



Ref No: CCL/SEC/2024-25/23

**Date: August 30, 2024**

To,  
The Manager,  
Department of Corporate Services,  
**BSE Limited,**  
Phirozee Jeejeeboy Towers,  
Dalal Street, Fort, Mumbai - 400 001.  
**Scrip Code: 534691**

Dear Sir/Madam,

**Subject: Notice convening the 17<sup>th</sup> Annual General Meeting (“AGM”) of Comfort Commotrade Limited (“the Company”)**

Pursuant to Regulations 30 and 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we hereby enclose the Notice convening the 17<sup>th</sup> AGM of the Company to be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) for the financial year 2023-24.

Details of AGM are as under:

Particulars	Details
Day and Date	Monday, September 23, 2024
Time	11:30 A.M. (IST)
Record Date for Final Dividend	Monday, September 16, 2024

The Notice for the 17<sup>th</sup> AGM of the Company 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 Notice is also available on the Company's website at <http://www.comfortcommotrade.com/InvestorsRelation.aspx> and on the website of National Securities Depository Limited (“NSDL”) at <https://www.evoting.nsdl.com>.

The remote e-voting period commences on **Friday, September 20, 2024 at 9:00 A.M. (IST) and ends on Sunday, September 22, 2024 at 5:00 P.M. (IST)**. During this period, members holding shares either in physical form or in dematerialised form as on **Monday, September 16, 2024**, i.e. cut-off date, may cast their vote electronically.

You are requested to take the above information on record.

Thanking you,  
**For Comfort Commotrade Limited**

**Ankur Agrawal**  
**Director**  
**DIN: 06408167**

**Encl:** As above

**COMFORT COMMOTRADE LIMITED**

CIN : L51311MH200PLC175688

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

☎ 022- 6894-8500/09

✉ ipo-commotrade@comfortsecurities.co.in

🌐 www.comfortcommotrade.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 17<sup>th</sup> ANNUAL GENERAL MEETING (“AGM” / THE MEETING) OF THE MEMBERS OF COMFORT COMMOTRADE LIMITED (“THE COMPANY”) WILL BE HELD ON MONDAY, SEPTEMBER 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 Auditor’s 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 ₹ 0.50/- (Fifty Paise Only) (i.e. 5%) per Equity Share of Face Value of ₹ 10/- (Rupees Ten 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 approve the re-appointment of Mr. Rajeev Kumar Pathak (DIN: 08497094), as the Whole Time Director on the board for second term of 5 (five) 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 **Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, respectively, Mr. Rajiv Pathak (DIN: 08497094) who was appointed as Whole Time Director of the Company for a period of five (5) years with effect from June 29, 2019, be and is hereby reappointed as a Whole Time Director of the Company, liable to retire by rotation, for a second term of five (5) consecutive years with effect from June 29, 2024 till June 28, 2029, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to schedule V to the Act, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Rajeev Pathak be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

**RESOLVED FURTHER THAT** any of the Board of Directors and / or Company Secretary be and are hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds, matters and things, as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

5. **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.”

#### 6. 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 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Act”) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to approve all the material related party transactions (including any modifications, alterations or amendments thereto) entered into/ to be entered into by the Company during, 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 Parties	Luharuka Media & Infra Limited	Comfort Fincap Limited	Comfort Capital Private Limited	Comfort Securities Limited
Name of the Director or Key Managerial Personnel who is/may be related	Mr. Ankur Agrawal and Mrs. Apeksha Kadam			Mrs. Apeksha Kadam
Nature of Relationship	Common Directors			
Nature and particulars of the contract / arrangement	Transaction(s) in the nature of providing of Inter - Corporate loan(s) and / or Inter - corporate deposits / business advance for and / or availing and / or providing guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by entities, for business purpose only and being entities under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to sub-section 2(b) of Section 185 of the Act.			
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 financial year 2024-25 and onwards	₹ 25 Crore	₹ 75 Crore	₹ 15 Crore	₹ 25 Crore
The indicative base price or current contracted price and the formula for variation in the price, if any.	Prices are basis on arm’s length having reference of market price however remains static for the contracted quantity and delivery period.			
Any other information relevant or important for the members to take a decision on the proposed resolution.	None			

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution , the Board / any Committee thereof be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board / any Committee thereof is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

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

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

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

**DATE: AUGUST 09, 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 17th AGM of the Company will be held through VC/OAVM on Monday, September 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 and 6 is 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 Director proposed to be re-appointed at this AGM, nature of her expertise in specific functional areas, names of Companies in which he holds the Directorship and Membership /Chairpersonships of Board and Committees, Shareholding and relationship between directors inter-se as stipulated under Regulation 36(3) of the SEBI Listing Regulations and other requisite information as per Secretarial Standard-2 on General Meetings, is attached herewith.
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 and vote thereat. Institutional / Corporate Members (i.e. other than Individuals/HUF/NRI, etc.) are required to send the scanned copy of the Board Resolution (PDF /JPG Format) authorizing their representatives to attend the AGM 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. **Record Date:** The Record Date of the Company for the purpose of AGM and dividend is Monday, September 16, 2024.
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 Monday, September 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 Link Intime India Private Limited on

its website at <https://www.linkintime.co.in> 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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). 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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

**9. Transfer of Unclaimed Dividend Amount to the Investor Education and Protection fund ("IEPF") Authority:**

Pursuant to the Section 124 and other applicable provisions of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force), the Company will be transferring the unclaimed and unpaid dividend of the financial year 2016-17 from its Unpaid Dividend Account to Investor Education and Protection Fund (hereinafter referred to as "IEPF") after October 28, 2024. 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 the same is made available on website of Company at <http://www.comfortcommotrade.com/InvestorsRelation.aspx>.

**The shareholders are once again requested to claim their un-paid/unclaimed dividend to avoid the transfer to IEPF Authority.**

Members who have not yet en-cashed their Final Dividends from financial year 2016-17 and thereafter are requested to make their claims to the Company / Registrar and Share Transfer Agent ("RTA"). Members are requested to quote folio numbers / DP ID - Client ID in all their correspondence.

In case the members have any queries on the subject matter and the Rules, they may contact the Company's RTA. The members / claimants whose unclaimed dividend have been transferred to IEPF Authority may claim the unclaimed dividend by making an application to IEPF Authority in IEPF Form-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)). The member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules. It is in the member's interest to claim any un-en-cashed dividends from IEPF and for future dematerialization of their shares and opt for Automated Clearing House (ACH) mode, so that dividends paid by the Company are credited to the investor's account on time.

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.comfortcommotrade.com/InvestorsRelation.aspx>. 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 as the case may be. The said forms can be downloaded from the Company's website at <http://www.comfortcommotrade.com/InvestorsRelation.aspx>.

Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialised form 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 dematerialise form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, format of which is available on the Company's website at <http://www.comfortcommotrade.com/InvestorsRelation.aspx>. 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. Furthermore, 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 the Notice of 17<sup>th</sup> AGM and the Annual Report for the financial year 2023-24 will also be available on the Company's website at <http://www.comfortcommotrade.com/InvestorsRelation.aspx>, website of the stock exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). Further, the Notice of 17<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 Link Intime India Private Limited, RTA of the Company, for sending various Notices, Dividend intimation and other documents through E-mail, in case they have not registered the same. Those members who have changed their E-mail ID/ Addresses are requested to update their new E-mail ID / Addresses with the Depository Participants, where shares are held in dematerialised mode, in case they have not already updated the same.
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 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 Registered Office of the Company on all working days (from Monday to Friday) during the business hours up to the date of AGM.
17. The Members, desiring any information pertaining to the accounts or business to be transacted at the AGM, are requested to write to the Company at the Registered Office of the Company, situated at A-301, Hetal Arch, S. V. Road, Malad (West), Mumbai-400064 or send an email to [ipo-commotrade@comfortsecurities.co.in](mailto:ipo-commotrade@comfortsecurities.co.in), mentioning their name, DP ID, Client ID number/folio number and mobile number on or before 5:00 P.M. IST, Monday, September 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 8th February, 2019. A person is considered as a Significant Beneficial Owner (SBO) if he / she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10% or more. The beneficial interest could be in the form of a Company's shares or the right to exercise or actually exercising significant influence or control over the Company. If any members holding shares in the Company on behalf of other or fulfilling the criteria specified under Section 90 of Act read with relevant rules, SBO is required to give a declaration specifying the nature of his / her interest and other essential particulars in the prescribed manner and within the permitted time frame.
19. Since the AGM will be held through VC, the Route Map and attendance slip 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), Regulation 44 of SEBI Listing Regulations (as amended from time to time), circulars issued by the MCA & SEBI, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
  - 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.comfortcommotrade.com/InvestorsRelation.aspx>, 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 Friday, September 20, 2024 at 9:00 A.M. (IST) to Sunday, September 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 **Friday, September 20, 2024 at 9:00 A.M. (IST) and ends on Sunday, September 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. Monday, September 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 for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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.</li> </ol> <p>If you are <b>not</b> registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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.</li> </ol>

Type of shareholders	Login Method
	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
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 e-Voting service provider i.e. NSDL. Click on NSDL 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.</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. 022 - 4886 7000 and 022 - 2499 7000
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 toll free 1800 22 55 33.

**B) Login Method for e-Voting 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’?
  - i) 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’.
  - ii) 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.nSDL.com](http://www.evoting.nSDL.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.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.**

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 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 with a copy marked to 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 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 or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at 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 [ipo-commotrade@comfortsecurities.co.in](mailto:ipo-commotrade@comfortsecurities.co.in).
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 [ipo-commotrade@comfortsecurities.co.in](mailto:ipo-commotrade@comfortsecurities.co.in). 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to 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.

**THE 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.

**GENERAL INSTRUCTIONS/ INFORMATION TO 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 [ipo-commotrade@comfortsecurities.co.in](mailto:ipo-commotrade@comfortsecurities.co.in), mentioning their name, DP ID, Client ID number/folio number and mobile number on or before 5:00 P.M. IST, Monday, September 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 remote e-voting and cast during the AGM and 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. Monday, September 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.comfortcommotrade.com/InvestorsRelation.aspx> 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 on Director recommended for Re-appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings:**

Item No	3	4	5
Name	Mrs. Apeksha Kadam	Mr. Rajeev Kumar Pathak	Mr. Milin Jagdish Ramani
DIN	08878724	08497094	07697636
Date of Birth	February 28, 1982	September 01, 1973	February 08, 1993
Age (in years)	42 years	50 years	31 years
Date of First Appointment	February 12, 2021	June 29, 2019	June 29, 2019
Nature of Appointment	Re-appointment (pursuant to retirement by rotation)	Re-appointment (pursuant to expiry of first term)	Re-appointment (pursuant to expiry of first term)
Nationality	Indian	Indian	Indian

Item No	3	4	5
<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. Rajeev Kumar Pathak is a Whole Time Director and Chief Financial Officer (CFO) of the Company. He has done Master of Business Administration in Industrial Relations and Personnel Management. He has more than 17 years of experience in the field of Commerce, Finance and Secondary Market. As a Director, he brings a great value addition to 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. Rajiv Pathak has done Masters of Business Administration in Industrial Relation and Personnel Management.	Mr. Milin Ramani is an Associate Member of the Institute of Company Secretaries of India (ICSI).
<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 more than 20 years of experience in the field of Commerce, Finance and Share Market.	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>	NA	NA	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>Luharuka Media &amp; Infra Limited</li> <li>Comfort Intech Limited</li> <li>Comfort Securities Limited</li> <li>Comfort Fincap Limited</li> </ol>	None	<ol style="list-style-type: none"> <li>Luharuka Media &amp; Infra Limited</li> <li>Comfort Intech Limited</li> <li>Comfort Fincap Limited</li> <li>Tree House Education &amp; Accessories Limited</li> <li>Hubtown Limited</li> <li>Relcon infraprojects ltd.</li> <li>Binani industries limited</li> <li>Comfort Securities Limited</li> </ol>
<b>Directorship in Listed Entity from which he resigned in past three years</b>	Nil	Nil	Nil
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	Nil	Nil	5 equity shares

Item No	3	4	5
<b>Memberships/ Chairpersonships of Committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	<b>Luharuka Media &amp; Infra Limited</b> <ul style="list-style-type: none"> <li>Stakeholders Relationship Committee- Chairperson</li> </ul>	Nil	<b>Comfort Intech Limited</b> <ul style="list-style-type: none"> <li>Audit Committee- Member</li> <li>Stakeholders' Relationship Committee-Chairperson</li> </ul> <b>Luharuka Media &amp; Infra Limited</b> <ul style="list-style-type: none"> <li>Audit Committee- Member</li> <li>Stakeholders' Relationship Committee-Member</li> </ul> <b>Comfort Fincap Limited</b> <ul style="list-style-type: none"> <li>Audit Committee - Member</li> <li>Stakeholders' Relationship Committee-Member</li> </ul> <b>Hubtown Limited</b> <ul style="list-style-type: none"> <li>Audit Committee – Member</li> </ul> <b>Comfort Securities Limited</b> <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.	Attended all Board Meetings during the financial year 2023-24.
<b>Disclosure of relationship between Directors/ KMP inter-se</b>	None	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.	As per the Resolution at Item no. 5 of this Notice read with the explanatory statement thereto.
<b>Remuneration last drawn</b>	Only sitting fees for the Meeting attended was paid.	₹ 29.24 lakh for the financial year 2023-24.	Only sitting fees for the Meeting attended was paid.
<b>Remuneration sought to be paid</b>	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.	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.

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

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

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

**DATE: AUGUST 09, 2024  
PLACE: MUMBAI**

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

### ITEM NO. 4

Mr. Rajeev Kumar Pathak (DIN: 08497094) was appointed as Whole Time Director of the Company for a period of five (5) consecutive years. Further, pursuant to applicable provisions of the Act read with relevant rules made there under, Regulation 17(1C) of the SEBI Listing Regulations and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have re-appointed Mr. Rajeev Kumar Pathak as Whole Time 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.

Mr. Rajeev Kumar Pathak has given declaration to the effect that he is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. The resolution seeks the approval of members for the reappointment of Mr. Rajeev Kumar Pathak as a Whole Time Director of the Company pursuant to Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under.

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company, the reappointment of Mr. Rajeev Kumar Pathak on the Board would be of immense benefit to the overall functioning of the Company having regard to the qualification, being MBA and considering more than 20 years of experience in the field of Commerce, Finance and Share Market.

A brief profile of Mr. Rajeev Kumar Pathak is given in the table appearing before the explanatory statement.

Except Mr. Rajeev Kumar Pathak, being the appointee, and his relatives, 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.

Your Board recommends the said resolution as **Ordinary Resolution** for approval of the Members.

### REMUNERATION

#### 1. Salary

- i. CTC of ₹1,75,000 p.m. comprising Salary, Allowances, Perquisites.
- ii. Bonus under the Company's scheme relating to company-level sales volume achievement during the year.
- iii. Annual increments / increases as may be decided by the board of directors from time to time, during the remainder of the tenure.

2. **Minimum remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the executive director shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in schedule V to the Act, from time to time.

3. The aggregate of the Remuneration and Perquisites / Benefits, including contribution toward provident fund or any other required fund payable to the Whole Time Director of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013 or any amendment or modification thereof.

4. In the event of any change taking place in the relevant laws, rules, schedules, regulations or guidelines or in the event of their being withdrawn, repealed, substituted or differently interpreted at any time hereafter, the board of directors of the Company, including committee of the board, if necessary, may revise the terms of remuneration (including minimum remuneration) and perquisites as set out herein above and add to, change or delete any of the said terms, if agreed to by the Chairperson.

### ITEM NO. 5

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 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 Ramni 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. 6

Your Company generally enters into transaction with related parties as prescribed in the table of resolution mentioned in item no. 6 in ordinary course of business and at arm's length basis, which falls in the definition of "Related Parties" under the Act and/or SEBI Listing Regulations.

Pursuant to Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') 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 have to 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 is 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 year 2024-25 and onwards.

Sr. No.	Particulars	Information
4.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>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</p>	<p>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.</p>
5.	<p>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security</p>	<p>Tenure: repayable on demand</p> <p>Repayment Schedule: Not Applicable</p> <p>Nature of Security: Unsecured</p>
6.	<p>A copy of the valuation or other external party report, if any such report has been relied upon</p>	<p>Not applicable</p>
7.	<p>Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of proposed transaction</p>	<p>40% to 50%</p>

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.

Except Promoters, Mr. Ankur Agrawal, Mrs. Apeksha Kadam 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.

The Board recommends the **Special Resolution** as set out at item No. 6 for approval by unrelated shareholders of the Company in terms of Section 188(3) of the Act and Regulation 23 of the Listing Regulations.

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

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

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

**DATE: AUGUST 09, 2024**  
**PLACE: MUMBAI**