



# Conart Engineers Limited<sup>®</sup>

where construction engineering becomes an art



***43rd Annual Report 2016-2017***



# Conart Engineers Limited<sup>®</sup>

## 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. Chandrakant R. Patel (DIN: 0315068)**  
Independent Director

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

**Mr. Umed A Fifadra (DIN: 0049036)**  
Independent Director

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

**Ms. Ketki S. Parikh**  
Company Secretary

### REGISTERED OFFICE

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

### ANNUAL GENERAL MEETING

**43rd AGM of the Company is scheduled to be held on Saturday, 5th August, 2017 at 2.30 p.m. at Hotel Galaxy and Vallabh Banquets, 113, Prabhat Colony, Near Reliance Energy, Santacruz (E), Mumbai - 400055, Maharashtra**

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

### STATUTORY AUDITORS

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

### 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

### SECRETARIAL AUDITORS

**M/s. Sanjay Dholakia & Associates**  
Company Secretary in Practice,  
Mumbai  
Membership No.: 2655  
CP No.:1798

### BANKERS

HDFC Bank  
Dena Bank  
Bank of Baroda [BOB]

### 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

### BOARD COMMITTEES

#### Audit Committee

Mr. Sunil C. Vakil - Chairman  
Mr. Chandrakant R. Patel  
Mr. Umed A Fifadra

#### Stakeholders Relationship Committee

Mr. Chandrakant R Patel - Chairman  
Mr. Jimish J Sura  
Mr. Umed A Fifadra

#### Nomination &

#### Remuneration Committee

Mr. Chandrakant R Patel - Chairman  
Mr. Sunil C. Vakil  
Mr. Umed A Fifadra

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## NOTICE

NOTICE is hereby given that 43<sup>rd</sup> Annual General Meeting of CONART ENGINEERS LIMITED will be held on **Saturday, 5<sup>th</sup> August, 2017 at 2.30 p.m. at Hotel Galaxy and Vallabh Banquets, 113, Prabhat Colony, Near Reliance Energy, Santacruz (E), Mumbai - 400 055, Maharashtra**, to transact the following businesses :

### ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2017 including audited Balance Sheet as at 31<sup>st</sup> March, 2017 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 Mr. Jitendra S Sura, who retires by rotation and being eligible offers himself for re-appointment.
3. Appointment of Statutory Auditor

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 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S M Kapoor & Co., Chartered Accountants, Mumbai, having ICAI Firm Registration No. 104809W, 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 Annual General Meeting of the Company to be held in the year 2022, subject to ratification at AGM, at such remuneration plus applicable Tax, out of Pocket Expenses in connection with the audit as the Board of Directors of the Company may fix in this behalf in consultation with the Auditors.”

### SPECIAL BUSINESSES

4. Revision in the remuneration of Mr. Jitendra S. Sura

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

**“Resolved That** pursuant to the provisions of Article of Association of the Company read with Section 197, Section 198, Schedule V and other applicable provisions of the Companies Act, 2013 Act and Rules made there under (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Mr. Jitendra S. Sura, Chairman and Managing Director of the Company, be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1<sup>st</sup> April 2017 for the remaining period.

Basic Salary: Rs. 2,35,000 p.m. with such increments as the Board may decide from time to time subject to applicable ceiling as per the Act.

Consolidated Salary: Upto a Maximum of Rs. 35 Lakhs p.a. which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

**Resolved Further That** all other terms and conditions as per the policy of the company be and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, and Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes.

**Resolved Further That** pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. Jitendra S. Sura, Chairman and Managing Director of the Company is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

**Resolved Further That** the Board of Directors and/or Company Secretary, be and are, hereby severally authorised to file necessary forms with the Registrar of Companies, Maharashtra and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above.”

5. Revision in the remuneration of Mr. Jimish J. Sura

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

**“Resolved That** pursuant to the provisions of Article of Association of the Company read with Section 197, Section 198, Schedule V and other applicable provisions of the Companies Act, 2013 Act and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Mr. Jimish J Sura, Executive Director (Finance) and Chief Financial Officer of the Company, be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1<sup>st</sup> April 2017 for the remaining period.

Basic Salary: Rs. 2,00,000 p.m. with such increments as the Board may decide from time to time subject to applicable ceiling as per the Act.

Consolidated Salary: Upto a Maximum of Rs. 35 Lakhs p.a. which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

**Resolved Further That** all other terms and conditions as per the policy of the company be and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, and Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes.

**Resolved Further That** pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. Jimish J Sura, Executive Director (Finance) and Chief Financial Officer of the Company is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

**Resolved Further That** the Board of Directors and/or Company Secretary, be and are, hereby severally authorised to file necessary forms with the Registrar of Companies, Maharashtra and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above."

6. Appointment of Mr. Umed A. Fifadra as an Independent Director

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 period of four years till the conclusion of 47<sup>th</sup> Annual General Meeting of the Company in the calendar year 2021."

7. Appointment of Mr. Chandrakant Patel as an Independent Director

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 period of two years till the conclusion of 45<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."

8. Appointment of Mr. Sunil Vakil as an Independent Director

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 period of two years till the conclusion of 45<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."

Vadodara  
May 29, 2017

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

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE FORTY THIRD ANNUAL GENERAL MEETING ("the Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE

THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.

3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
4. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
5. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the Meeting.
6. Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company and addressed to the "Secretarial Department".
7. The Register of Members and the Share Transfer Books of the Company will remain closed from **Monday, 31<sup>st</sup> July, 2017 to Saturday, 5<sup>th</sup> August, 2017 (both days inclusive)** for annual closing.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted, is annexed.
9. Members are requested to bring their copies of the Annual Reports along with duly filled attendance slip to the meeting.
10. **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.**
11. **Unclaimed dividend for the financial year ended 31st March, 2010 will be due for transfer to the Investor Education and Protection Fund ('IEPF') on 24th October, 2017. Investors who have not claimed yet are requested to claim by sending their request to the Secretarial Department at the Registered Office of the Company or the office of the RTA on or before 30th September, 2017 failing which the unpaid /unclaimed amount will be transferred to the IEPF. It may also be noted that once the unpaid / unclaimed dividend is transferred to the IEPF as above, no claim shall lie against the Company in respect of such amount by the Member.**
12. 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.
13. 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.
14. 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, deletion of name, transmission of shares and transposition of shares.
15. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.
16. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the Members after making requisite changes thereon.
17. Members who hold shares in electronic form and want to change / correct the bank account details should send the same immediately to their concerned DP and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by NSDL/CDSL to the Company.

**18. Depository System :**

The Company has entered into agreements with NSDL and CDSL. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.

19. Electronic copy of the Notice of 43<sup>rd</sup> 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 43<sup>rd</sup> 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.

20. Disclosure pursuant to Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to Directors seeking re-appointment/appointment at the Meeting is attached hereto.
21. Members may also note that the Notice of the 43<sup>rd</sup> Annual General Meeting, Attendance Slip, Proxy Form and the Annual Report for 2016-17 will also be available on the Company's website [www.conartengineers.com](http://www.conartengineers.com) for download. The physical copies of the documents will also be available at the Company's Registered Office at Mumbai for inspection during normal business hours on working days (except Saturdays, Sundays and Public Holidays). 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](mailto:vadodara@conartengineers.com).
22. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is near to Reliance Capital on Western Express Highway.

**Electronic Voting Sequence Number (EVSN): 170615005****23. SHAREHOLDER INSTRUCTIONS FOR REMOTE E-VOTING**

- (a) 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 43<sup>RD</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Process. 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).

**(b) The instructions for shareholders voting electronically are as under:-**

- (i) The voting period begins on 02.08.2017 at 9.00 a.m. and ends on 04.08.2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29.7.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 mentioned in the PAN Field.
Dividend Bank Details <b>OR</b> 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 use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).

(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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(c) 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 29<sup>th</sup> July, 2017.

(d) 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.

- (e) 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.
- (f) 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.
- (g) 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.
- (h) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.conartengineers.com](http://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.

**Disclosure relating to Directors pursuant to Regulation 26(4) of Listing Regulations and Secretarial Standards on General Meetings:**

Name of Directors	Mr. Jitendra S Sura	Mr. Jimish J Sura	Mr. Umed A Fifadra	Mr. Chandrakant R Patel	Mr. Sunil C Vakil
DIN	00480172	03096064	0049036	00315068	02527630
Date of Birth	18.10.1950	05.09.1976	25.11.1949	28.07.1946	06.05.1957
Date of first Appointment	01.12.1978	29.05.2010	28.03.2016	30.10.2009	26.07.2015
Qualification	Civil Engineer	M.S in Civil Engineering	M. S. Electrical Engineering	M.S. in Civil Engineering	Chartered Accountant
Shareholding in company	1,64,601	6,12,106	Nil	Nil	4,000
No. of Board meetings attended during F.Y 16-17	3/4	4/4	3/4	4/4	4/4
Expertise in specific functional areas	Expertise in the areas of Civil Construction and Engineering	Expertise in the areas of Civil Construction and Engineering	Expertise in the areas of Company Management and Corporate Restructuring	Expertise in Ferrous & Non Ferrous Foundry and Civil Engineering	Expertise in the areas of Corporate financial restructuring and financial advisor
List of Public Companies in which Directorships held	Conart Engineers Ltd	Conart Engineers Ltd	Conart Engineers Ltd.	Conart Engineers Ltd. Gujarat Metal Cast Industries Ltd.	Conart Engineers Ltd.
Chairman / Member of the Committees of Board of Directors of the Company 1. Audit Committee 2. Stakeholders Committee	Nil Nil	Nil - Member	- Member - Member	- Member - Chairman	- Chairman Nil
Chairman / Member of the Committees of Directors in other Companies 3. Audit Committee 4. Stakeholders Committee	Nil Nil	Nil Nil	Nil Nil	Nil 1. Gujarat Metal Cast Ind Ltd. – Member	Nil Nil

Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Relationship Committee have been considered.



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

**Item No. 4 and 5**

The company has completed the annual performance appraisal of all the employees of the company including senior management. In view of this there is a revision in the salary of all the employees for the FY 2017-18. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors is requesting your approval for the revision in the remuneration of Mr. Jitendra S Sura - Chairman and Managing Director and Mr. Jimish J Sura, Executive Director (Finance) and CFO of the Company.

Mr. Jitendra S Sura and Mr. Jimish J Sura shall not be subject to retirement by rotation during their tenure as the Chairman and Managing Director and Executive Director (Finance) and CFO of the Company, respectively. So long as Mr. Jitendra S Sura and Mr. Jimish J Sura functions as the Whole-time Directors, they shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company. The aforesaid Whole-time Directors shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Jitendra S Sura and Mr. Jimish J Sura in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Ministry of Corporate Affairs, if required. The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Whole-time Directors during the tenure of his appointment.

Except Mr. Jitendra S Sura, Mr. Jimish J Sura and Mrs. Pooja J Sura, none of the Directors are interested or concerned in this resolution. The Board commends the Ordinary Resolution set out at Item No. 4 and 5 respectively of Notice for approval by the shareholders.

**Item Nos. 6, 7 and 8**

Mr. Umed Fifadra (DIN: 0049036), Mr. Chandrakant Patel (DIN: 00315068) and Mr. Sunil C Vakil (DIN: 02527630) were appointed as an Independent Director of the Company in the 42<sup>nd</sup> AGM for a period of one year. It is proposed to appoint Mr. Umed Fifadra, as an Independent Director of the Company for further period of four years till the conclusion of 47<sup>th</sup> Annual General Meeting of the Company in the calendar year 2021. It is also proposed to appoint Mr. Chandrakant Patel and Mr. Sunil C Vakil as an Independent Directors of the Company, for further period of two years till the conclusion of 45<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2019, 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.

In the view of your Board, the association of Mr. Umed Fifadra, 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. Umed Fifadra, 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. Umed Fifadra, Mr. Chandrakant Patel and Mr. Sunil C Vakil for the subject appointment.

Mr. Umed Fifadra, 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 Resolutions set out at Item No. 6, 7 and 8 respectively of Notice for approval by the shareholders.

Vadodara  
May 29, 2017

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

## BOARD'S REPORT

To the Members of  
**CONART ENGINEERS LIMITED**

Your Directors have pleasure in presenting forty third Annual Report of Conart Engineers Limited along with the Audited Financial Statements for the year ended March 31, 2017.

### 1 FINANCIAL PERFORMANCE (STANDALONE)

The Financial Performance for fiscal 2016-2017 is summarized in the following table:

(Rs. In Lacs)

Particulars	2016-2017	2015-16
Revenue from Operations	2043.37	2075.16
Profit Before Finance Cost, Depreciation and Amortization Exp	197.60	169.99
Finance Cost	4.69	2.63
Depreciation and Amortization Exp	51.54	50.88
<b>Profit from operations and Before Tax</b>	<b>141.37</b>	<b>116.48</b>
Other Income	56.88	49.17
<b>Profit before Tax</b>	<b>193.56</b>	<b>163.02</b>
Tax Expense including Deferred Tax		
- Current	65.83	47.30
- Deferred Tax	(2.46)	4.21
<b>Profit for the period</b>	<b>130.19</b>	<b>111.51</b>
Paid up Equity	300.00	300.00
Earnings Per Share (Rs.)	4.34	3.72

#### Company's Performance Overview

In 2017, construction is expected to regain momentum after an underwhelming performance in 2016. Despite that positive forecast, a feeling of uncertainty continues to loom over the E & C industry. Design-build, public-private partnerships and integrated project delivery are three of the most often-cited methods that are altering the E & C industry and are likely to gain ground in 2017. The skilled labor shortage is a major concern for firms across India as employers struggle to staff their job sites. Despite the fact that if the economy stays strong and there's continued investment in infrastructure, management don't see the shortage going away. A lack of technical training in schools and less emphasis on the trades are also contributing to a smaller pool of workers entering the industry. Combined with an aging workforce, those factors are creating a struggle for construction firms seeking employees for positions ranging from skilled trades to managerial roles.

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. 130.19 lacs during the year as compared to previous year profit of Rs. 111.51 and has maintained an Earning per Shares of Rs. 4.34 for the year under review.

Your company always emphasis on condensing the construction schedule of a project and saving cost — two very important points in any prevailing industry. With new government and recently announced Union Budget, the future of the building and construction industry appears to be bright. The Construction industry in India expects a growth rate of 7-8% per annum over the next 10 years. However, things change slowly in construction industry, is a fact goes side by side. Your directors are pursuing various strategies to cope with 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:

As per the sources, the construction gross value added (GVA) grew at a slower rate of 2.5% in H1-FY2017 compared to 3.9% in F.Y. 2016 and 4.8% growth in F.Y. 2015. This is likely to be impacted further in the short term due to the lower