section 135 of Companies Act, 2013 a company meeting the applicability threshold, needs to spend at-least 2% of its average net profit of the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. The CSR initiatives are focused towards that programme directly or indirectly, benefit the community and society at large. The Company's CSR activity primarily focuses on programs that promote education, gender equality empowering women and development of rural areas.

(₹ in Lakhs)

Particulars	As at 31-03-2024	As at 31-03-2023
i) Amount required to be spent by the Company during the year	13.40	8.06
ii) Amount of expenditure incurred	13.40	8.10
iii) Shortfall at the end of the year	-	-
iv) Total of previous years shortfall	-	-
v) Reason for shortfall	-	-
vi) Details of related party transactions	Refer note no. 42	

- 44.** The disclosure on the following matters required under Schedule III as amended not being relevant or applicable in case of the Company, same are not covered such as
- Title Deeds of Immovable Property not held in name of Company: Company is having the registered sales deeds of immovable property, however
    - With respect to one shop located at Ballaleshwar Co-op. Hsg. Soc. Ltd., Dr. Babasaheb Ambedkar Road, Lal Baug, Mumbai having carrying value of ₹101.52 Lakhs, classified as Investment Properties in the financial statements, the Company has further applied to MHADA to transfer the property in the Company's name. Approval from MHADA is awaited.
    - With respect to Land at Hyderabad satisfaction of having carrying value of ₹269.96 Lakhs, classified as Investment Properties in the financial statements, during mutation, co-owners of the said property opposed and has got stay on the transfer. The Company has filed a suit against the stay and order from the court is awaited.
  - Disclosure on Revaluation of Assets: The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.
  - Details of benami property held: No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
  - Borrowings against current assets: The returns or statements submitted by the Company to lenders are in agreement with books of accounts which includes Sales amounts inclusive of GST value. There are no material discrepancies observed in returns or statements submitted by the Company to lenders.
  - Willful defaulter: The Company have not been declared willful defaulter by any bank or financial institution or government or any government authority.
  - Relationship with struck off companies: The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2024

- g. Registration of charges or satisfaction with Registrar of Companies: There are no charges or satisfactions which are yet to be registered with the Registrar of Companies beyond the statutory period.
- h. Compliance with number of layers of companies: The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- i. Utilisation of borrowed funds and share premium: The Company has not received securities premium through issue of equity and preference shares during the year ended March 31, 2024, and year ended March 31, 2023. There is no understanding with investors, in writing or otherwise, to lend or invest in other person or entities, directly or indirectly or provide any guarantee, security or the like to or on behalf of the said investors. The management has absolute discretion on use of such funds. Hence, the additional regulatory disclosure with respect to the utilisation of borrowed funds and share premium are not included in these financial statements.
- j. Compliance with approved scheme of arrangements: The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- k. Undisclosed income: There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- l. Details of crypto currency or virtual currency: The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- 45.** The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of accounts along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The Company uses accounting software (tally editlog) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software.
- 46.** The Previous year's figures have been regrouped / rearranged / reclassified wherever necessary. Amounts and other disclosures for the preceding financial year are included as an integral part of current year's financial statements.

As per our report of even date

For & On Behalf of Board

For **A R Sodha & Co.**

Chartered Accountants  
Firm Reg. No.: 110324W

**Sd/-**  
**Ankur Agrawal**  
Director  
DIN : 06408167

**Sd/-**  
**Apeksha Kadam**  
Director  
DIN : 08878724

**Sd/-**

**Dipesh Sangoi**

Partner  
Membership No. : 124295  
Mumbai, May 28, 2024

**Sd/-**  
**Anil Agrawal**  
CEO

**Sd/-**  
**Kailash Purohit**  
CFO

**Sd/-**  
**Nidhi Busa**  
Company Secretary





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