



Conart Engineers Limited[®]

where construction engineering becomes an art



42nd Annual Report 2015-2016



Conart Engineers Limited[®]

42nd Annual Report 2015-2016

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Jitendra S. Sura (DIN:00480172)
Chairman & Managing Director

Mr. Jimish J. Sura (DIN: 03096064)
Executive Director - Finance & CFO

Mr. Haresh V. Patel (DIN: 01674897)
Independent Director
(Resigned w.e.f. 28.3.2016)

Mr. Chandrakant R. Patel (DIN: 0315068)
Independent Director

Mr. Sunil C. Vakil (DIN: 02527630)
Independent Director

Mr. Umed A Fifadra (DIN: 0049036)
Additional Director
(Appointed w.e.f. 28.3.2016)

Ms. Pooja J. Sura (DIN: 03565146)
Director

Ms. Ketki S. Parikh
Company Secretary

STATUTORY AUDITORS

M/s. Govind Prasad & Co.
Chartered Accountants, Mumbai
M. No.: 47948
Firm Registration. No.:114360W

BANKERS

Bank of Baroda [BOB]
State Bank Of India [SBI]
HDFC Bank
Dena Bank

REGISTRAR & TRANSFER AGENT

M/s. Sharex Dynamic (India) Pvt. Ltd.
Unit -1, Luthra Industrial Premises,
Andheri Kurla Road, Safed Pool,
Andheri (E), Mumbai – 400 072
Maharashtra, India
Tel.: +91(22)28515606 / 5644
Email : sharexindia@vsnl.com
website :www.sharexindia.com

REGISTERED OFFICE

(Effective from : 26.07.2014)
17, Ground Floor, Jay Bharat Society
Nr. Solanki Palace,
3rd Road Old Khar
Khar West, Mumbai - 400052
Maharashtra, India
Tel.: +91(22)26489621
E-mail: accounts.mumbai@conartengineers.com
Website: www.conartengineers.com
CIN : L45200MH1973PLC017072
ISIN : INE714D01012

BRANCH OFFICE

2nd Floor, Bombay Shopping Centre,
R.C. Dutt Road, Vadodara - 390007
Gujarat, India
Tel.: +91 (265) 2330946 / 7122
Email: vadodara@conartengineers.com
Website: www.conartengineers.com

BOARD COMMITTEES

Audit Committee

Mr. Sunil C. Vakil - Chairman
Mr. Chandrakant R. Patel
Mr. Haresh V. Patel (upto 28.3.2016)
Mr. Umed A Fifadra (w.e.f. 28.3.2016)

Stakeholders Relationship Committee

Mr. Haresh V. Patel (upto 28.3.2016)
Mr. Chandrakant R. Patel
Mr. Jimish J Sura
Mr. Umed A Fifadra (w.e.f. 28.3.2016)

Nomination & Remuneration Committee

Mr. Chandrakant R. Patel
Mr. Sunil C. Vakil
Mr. Haresh V. Patel (upto 28.3.2016)
Mr. Umed A Fifadra (w.e.f. 28.3.2016)

ANNUAL GENERAL MEETING

42nd AGM of the Company is scheduled to be held on Thursday, 29th September, 2016 at 11.00 a.m. at Hotel Galaxy and Vallabh Banquets, 113, Prabhat Colony, Near Reliance Energy, Santacruz (E), Mumbai - 400 055, Maharashtra

As a measure to conserve natural resources, copies of Annual Report will not be distributed at the AGM. The Members are requested to kindly bring their copy to the AGM.

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NOTICE

NOTICE is hereby given that 42nd Annual General Meeting of CONART ENGINEERS LIMITED will be held on **Thursday, 29th September, 2016 at Hotel Galaxy and Vallabh Banquets, 113, Prabhat Colony, Near Reliance Energy, Santacruz (E), Mumbai - 400 055, Maharashtra, at 11.00 A.M.**, to transact the following business :

ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss and Cash Flow Statement 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 Ms. Pooja Sura, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a Director in place of Mr. Jimish J Sura who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions of Section 139, 142 and other applicable provision(s), if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any amendment thereto or modification thereof, M/s. Govind Prasad & Co., Chartered Accountants, Mumbai, having ICAI Firm Registration No. 114360W, who have confirmed their eligibility to be appointed as Auditors, be and are, hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 43rd Annual General Meeting of the Company to be held in 2017 on such remuneration plus Service Tax, out of Pocket Expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors based on the recommendation of the Audit Committee.”

SPECIAL BUSINESSES

5. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions of Sections 149, 150, 152 and such other provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any amendment thereto or modification thereof, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Umed A Fifadra (DIN: 0049036), who was appointed w.e.f. 28.3.2016 as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company be and is hereby appointed a Director of the Company, liable to retire by rotation.”

6. To consider and if thought, fit to pass the following Resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions of Sections 149, 150, 152 and such other provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any amendment thereto or modification thereof, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Umed A Fifadra (DIN: 0049036), be and is, hereby appointed as an Independent Director of the Company to hold office for a term of one year till the conclusion of 43rd Annual General Meeting of the Company in the calendar year 2017.”

7. To consider and if thought, fit to pass the following Resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions of Sections 149, 150, 152 and such other provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any amendment thereto or modification thereof, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Chandrakant Patel (DIN: 00315068), Director of the Company, be and is, hereby appointed as an Independent Director of the Company to hold office for a term of one year till the conclusion of 43rd Annual General Meeting of the Company in the calendar year 2017.”

8. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions of Sections 149, 150, 152 and such other provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any amendment thereto or modification thereof, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunil Vakil (DIN: 02527630), Director of the Company, be and is, hereby appointed as an Independent Director of the Company to hold office for a term of one year till the conclusion of 43rd Annual General Meeting of the Company in the calendar year 2017.”

Vadodara
July 23, 2016

By order of the Board
Conart Engineers Limited
Ketki Parikh
Company Secretary

NOTES:

1. The Register of Members and the Share Transfer Books of the Company will remain closed from **Monday, 19th September, 2016 to Thursday, 29th September, 2016 (both days inclusive)** for annual closing.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted, is annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Board resolution / authority, as applicable.

4. Members are requested to bring their copies of the Annual Reports along with duly filled attendance slip to the meeting.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. Unclaimed dividend for the financial year ended 31st March, 2010 will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') on 24th October, 2017, pursuant to the provisions of Section 205A of the Companies Act, 1956 / Section 124 of the Companies Act, 2013, once notified. In respect of the said unclaimed dividend, it will not be possible to entertain claims received after 24th October, 2017.
7. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (Form SH. 13) to Sharex Dynamic India Pvt. Ltd., Mumbai (Company's Registrar & Share Transfer Agent) or to the Company Secretary of the Company.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
10. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ reappointment.
11. Electronic copy of the Notice of 42nd Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Notice of the 42nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.

12. Members may also note that the Notice of the 42nd Annual General Meeting, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2015-16 will also be available on the Company's website www.conartengineers.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: vadodara@conartengineers.com.

Electronic Voting Sequence Number (EVSN): 160801007

13. Voting through electronic Means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 42nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The instructions for shareholders voting electronically are as under:-

- (i) **The remote e-voting period commences on 26th September, 2016 (9:00 am) and ends on 28th September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.**
- (ii) A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (ii) Log on to the e-voting website www.evotingindia.co.in
- (iii) Click on "Shareholders" tab.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|--|
| PAN* | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) · Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence Number printed on address sticker and/or communicated through email communication. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone user can download the app from the App Store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2016.
 - VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - VII. Mr. Sanjay Dholakia, Company Secretary in Practice (Membership No. 2655), Proprietor of M/s. Sanjay Dholakia & Associates, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - IX. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - X. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.conartengineers.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 and 6

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Umed A Fifadra (DIN: 0049036) as an Additional Director of the Company with effect from 28th March, 2016. In terms of the provisions of Section 161(1) of the Act, Mr. Umed A Fifadra would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Umed A Fifadra for the office of rotational Director of the Company.

The Board also proposes to appoint Mr. Umed A Fifadra as an Independent Director of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for a term of one year till the conclusion of 43rd Annual General Meeting of the Company in the calendar year 2017.

Mr. Umed A Fifadra has over 30 years of experience and knowledge in the field of Management and Corporate restructuring.

Disclosure of Relationships between directors inter-se: Nil

Directorship in other Public Companies: Nil

Chairperson of Board Committees: Nil

Member of Board Committees: Audit Committee

Shareholding in the Company: Nil

Requisite consent, pursuant to Section 152 of the Act, has been submitted to Company by Mr. U Fifadra. A declaration has been received from him that he meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations. In the opinion of your Board, he fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as Independent Director. Keeping in view the vast expertise and knowledge, it will be in the interest of the Company that Mr. Umed A Fifadra be appointed as an Independent Director as stipulated under the Listing Regulations.

Mr. Umed Fifadra is interested in the resolution with regard to said appointment.

None of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in passing of this resolution. The Board commends the Ordinary Resolution set out at point No. 5 and 6 of the Notice for approval by the shareholders.

Item Nos. 7 and 8

Mr. Chandrakant Patel (DIN: 00315068) and Mr. Sunil C Vakil (DIN: 02527630) were appointed as an Independent Director of the Company in the 41st AGM for a period of one year. It is proposed to appoint Mr. Chandrakant Patel and Mr. Sunil C Vakil as an Independent Directors of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for a term of one year till the conclusion of 43rd Annual General Meeting of the Company in the calendar year 2017.

| Other Information | Mr. Chandrakant Patel | Mr. Sunil Vakil |
|--|--|---|
| Qualification | M.S. in Civil Engineering | Chartered Accountant |
| Expertise | Expertise in Ferrous & Non Ferrous Foundry and Civil Engineering | Expertise in the areas of financial restructuring of corporate through mergers/arrangements & financial advisor |
| Disclosure of Relationships between directors inter-se | Nil | Nil |
| Other Directorship in Public Companies | - Gujarat Metal Cast Industries Ltd. | - Gujarat Metal Cast Industries Ltd. |
| Chairperson of Board Committees | - Stakeholders Relationship Committee - Nomination and Remuneration Committee | - Audit Committee |
| Member of Board Committees | - Audit Committee | - Nomination and Remuneration Committee |
| Shareholding in the Company | Nil | 4000 |

In the view of your Board, the association of Mr. Chandrakant Patel and Mr. Sunil C Vakil would benefit the Company immensely. Declaration has been received from the said Directors that they meet the criteria of Independence prescribed

under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations. In the opinion of your Board, they fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as Independent Directors and they are independent of the management of the Company and are not related to any of the Directors or Key Managerial Personnel of the Company.

Notices under Section 160 of the Act proposing the appointment of Mr. Chandrakant Patel and Mr. Sunil C Vakil have been received. Requisite consent, pursuant to Section 152 of the Act, has been submitted to Company by Mr. Chandrakant Patel and Mr. Sunil C Vakil.

Mr. Chandrakant Patel and Mr. Sunil C Vakil are interested in the resolution with regard to their appointment.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board commends the Ordinary Resolution set out at Item No. 7 and 8 respectively of Notice for approval by the shareholders.

II. INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No. 3: Reappointment of Ms. Pooja Sura (DIN: 03565146)

In terms of In terms of Section 152(6) of the Companies Act, 2013 Ms. Pooja Sura shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers herself for re-appointment.

Ms. Pooja Sura joined Conart Engineers in the year 2014 as a Woman Director and since then she played a key role in bringing the significant change in the Company being in construction industry,

Ms. Pooja Sura is Civil Engineer and also holds M.S. in Computer Engineering.

Disclosure of Relationships between directors inter-se: Ms. Pooja Sura is a wife of Mr. Jimish Sura – Executive Director of the Company.

Other Directorship in Public Companies: Nil

Chairperson of Board Committees: Nil

Member of Board Committees: Nil

Shareholding in the Company: Nil

Item No. 4: Reappointment of Mr. Jimish Sura (DIN: 03096064)

In terms of In terms of Section 152(6) of the Companies Act, 2013 Mr. Jimish Sura shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment.

Mr. Jimish Sura joined Conart Engineers in the year 2010 as an Executive Director and since then he has played a key role in helping clients in construction process development and improvement to suit customer requirements.

Mr. Jimish Sura holds M.S. in Civil Engineering.

Disclosure of Relationships between directors inter-se: Mr. Jimish Sura is a son of Mr. Jitendra Sura - Chairman and Managing Director of the Company.

Other Directorship in Public Companies: Nil

Chairperson of Board Committees: Nil

Member of Board Committees: Stakeholders Relationship Committee

Shareholding in the Company: 6,12,106

Upon his re-appointment as a director, Mr. Jimish Sura continues to hold office as a Whole-time Director designated as "Executive Director - Finance and Chief Financial Officer". Accordingly, the Board recommends his re-appointment.

Item No. 5 and 6: Appointment of Mr. Umed A Fifadra (DIN: 0049036)

For the details of Mr. Umed Fifadra, please refer to the above Explanatory Statement in respect of the Special Business set out at Item No. 5 and 6 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

Item No. 7: Appointment of Mr. Chandrakant R Patel (DIN: 00315068)

For the details of Mr. Chandrakant R Patel, please refer to the above Explanatory Statement in respect of the Special Business set out at Item No. 7 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

Item No. 8: Appointment of Mr. Sunil Vakil (DIN: 02527630)

For the details of Mr. Sunil Vakil, please refer to the above Explanatory Statement in respect of the Special Business set out at Item No. 8 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

BOARD'S REPORT

To the Members of
CONART ENGINEERS LIMITED

Your Directors have pleasure in presenting forty second Annual Report of Conart Engineers Limited along with the Audited Financial Statements for the year ended March 31, 2016.

1 FINANCIAL PERFORMANCE (STANDALONE)

The Financial Performance for fiscal 2015-2016 is summarized in the following table:

(Rs. In Lacs)

| Particulars | 2015-2016 | 2014-15 |
|--|-----------|---------|
| Revenue from Operations | 2075.16 | 1911.06 |
| Other Income | 49.17 | 111.95 |
| Profit Before Finance Cost and Depreciation and Amortization Exp | 216.53 | 173.86 |
| Finance Cost | 2.63 | 2.90 |
| Depreciation and Amortization Exp | 50.88 | 53.03 |
| Profit Before Tax | 163.02 | 117.90 |
| Provision for Taxation | | |
| - Current | 47.30 | 21.80 |
| - Deferred Tax | 4.21 | (16.06) |
| Profit for the year | 111.51 | 112.16 |
| Transferred to General Reserve | 0.00 | 0.00 |
| Balance carried to Balance sheet | 111.51 | 112.16 |
| Earnings Per Share (Rs.) | 3.72 | 3.74 |

Company's Performance Overview

From cutting-edge building technologies to innovative construction methods and better decision-making systems, projects are getting smarter. Given the rapid development of emerging construction opportunities, owners demand faster projects, lower costs and better buildings. Despite adversities in Engineering and Construction (E&C) industry prevailing, your Company has been able to maintain its profitability in the year under review as well. The Company has incurred a profit of Rs. 111.51 lacs during the year as compared to previous year profit of Rs. 112.16 lacs and has maintained an Earning per Shares of Rs. 3.72 for the year under review. In addition to the fundamental economic stresses on the E&C sector, your company also faces intensifying competition which weighs on profit margins. To make up for it, you company is offering commoditization in the services and also expanding its horizon to new geographies and in new lines of businesses. Your directors are pursuing various strategies to ensure a promising future in time to come.

2 DIVIDEND

The Board of Directors are of the opinion that the profit is to be ploughed back and hence do not recommend dividend this year.

3 MANAGEMENT DISCUSSION AND ANALYSIS

A) Industry Overview and Business Prospects:

We believe that construction demand will remain high for many years. The Government is committed to infrastructure programmes which will take decades to deliver. Still-improving economic sentiment will continue to drive commercial demand. Housing pressure remains acute and eventually some major supply-side intervention by Government seems inevitable. 2016 is therefore the year for businesses in the construction sector to invest and build the capacity and capability to take advantage of this strong domestic market. Your Company continues to receive inquiries for new projects from existing customers as well as through customer references. Weak profitability in the industry won't improve overnight, but we can expect to see steady growth in order books and gradually improving margins.

B) Opportunities & Threats:

A more stable construction industry will be able to take advantage of a strengthening market. Recent months have seen output dip, and forecasts have been revised downwards. But it is clear that this is not reflective of underlying demand, which remains strong, particularly in commercial and civil sector. That demand is being suppressed by rising wages, which are causing clients to delay and re-scope schemes. However, 2016 will be a good year for the construction industry.

C) Segments or Product-Wise Performance:

The Company is engaged in only single segment i.e. construction activity, so segment-wise reporting does not apply to it.

D) Performance Review

Your Company has maintained profitability levels and margins for the year under review. The increase in price of Materials and Labor continues to marginally affect the profits of your Company. Your Company is aggressively marketing to increase orders and increase turnover. Your directors are pursuing various strategies to ensure a promising future.

E) Business Prospects

The construction industry is changing fast. More growth opportunities in emerging markets, new funding mechanisms, and evolving customer demands are driving the industry's players to diversify, both geographically and in terms of their offerings. Your Company has diversified more than most, developing more efficient and customer-focused operating models for its customer base. To benefit from trends in the construction industry, your company has adopted new construction industry strategies to better position themselves to manage the supply side and capture the increased demand.

F) HRD/Industrial Relations

- a) An orientation has been given to the personnel policies with emphasis on the performance. Right person on the right job has increased the productivity level. Also the teamwork and sense of involvement among the employees has increased the efficiency and effectiveness.
- b) Disclosures are being made at the proper places where the management has personal interest that may have potential conflict with the interest of the Company at large.

G) New Standard Adopted

Your Company has successfully renewed its accreditation as on ISO-9001-2008 Company from British Standards Institutions (BSI), based at London-UK, a most widely recognized standard in the world. The standard sets out the requirements for a quality management system and helps businesses and organizations to be more efficient and improve customer satisfaction.

H) Cautionary Statement

The Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

4 PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and read with Rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forming part of this Annual Report.

5 CORPORATE GOVERNANCE

A separate report on Corporate Governance pursuant to Clause 49 of the Listing Agreement and Regulation 34(3) and 53(f) of SEBI (LODR) Regulations, 2015 along with a certificate from the Statutory Auditors of the Company regarding compliance of the conditions of the Corporate Governance are annexed to this report.

6 DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL*** Changes in the composition of the Board of Directors and other Key Managerial Personnel**

Mr. Umed A Fifadra was appointed as an independent Director by the Board at the Board meeting held on March 28, 2016. During the year Mr. Hareesh V Patel has resigned from the Directorship effective from March 28, 2016. There was no other appointment or cessation of appointment of key managerial personnel during the financial year under review.

*** Independent Directors**

The Board of the Company consists of 6 Directors, out of which three are independent Directors, one women Director and two are whole time Directors. All the Independent Directors have given a declaration under sub-section(7) of