



**ANNUAL REPORT 2019-20**

## 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. Umed A Fifadra (DIN: 0049036)**  
Independent Director  
**Mr. Asim Chandra (DIN: 00210266)**  
Additional Independent Director  
(Appointed w.e.f. 07.08.2019)  
**Ms. Deepti Sharma (DIN:03630613)**  
Independent Director  
(Appointed w.e.f. 07.08.2019)  
**Mr. Nirmal Parikh**  
DIN: 07507113  
Additional Independent Director  
(Appointed w.e.f. 10.08.2020)  
**Mr. Sunil C. Vakil (DIN: 02527630)**  
Independent Director  
(Retired w.e.f. 26.09.2019)  
**Mr. Chandrakant R. Patel**  
**(DIN: 0315068)**  
Independent Director  
(Retired w.e.f. 26.09.2019)  
**Ms. Pooja J. Sura (DIN: 03565146)**  
Non-Executive Director  
(Resigned w.e.f. 08.11.2019)

### COMPANY SECRETARY

**Ms. Kavaljitkaur H. Dhillon**

### STATUTORY AUDITORS

**M/s. Pereira & Subramanian**  
Chartered Accountants, Mumbai  
Firm Registration. No.:112364W

### SECRETARIAL AUDITORS

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

### BANKERS

HDFC Bank  
Bank of Baroda [BOB]

### 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

### BRANCH OFFICE

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

### REGISTRAR & TRANSFER AGENT

**M/s. Sharex Dynamic (India) Pvt. Ltd.**  
C 101, 247 Park, L B S Marg,  
Vikhroli West, Mumbai - 400083  
Tel.: +91(22)28515606 / 5644  
Email : investor@sharexindia.com  
website :www.sharexindia.com

### ANNUAL GENERAL MEETING

46th AGM of the Company is scheduled to be held on Friday, 25<sup>th</sup> September, 2020 at 2.00 pm through video conferencing

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## NOTICE

NOTICE is hereby given that 46<sup>th</sup> Annual General Meeting of CONART ENGINEERS LIMITED will be held on Friday, 25<sup>th</sup> September, 2020 at 2.00 pm through video conferencing 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, 2020, including Audited Balance Sheet as at 31<sup>st</sup> March, 2020, 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. JimishSura (DIN 03096064), who retires by rotation and being eligible offers himself for re-appointment.

#### **No. 3: To confirm the payment of Interim Dividend of Rs. 1/- per equity share for the financial year ended March 31, 2020 and in this regard, pass the following resolution as an Ordinary Resolution:**

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

"RESOLVED THAT the Interim Dividend of Rs. 1/- per equity share of 10/- each fully paid up, approved by the Board of Directors and already paid, be and is hereby confirmed for the Financial Year 2019-20.

#### **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. Shabbir& Rita Associates LLP, Chartered Accountants (ICAI Registration no. 109420W), Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pereira & Subramanian, Chartered Accountants (ICAI Registration No.112364W)."

"RESOLVED FURTHER THAT M/s. Shabbir& Rita Associates LLP, Chartered Accountants (ICAI Registration no. 109420W), 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 Special 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. Shabbir& Rita Associates LLP, Chartered Accountants, Mumbai, having ICAI Firm Registration No. 109420W 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 48th Annual General Meeting of the Company to be held in the year 2022, 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**

#### **No. 6: Regularization and Appointment of Mr. Nirmal Parikh (DIN 07507113) as an Independent Director of the Company**

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 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nirmal Parikh (DIN 07507113), who was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> August, 2020 under section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, till the conclusion of 51<sup>st</sup> Annual General Meeting of the Company in the calendar year 2025."

Place: Vadodara  
Date: 29.06.2020

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	<b>Mr. Jimish Sura</b>	<b>Mr. Nirmal Parikh</b>
DIN	03096064	07507113
Date of Birth	05th September, 1976	19 <sup>th</sup> August, 1991
Date of Appointment	29th May, 2010	10 <sup>th</sup> August, 2020
Shareholding in company	662,106	Nil
Qualification	MS in Civil Engineering	Chartered Accountant
Expertise in Specific Functional Area	Civil Construction and Engineering	Financial management, Financial analysis & fund management
Directors in other public	Nil	Nil
Chairperson of Board Committees in other public limited companies	Nil	Nil
Membership of committees in other public limited companies	Nil	Nil

**NOTES:**

1. The Register of Members and the Share Transfer Books of the Company will remain closed **from Saturday, 19<sup>th</sup> September, 2020 to Friday, 25<sup>th</sup> September, 2020 (both days inclusive)** for annual closing.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.

10. Electronic copy of the Notice of 46th Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') 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.
11. 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.
12. Members may also note that the Notice of the 46th Annual General Meeting and the Annual Report for 2019-20 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 [idcelcs@conartengineers.com](mailto:idcelcs@conartengineers.com).
13. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
14. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
16. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
18. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.conartengineers.com](http://www.conartengineers.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
19. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE ASUNDER:-**

The remote e-voting period begins on Tuesday, 22<sup>nd</sup> September, 2020 at 9:00 A.M. and ends on Thursday, 24<sup>th</sup> September, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [celcs@conartengineers.com](mailto:celcs@conartengineers.com).  
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [celcs@conartengineers.com](mailto:celcs@conartengineers.com).

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

**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. Pereira & Subramanian, Chartered Accountants (ICAI Registration No.112364W) have tendered their resignation from the position of Statutory Auditors of the Company. Due to their pre-occupation, M/s. Pereira & Subramanian are not able to conduct the Audit of the Company for Financial Year 2020-21 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. Shabbir& Rita Associates LLP, Chartered Accountants, (ICAI Firm Registration No. 109420W), Mumbai be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pereira & Subramanian, Chartered Accountants.

M/s. Shabbir& Rita Associates LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration No. 109420W) 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:**

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. Nirmal Parikh (DIN 07507113) as an Additional Director of the Company with effect from 10<sup>th</sup> August, 2020. In terms of the provisions of Section 161(1) of the Act, Mr. Nirmal Parikh would hold the 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. Nirmal Parikh for the office of rotational Director of the Company.

The Board also proposes to appoint Mr. Nirmal Parikh 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 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for a term of five year till the conclusion of 51<sup>st</sup> Annual General Meeting of the Company in the calendar year 2025.

Mr. Nirmal Parikh has expertise in the areas of financial management, Marketing & SCM, Operational management, financial analysis & fund management, Employee relations, Taxation, Legal Compliances.

Disclosure of Relationships between directors inter-se: Nil

Directorship in other Public Companies: Nil

Chairperson of Board Committees: Nil

Member of Board Committees: Nil

Shareholding in the Company: Nil

Requisite consent, pursuant to Section 152 of the Act, has been submitted to Company by Mr. Nirmal Parikh. 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. Nirmal Parikh be appointed as an Independent Director as stipulated under the Listing Regulations.

Mr. Nirmal Parikh 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.

**Place: Vadodara**  
**Date: 29.06.2020**

**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 fifth Annual Report of Conart Engineers Limited along with the Audited Financial Statements for the year ended March 31, 2020.

### FINANCIAL PERFORMANCE (STANDALONE)

The Financial Performance for fiscal 2019-2020 is summarized in the following table:

(Rs. In Lacs)		
Particulars	2019-2020	2018-2019
Revenue from Operations	2521.72	3102.86
Expenses	2380.97	2871.87
<b>Profit Before Finance Cost, Depreciation &amp; Amortization Exp</b>	<b>140.75</b>	<b>230.99</b>
Finance Cost	0.95	0.30
Depreciation & Amortization Exp	50.51	49.53
<b>Profit from operations and Before Tax</b>	<b>89.29</b>	<b>181.16</b>
Other Income	66.97	44.85
<b>Profit before Tax</b>	<b>156.26</b>	<b>226.01</b>
<b>Tax Expenses:</b> (a) Current Tax	31.95	58.64
(b) Deferred Tax	5.17	0.18
<b>Profit for the period</b>	<b>119.14</b>	<b>167.19</b>
Net Comprehensive Income	19.59	8.35
<b>Profit for the period after Comprehensive Income</b>	<b>138.73</b>	<b>175.54</b>
Paid up Equity Share Capital	314.00	314.00
Earnings Per Share (Rs.)	3.79	5.32

### COMPANY'S PERFORMANCE OVERVIEW

The Company has incurred a profit of Rs. 138.73lacs during the year as compared to previous year profit of Rs. 175.54 lacs and an Earning per Shares of Rs. 3.79 for the year under review. Your Company is aggressively marketing to increase orders and increase turnover. Your directors are pursuing various strategies to ensure a promising future.

### RESERVES

No amount is transferred to the reserves by the Company.

### FINANCE

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

### DIVIDEND

The Board of Directors of the Company has declared an interim dividend of Rs. 1 per share of 10/- each (10%). The dividend will be free of tax in the hands of the shareholders of the Company. The Board of Directors are of the opinion that the profit is to be ploughed back and hence do not recommend final dividend this year.

### HOLDING COMPANY

Your Company does not have any holding company, as defined under the Companies Act, 2013 as on March 31, 2020.

### SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

Your Company does not have any material subsidiary, associate or joint venture Company, as defined under the SEBI (LODR) Regulations, 2015 as on March 31, 2020.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report is appended as **Annexure-I** to this Report.

### 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, 2020

Sr. No.	Name of the Director	Category	No. of Shares held
1.	Mr. Jitendra S. Sura	Chairman & Managing Director	205,921
2.	Mr. Jimish J. Sura	Executive Director-Finance & CFO	662,106
3.	Mr. Umed A. Fifadra	Independent Director	4,000
4.	Mr. Asim Chandra	Independent Director	-
5.	Ms. Deepti Sharma	Independent Director	-

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

During the year 2019-20 under review, tenure of Mr. Sunil Vakil and Mr. Chandrakant Patel as Independent Directors are expires in AGM of 2019 and Mr. Asim Chandra and Ms. Deepti Sharma was appointed as Independent Directors in the same AGM. Ms. PoojaSura was resigned as from the designation of Non-Executive Director of the Company on 8<sup>th</sup> November, 2019.

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 2019-20

Sr. No.	Date of Board Meeting	Total No. of Directors	Total No. of Directors Present
1.	22 <sup>nd</sup> May, 2019	6	6
2.	7 <sup>th</sup> August, 2019	6	6
3.	26 <sup>th</sup> September, 2019	6	5
4.	8 <sup>th</sup> November, 2019	5	5
5.	7 <sup>th</sup> February, 2020	5	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.

#### Retirement by rotation

In accordance with the provision of Companies Act, 2013 and the Articles of Association of the Company, Mr. Jimish Sura retires by rotation and is eligible for the re-appointment. Necessary information for Directors liable to retire by rotation has been included in the notice convening the ensuing AGM and requisite details have been provided in the explanatory statement of the notice. Your directors recommend the said appointment.

#### INDEPENDENT DIRECTOR

Your Company appointed Independent Directors who are renowned people having expertise / experience in their respective field/profession. In compliance with Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations, all Independent Directors have given a declaration that they meet the criteria of independence as provided under law. None of the Independent Directors are promoters or related to Promoters. The Non-executive Independent Directors have no pecuniary relationship or transactions with the Company in their personal capacity except for sitting fees drawn by them for attending the meeting of the Board and Committee(s) thereof and further do not hold two percent or more of the total voting power of the Company.