



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

*Where Construction Engineering Becomes An Art*



44<sup>th</sup> ANNUAL REPORT 2017-18

## 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

### REGISTERED OFFICE

CIN : L45200MH1973PLC017072  
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: celcs@conartengineers.com  
Website: www.conartengineers.com

### ANNUAL GENERAL MEETING

**44th AGM of the Company is scheduled to be held on Thursday, 27<sup>th</sup> September, 2018 at 11.00 a.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.

### COMPANY SECRETARY

**Ms. Kavaljitkaut H. Dhillon**  
Appointed w.e.f. 22.01.2018

**Ms. Ketki S. Parikh**  
Resigned w.e.f. 31.10.2017

### STATUTORY AUDITORS

**M/s. S. M. Kapoor & Co.,**  
Chartered Accountants, Mumbai  
M. No.: 47948  
Firm Registration. No.:104809W

### SECRETARIAL AUDITORS

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

### 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

### 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

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### BANKERS

HDFC Bank  
Dena Bank  
Bank of Baroda [BOB]

### MISSION

- Continuously improving the quality of our work and services by reducing internal rejections and reworks.
- Providing our people with a challenging, secure, and safe environment to achieve personal career goals along with regular trainings and information sharing sessions.
- To aim for continuous improvement in terms of newer Technologies, products, methods of construction, material, Equipment, time and human resources.
- Maintaining our dedication to ethical and fair business practices.
- To strive adherence to safety and health policy of the Company and comply with customer's requirements about safety, health and environment Safety.

**NOTICE**

NOTICE is hereby given that 44<sup>th</sup> Annual General Meeting of CONART ENGINEERS LIMITED will be held on Thursday, 27<sup>th</sup> September, 2018 at 11.00 a.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**

**No. 1: Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2018, including Audited Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Report of the Board of Directors' and Auditors' thereon.

**No. 2: Re-appointment of Director**

To appoint a Director in place of Mr. Jimish Sura (DIN 03096064), who retires by rotation and being eligible offers himself for re-appointment.

**No. 3: Re-appointment of Director**

To appoint a Director in place of Ms. Pooja Sura (DIN 03565146), who retires by rotation and being eligible offers herself for re-appointment.

**SPECIAL BUSINESSES**

**No. 4: Appointment of Statutory Auditor to fill the casual vacancy**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Pereira & Subramanian, Chartered Accountants (ICAI Registration no. 112364W), Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S. M. Kapoor & Co., Chartered Accountants (ICAI Registration No.104809W)."

**"RESOLVED FURTHER THAT** M/s. Pereira & Subramanian, Chartered Accountants (ICAI Registration no. 112364W), Mumbai, be and are hereby appointed as Statutory Auditors of the Company and hold the office of the Statutory Auditors of the Company until the conclusion of this Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them."

**No. 5: Appointment of Statutory Auditor and fix their remuneration**

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. Pereira & Subramanian, Chartered Accountants, Mumbai, having ICAI Firm Registration No. 112364W 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 49th Annual General Meeting of the Company to be held in the year 2023, 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."

**No. 6: Adoption of New Sets of Articles of Association of Company inter-alia pursuant to the Companies Act, 2013**

To consider and if thought fit, to pass the following resolution as a Special Resolution.

**"RESOLVED THAT** in pursuance with the provisions of Section 5, 14, 18 of the Companies Act, 2013 (the "Act"), Schedule I made thereunder, read with Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to adopt the new set of articles of association pursuant to the Act primarily based on the form of Table F under the Act, in the place of existing articles of association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board of Directors of the Company ("Board") be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Directors of the Company be and are hereby severally authorized to make application, file forms etc. for effecting the alteration in the articles of association of the Company and is hereby further authorised to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution."

Vadodara  
8<sup>th</sup> August, 2018

**By order of the Board**  
**Conart Engineers Limited**  
**Kavaljitkaur Dhillon**  
**Company Secretary**

**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting**

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Jimish J. Sura	Ms. Pooja J. Sura
DIN	03096064	03565146
Date of Birth	05 <sup>th</sup> September, 1976	12 <sup>th</sup> December, 1976
Date of Appointment	29 <sup>th</sup> May, 2010	1 <sup>st</sup> November, 2014
Share holding in company	6,62,106	50,000
Qualification	MS in Civil Engineering	Civil Engineer & MS in Computer Engineering
Expertise in Specific Functional Area	Expertise in the area of Civil Construction and Engineering	Expertise in the area of Civil Engineering and Computer
Directors in other public limited companies	Nil	Nil
Other positions	Nil	Nil
Membership of committees in other public limited companies	Nil	Nil

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE FORTY FORTH ANNUAL GENERAL MEETING ("the Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO 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 FORTY EIGHT 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 authorized 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 authorizing their representatives to attend and vote on their behalf at the Meeting.
6. Proxy Form(s) and certified copy of Board resolution(s) authorizing 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 Friday, 21<sup>st</sup> September, 2018 to Thursday, 27<sup>th</sup> September, 2018 (both days inclusive)** for annual closing.
8. Members are requested to bring their copies of the Annual Reports alongwith duly filled attendance slip to the meeting.
9. **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.**

10. 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.
11. 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.
12. 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.
13. 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.
14. 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.
15. 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.

16. 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.

17. Electronic copy of the Notice of 44<sup>th</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.
18. For members who have not registered their email address, physical copies of the Notice of the 44<sup>th</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.
19. 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 given above as per requirement.
20. Members may also note that the Notice of the 44<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form and the Annual Report for 2017-18 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).
21. As per Section 125 of the Companies Act, 2013, and amended by the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund), 2017, the amount of Unpaid / Unclaimed Dividend Account 2010 is Rs. 269,917 and the total amount is transferred to Investor Education and Protection Fund on 30<sup>th</sup> December, 2017. The company transferred 175,449 shares to Investor Education and Protection Fund, Ministry of Corporate Affairs. The procedure for transfer equity

shares of unpaid & unclaimed dividend of equity shareholders for the year 2009-10 to Investor Education and Protection Fund, Ministry of Corporate Affairs was completed on 26th February, 2018.

22. For claiming refund from the Investor Education and Protection Fund Authority, the shareholders have to follow the procedure given below:

Procedure to claim Refund

- (a) Download the form IEPF-5 from the website of IEPF (<http://www.iepf.gov.in>) for filing the claim for refund. Read the instructions provided on the website/instruction kit along with the e-form carefully before filling the form.
  - (b) After filling the form save it on your computer and submit the duly filled form by following the instructions given in the upload link on the website. On successful uploading an acknowledgement will be generated indicating the SRN. Please note the SRN for future tracking of the form.
  - (c) Take a printout of the duly filled IEPF-5 and the acknowledgement issued after uploading the form.
  - (d) Submit indemnity bond in original, copy of acknowledgement and self-attested copy of e-form along with the other documents as mentioned in the Form IEPF-5 to Nodal Officer (IEPF) of the company at its registered office in an envelope marked "Claim for refund from IEPF Authority".
  - (e) Claim forms completed in all aspects will be verified by the concerned company and on the basis of company's verification report, refund will be released by the IEPF Authority in favor of claimants' Aadhaar linked bank account through electronic transfer.
23. 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.

**24. SHAREHOLDER INSTRUCTIONS FOR REMOTE E-VOTING**

**Electronic Voting Sequence Number (EVSN): 180818021**

- (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 44<sup>th</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 e-voting period begins on **Monday, 24<sup>th</sup> September, 2018 at 09.00 a.m. and ends on Wednesday, 26<sup>th</sup> September, 2018 at 05.00 p.m.** During this period members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date Thursday, 20<sup>th</sup> September, 2018**, may cast their votes 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 FIRST TIME USER MEMBERS holding shares in demat form and physical form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>- 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).</li> </ul>

(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) Members can also cast their votes using CDSL's mobile app 'm-Voting' available for android based mobiles. The 'm-Voting' app can be downloaded from Google Play Store. 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 Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 vote on.
- The list of accounts 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 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 Thursday, 20<sup>th</sup> September, 2018**.

- (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 ballotpaper.
- (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 along with 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Act, the following explanatory statements set out all material facts relating to the business mentioned under Item No. 4 to 6:

**Item No. 4 & 5:**

M/s. S. M. Kapoor & Co., Chartered Accountants (ICAI Registration No.104809W) have tendered their resignation from the position of Statutory Auditors of the Company. Due to their pre-occupation, M/s. S. M. Kapoor & Co. are not able to conduct the Audit of the Company for Financial Year 2018-19 and its resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. Pereira & Subramanian, Chartered Accountants, (ICAI Firm Registration No. 112364W), Mumbai be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S. M. Kapoor & Co., Chartered Accountants.

M/s. Pereira & Subramanian, Chartered Accountants, Mumbai, (ICAI Firm Registration No. 112364W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**Item no. 6:**

Certain articles of the articles of association of the Company are required to be amended. The directors have considered it necessary to adopt a new set of articles of association which are in conformity with the provisions of the Act and various rules made there under as are applicable to a public limited company and also with the requirements of the stock exchanges. The accompanying resolution is being passed as a special resolution to accord sanction of the members to adopt a new set of articles of association.

A copy of the memorandum and articles of association showing the proposed change are available for inspection at the registered office of the Company on any working day during business hours.

All the directors and key managerial person may be regarded as concerned or interested in the adoption of new set of articles of association to the extent of amendments proposed to the existing provisions relating to their terms of appointment and to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Vadodara  
08<sup>th</sup> August, 2018

**By order of the Board**  
**Conart Engineers Limited**  
**Kavaljitkaur Dhillon**  
**Company Secretary**



## BOARD'S REPORT

To the Members of  
**CONART ENGINEERS LIMITED**

Your Directors have pleasure in presenting forty forth Annual Report of Conart Engineers Limited along with the Audited Financial Statements for the year ended March 31, 2018.

### 1 FINANCIAL PERFORMANCE (STANDALONE)

The Financial Performance for fiscal 2017-2018 is summarized in the following table:

(Rs. In Lacs)

Particulars	2017-2018	2016-2017
Revenue from Operations	2251.17	2043.37
Expenses	2067.62	1850.46
<b>Profit Before Finance Cost, Depreciation &amp; Amortization Exp</b>	<b>183.55</b>	<b>192.91</b>
Finance Cost	4.93	4.69
Depreciation & Amortization Exp	48.77	51.54
<b>Profit from operations and Before Tax</b>	<b>129.85</b>	<b>136.68</b>
Other Income	32.60	54.53
<b>Profit before Tax</b>	<b>162.45</b>	<b>191.21</b>
<b>Tax Expenses:</b> (a) Current Tax	46.19	65.83
(b) Deferred Tax	(3.91)	(3.16)
<b>Profit for the period</b>	<b>120.15</b>	<b>128.54</b>
Net Comprehensive Income	(9.12)	1.65
<b>Profit for the period after Comprehensive Income</b>	<b>111.03</b>	<b>130.19</b>
Paid up Equity	314.00	300.00
Earnings Per Share (Rs.)	3.83	4.28

### Company's Performance Overview

The construction industry is the second largest industry of the country after agriculture. Government support is exemplified in expansionary budgetary allocations for infrastructure projects and in regulatory reforms that are opening new sectors to private involvement and investment. The Government has a positive outlook for India's construction industry and expects that growth over the next decade will draw upon increasing government and private-sector investments in infrastructure development, and resident and non-residential building and expects a growth rate of 7-8% per annum over the next 10 years. Your directors are pursuing various strategies to cope with to ensure a promising future in time to come.

The skilled labor shortage is a major concern for firms across India as employers struggle to staff their job sites. 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. 111.03 lacs during the year as compared to previous year profit of Rs. 130.19 and an Earning per Shares of Rs. 3.83 for the year under review.

### 2. FINANCE

As on the date of Balance Sheet, the Company is debt free in terms of long term loans, except loan on vehicles.

### 3 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.

#### 4. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board in conjunction with its committees ensures transparency, responsibility and accountability with an aim to create long-term sustainable growth. All Directors are astute professionals coming from varied backgrounds possessing rich experience and expertise. The Board of Directors (the Board) holds a fiduciary position to promote the success of the Company for the benefit of its members. They are entrusted to direct, monitor and guide the Management towards building of such goals and objectives that guarantees effectiveness and enhancement of shareholder value and fulfils their aspirations.

##### Composition of the Board and shares held in their individual names as on 31<sup>st</sup> March, 2018

Sr. No.	Name of the Director	Category	No. of Shares held
1.	Mr. Jitendra S Sura	Chairman & Managing Director	194,601
2.	Mr. Jimish J Sura	Executive Director-Finance & CFO	662,106
3.	Mr. Sunil C Vakil	Independent Director	4,000
4.	Mr. Chandrakant R Patel	Independent Director	5,000
5.	Mr. Umed AFifadra	Independent Director	0
6.	Ms. Pooja J Sura	Non-Executive Director	50,000

##### Changes in the composition of the Board of Directors and other Key Managerial Personnel

During the year 2017-18 under review, Ms. Ketki Parikh, had been resigned from the designation of Company Secretary w.e.f. 31<sup>st</sup> October, 2017 and Ms. Kavaljitkaur Dhillon has been appointed as Company Secretary w.e.f. 22<sup>nd</sup> January, 2018. The Companies Act, 2013 read with relevant Rules made there under, facilitates the participation of Director in Board / Committee meetings through video conferencing or other audio visual mode. Accordingly, the option to participate in the meeting was made available for the Directors except in respect of such meetings and/or items which are not permitted to be transacted through video conferencing.

##### Board Meetings held and attendance of Directors during the year 2017-18

Sr. No.	Date of Board Meeting	Total No. of Directors	Total No. of Directors Present
1.	29 <sup>th</sup> May, 2017	6	4
2.	12 <sup>th</sup> August, 2017	6	6
3.	6 <sup>th</sup> November, 2017	6	6
4.	22 <sup>nd</sup> January, 2018	6	6
5.	9 <sup>th</sup> February, 2018	6	4
6.	26 <sup>th</sup> March, 2018	6	5

None of the Directors on the Board is a member in more than 10 Committees and Chairman in more than 5 committees, as specified in Regulation 26(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the "SEBI (LODR) Regulations, 2015"], across all Companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

##### Attendance at the last AGM and the number of other directorships as on 31<sup>st</sup> March, 2018

Name of the Director	No. of Board Meetings attended	Whether attended last AGM held on 5 <sup>th</sup> August, 2017	No. of other Directorships as on 31.03.2018		No. of Directorships/ Chairmanship of Board Committee as on 31.03.2018	
			As Director	As Chairman	As Member	As Chairman
Mr. Jitendra S Sura	5	Yes	-	-	-	-
Mr. Jimish J Sura	5	Yes	-	-	1	-
Mr. Sunil C Vakil	6	Yes	4	-	1	1
Mr. Chandrakant R Patel	5	Yes	2	-	2	1
Mr. Umed A Fifadra	6	Yes	-	-	2	-
Ms. Pooja J Sura	4	-	1	-	-	-