

26th Annual Report 1999-2000

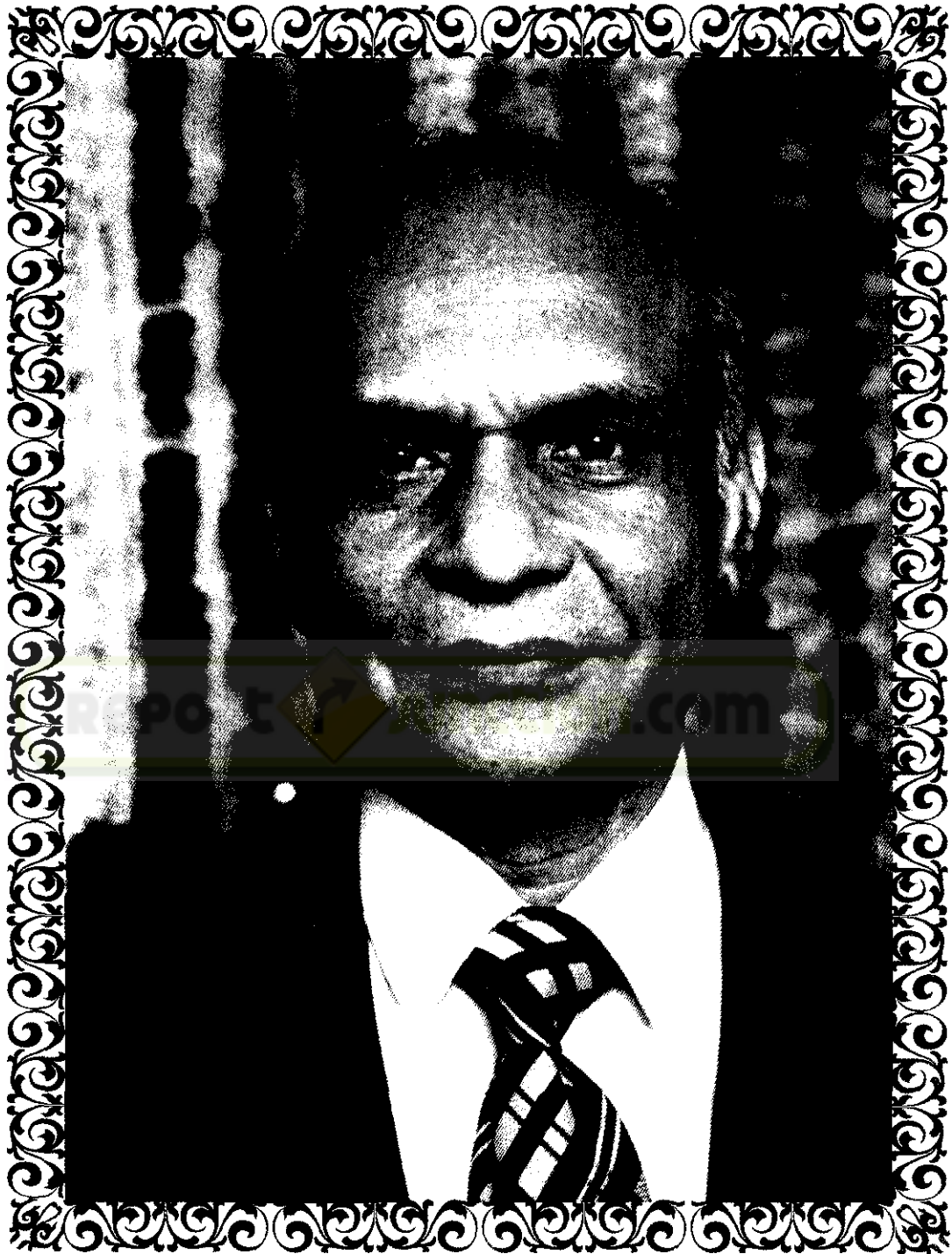
reportjunction



Conart Engineers Limited

Where Construction Engineering becomes an art

*A LEADER WHO LIVED A LIFE OF EXAMPLE
A GENTLEMAN WHO TOUCHED A MILLION LIVES
A PHILANTHROPIST WHO HELPED A THOUSAND SOULS*



SHRI VINOD S. SURA
(1936 - 1999)

HIS SPIRIT WILL CONTINUE TO GUIDE US FOREVER



Conart Engineers Limited

BOARD OF DIRECTORS

SHRI RAMESH S. SURA
Chairman

SHRI JITENDRA S. SURA
Managing Director

SHRI TEJAS V. SURA
Jt. Managing Director

DR.GITESH K. SHAH
SHRI SURENDRA C. BUTALA
(Resigned w. e. f. 31st July, 2000)
Directors

COMPANY SECRETARY

SHRI D.G. PRAJAPATI

BANKERS

BANK OF BARODA
DENA BANK
THE SARASWAT CO-OPERATIVE BANK LTD.

AUDITORS

OSTWAL DESAI & KOTHARI (Regd.)
Chartered Accountants

REGISTERED OFFICE

35, Manoj Udyog,
40/A, G.D.Ambekar Marg,
Wadala, Mumbai 400 031.

BRANCH OFFICE

Bombay Shopping Centre,
2nd Floor,
R.C.Dutt Road,
Vadodara 390 005.

FACTORY ADDRESS

Plot No. 69, Opp. Mukta Nagar Mandir,
At & Post Manjusar, Taluka - Savli,
Vadodara.

SHARE TRANSFER AGENT

M/s.Sharex (India) Pvt. Ltd.
17/B, Dena Bank Building,
2nd Floor, Horniman Circle,
Fort, Mumbai 400 001.

Unit-1, Luthra Industrial Premises,
Andheri - Kurla Road,
safed Pool, Andheri (East),
Mumbai 400 001.

LISTING OF SHARES

Mumbai, Vadodara, Ahmedabad



Conart Engineers Limited

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Sixth Annual General Meeting of the Members of Conart Engineers Limited will be held at Prince Hall, National Sports Club of India, Worli, Mumbai 400 018 on Friday, 29th September, 2000 at 4.30 p.m. to transact the following:

ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet as at 31st March, 2000, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Jitendra S. Sura who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Dr. Gitesh K. Shah retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors and fix their remuneration. The retiring auditors M/s. Ostwal Desai & Kothari, Chartered Accountants are eligible and offer themselves for reappointment.

SPECIAL BUSINESS :

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

"RESOLVED THAT in supercession of the earlier resolution passed by the Members in their Meeting held on 21st August, 1997, the Company hereby accords its approval and consent under sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and all other applicable statutory provisions, if any, to the appointment of Mr. Ramesh S. Sura as Chairman of the Company, and to his receiving remuneration, benefits and amenities for the period from 19th November, 1999 to 18th November, 2004 upon the terms, conditions and stipulations contained in an agreement to be entered into between the Company and Mr. Ramesh S. Sura, a draft whereof is placed before the meeting and for the purpose of identification is subscribed by the Chairman hereof, which agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement as may be agreed to Mr. Ramesh S. Sura provided, however, that the remuneration payable to Mr. Ramesh S. Sura shall not exceed the maximum limits for payment of managerial remuneration in accordance with the laws, policies, rules or guidelines in force from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary or desirable steps for the aforesaid purpose and matters incidental thereto."

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

"RESOLVED THAT in supercession of the earlier resolution passed by the Members in their Meeting held on 21st August, 1997, the Company hereby accords its approval and consent under sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and all other applicable statutory provisions, if any, to the appointment of Mr. Jitendra S. Sura as Managing Director of the Company, and to his receiving remuneration, benefits and amenities for the period from 19th November, 1999 to 18th November, 2004, upon the terms, conditions and stipulations contained in an agreement to be entered into between the Company and Mr. Jitendra S. Sura, a draft whereof is placed before the meeting and for the purpose of identification is subscribed by the Chairman hereof, which agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement as may be agreed to Mr. Jitendra S. Sura provided, however, that the remuneration payable to Mr. Jitendra S. Sura shall not exceed the maximum limits for payment of managerial remuneration in accordance with the laws, policies, rules or guidelines in force from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary or desirable steps for the aforesaid purpose and matters incidental thereto."

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

"RESOLVED THAT in supercession of the earlier resolution passed by the Members in their Meeting held on 21st August, 1997, the Company hereby accords its approval and consent under sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and all other applicable statutory provisions, if any, to the appointment of Mr. Tejas V. Sura as Jt. Managing Director of the Company, and to his receiving remuneration, benefits and amenities for the period from 19th November, 1999 to 18th November, 2004, upon the terms, conditions and stipulations contained in an agreement to be entered into between the Company and Mr. Tejas V. Sura, a draft whereof is placed before the meeting and for the purpose of identification is subscribed by the Chairman hereof, which agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement as may be agreed to Mr. Tejas V. Sura provided, however, that the remuneration payable to Mr. Tejas V. Sura shall not exceed the maximum limits for payment of managerial remuneration in accordance with the laws, policies, rules or guidelines in force from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary or desirable steps for the aforesaid purpose and matters incidental thereto."

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

"RESOLVED THAT pursuant to the provisions of Section 163 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby accords its approval to keep the Register of Members and Index of the Members at the office of M/s. Sharex (India) Pvt. Ltd., the Registrar and Transfer Agent of the Company, situated at Unit No. 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai 400 072."

Registered Office :

35, Manoj Udyog, 40/A, G. D. Ambekar Marg,
Wadala, Mumbai - 400 031

By Order of the Board of Director
For **CONART ENGINEERS LIMITED**

Mumbai, Dated : 30th June, 2000

D. G. PRAJAPATI
Company Secretary



Conart Engineers Limited

Notes:

1. A member entitled to attend and Vote at the Meeting may appoint a proxy or proxies to attend and on apoll to vote instead of him. Proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2000 to 29th September, 2000 (both days inclusive) in connection with ensuring Annual General Meeting.
3. Members are requested to notify immediately any change in their addresses to the Company.
4. As per the amendment in Section 205-A of the Companies Act, 1956, and introduction of Section 205-C by the Companies (Amendment) Ordinance, 1999, now the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund. Members who have not encashed their dividend warrants from the Financial Year 1994 - 95 are requested to approach the Company Registrar & Transfer agents for obtaining duplicate dividend warrants.
5. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.

Explanatory Statement Pursuant To Section 173(2) of the Companies Act, 1956 :

Item No. 5, 6 & 7 :

The Board at its meeting held on 19th November, 1999 appointed Mr. Ramesh S. Sura as Chairman, Mr. Jitendra S. Sura as Managing Director, and Mr. Tejas V. Sura as Joint Managing Director for the period of Five years from 19th November, 1999. The material terms of the appointment and remuneration payable to Mr. Ramesh S. Sura, Mr. Jitendra S. Sura and Mr. Tejas V. Sura as embodied in the agreements to be entered into with them upon receipt of the approval of the members as follows:

(1) Period :

Mr. Ramesh S. Sura	5 Years from 19th November, 1999.
Mr. Jitendra S. Sura	5 Years from 19th November, 1999.
Mr. Tejas V. Sura	5 Years from 19th November, 1999.

(2) Nature of Duties :

Mr. Jitendra S. Sura, Managing Director, shall devote whole of time and attention to the business of the Company. He shall have control of and exclusive responsibility for the general conduct and management of the business and affairs of the Company. He shall exercise all such powers as may be granted and entrusted to or required by him for the proper discharge of his duties.

Mr. Ramesh S. Sura, Chairman Mr. Jitendra S. Sura, Managing Director and Mr. Tejas V. Sura, Jt. Managing Director shall devote the whole of their time and attention to the business & affairs of the Company. They are having control of and exclusive responsibility for the general conduct and management of the business and affairs of the Company. They shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to them by the Board of Directors. They shall be accorded and shall possess and exercise all such powers as may be required by and be granted to them for the proper performance, discharge and execution of their duties and responsibilities.

(3) Remuneration :

The Directors shall be entitled to the following emoluments, benefits and perquisites during the period of their employment subject to ceiling limits laid down in Section 198, Section 309 and Schedule XIII of the Companies Act, 1956.

Salary	Rs. Per Month
1. Mr. Ramesh S. Sura	24,000/-
2. Mr. Jitendra S. Sura	24,000/-
3. Mr. Tejas V. Sura	19,000/-

Board has power to increase the Salary from time to time subject to the following limit.

Name	Maximum Salary
1. Mr. Ramesh S. Sura	65,000/-
2. Mr. Jitendra S. Sura	65,000/-
3. Mr. Tejas V. Sura	65,000/-

Commission : For each Financial Year such amount, as the Board may in its absolute direction determine.



Conart Engineers Limited

Perquisites : Perquisites will be allowed in addition to salary.

(i) Residential Accommodation :

The Company shall provide furnished residential accommodation with free gas, electricity and water. They will pay the Company by way of rent 10% of their salary. In absence of furnished residential accommodation the Company can provide House Rent Allowance in accordance with the rules of the Company.

The provision of gas, electricity, water and furnishings shall be valued as per Income-tax Rules, 1962.

(ii) Medical Benefits for Self & Family :

Reimbursement of expenses actually incurred, the total cost of which to the Company shall not exceed one month's salary in a year or three month's salary over a period of three years.

(iii) Leave Travel Concession :

For self and their family, once in a year in accordance with the rules of the Company.

(iv) Club Fees :

Fees of club subject to a maximum of two clubs.

(v) Personal Accident Insurance and Group Term Insurance :

Premium not to exceed Rs.10,000 per annum.

(vi) Provident Fund and Superannuation :

Contribution to the Company's Provident Fund & Superannuation Scheme, in accordance with the rules of the Scheme.

(vii) Gratuity :

One-half month's salary for each completed year of service

(viii) Leave Encashment :

Earned/Privilege leave may be allowed to them as per rules of the Company, but leave accumulated and not availed during their tenure shall not be allowed to be encashed.

(ix) Car :

Free use of Company's maintained car with chauffeur for use on Company's business. Expenses on use of car for private purposes shall be borne by them.

(x) Telephone :

Free mobile phone and basic telephone facility at residence. Personal long distance call charges will be borne by them.

Provision of car for use on Company's business & telephone at residence will not be considered as perquisites.

(4) Wherein any Financial Year if the Company has no profits or its profit are inadequate the remuneration payable will be in accordance with the provision of section II of the Part II of schedule XIII of the Companies Act, 1956 as may be amended from time to time.

5) Other Terms :

- i) The company shall reimburse actual entertainment and travelling expenses incurred in the course of the Company's business.
- ii) They will not receive sitting fees for attending meetings of the Board or Committee thereof.
- iii) They shall keep the secrets of the Company.
- iv) The appointment may be terminated by either party by giving six months' notice or by mutual consent. The Company shall also be entitled to terminate the appointment by making payment to them of six months' remuneration as provided in the Agreement.
- v) In any Financial Year during the currency of tenure of the Whole time Directors, the Company has no profits or its profits are inadequate the company will pay remuneration by way of salary and perquisites as specified above.
- vi) The Board of Directors be and is hereby authorised to vary or increase the scope of remuneration and perquisites payable to them, to the extent to which it may be enhanced, enlarged or varied in accordance with the schedule XIII of the Companies Act, 1956 or any amendment thereof.

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Conart Engineers Limited

In compliance with the applicable provisions of the Companies Act, 1956 Ordinary Resolutions in terms as set out in item no. 5,6&, 7 of the accompanying notice are now being placed before the Members in the General Meeting for their approval.

Except Mr. Ramesh S.Sura, Mr. Jitendra S. Sura and Mr. Tejas V. Sura, no other Directors of the Company is concerned or interested in the said Ordinary Resolutions.

ITEM NO. 8

Your Board of Directors have appointed M/s. Sharex (India) Pvt. Ltd. as its Registrar and Share Transfer Agent with effect from 1st October, 2000. With a view to enable the Registrar and transfer Agent to carry on their duties efficiently and expeditiously, it would be desirable to keep the Register of Members and Index of Members at the office of the Registrar and Share Transfer Agent at Unit No.1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai 400 072."

Having regard to the provisions of the section 163 of the Companies Act, 1956, the consent of the Members by a Special resolution is required to keep the Register of Members and Index of Members at any other place within the city, town or village in which the Registered Office of the Company is situated. Hence, the item no.8 as Special Business of the Notice has been proposed.

None of the Directors of the Company is concerned or interested in the passing of the Resolution at Item No.8 of the Notice.

INSPECTION

The draft agreement of appointment of Mr. Ramesh S. Sura, Mr. Jitendra S. Sura and Mr. Tejas V. Sura shall be open for inspection at the Registered Office of the Company on any working day between 11.00 a.m. and 1.00 p.m.

Registered Office :

35, Manoj Udyog, 40/A, G. D. Ambekar Marg,
Wadala, Mumbai - 400 031

By Order of the Board of Director
For CONART ENGINEERS LIMITED

Mumbai, Dated : 30th June, 2000

D. G. PRAJAPATI
Company Secretary