

47th Annual Report 2016 - 2017



INCON ENGINEERS LIMITED



C O N T E N T S

1. Notice
2. Director's Report with Annexures:
 - Annexure -I CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO
 - Annexure -II (Form No.AOC-2)
 - Annexure -III EXTRACT OF ANNUAL RETURN (FORM MGT 9)
 - Annexure -IV SECRETARIAL AUDIT REPORT
 - ANNEXURE - V MANAGEMENT DISCUSSION AND ANALYSIS REPORT
3. Corporate Governance Report
4. Independent Auditors Report
5. Balance Sheet
6. Statement of Profit and Loss Account
7. Cash Flow Statement
8. Notes to the Financial Statements
9. Proxy Form
10. Attendance Slip



CORPORATE INFORMATION

Board of Directors

SRI SREEDHAR CHOWDHURY	Managing Director (DIN: 00188924)
SRI S.MANO HAR RAJU	Non Executive Independent Director(DIN:00188956)
SRI A.SUBBA RAO	Non Executive Independent Director (DIN: 00313644)
Dr. B. NEETA KUMARI	Non Executive Director (DIN:00313522)

AUDITORS

M/s Brahmayya & Co
Flat No.403 & 404
Golden Green Apartment
Irrum Manzil Colony, Hyderabad – 500 082

BANKERS

M/s. State Bank of India
Commercial Branch
Flat No.101 to 106 A, Ashoka My Home Chambers, Block 'B',
S.P. Road, Secunderabad

REGISTRAR & TRANSFER AGENTS

M/s. Venture Capital and Corporate Investments Pvt. Ltd.
12-10-167, Bharat Nagar,
Hyderabad-500 018.

REGISTERED OFFICE & FACTORY

B-6/3, I.D.A., Uppal, Hyderabad —500 039

CIN **L74210TG1970PLC001319**

WEBSITE www.incon.in

EMAIL ID incon@incon.in, inconengineers@gmail.com



INCON ENGINEERS LIMITED

NOTICE OF 47TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **47th Annual General Meeting** of the members of **INCON ENGINEERS LIMITED** will be held on Friday the 29th September, 2017 at 10.00 AM at B-6/3, IDA, Uppal, Hyderabad - 500039 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the financial statements of the Company for the year ended 31 March 2017, including the Audited Balance Sheet as at 31 March 2017 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. B. Neeta Kumari (DIN 00313522) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint the Statutory Auditor of the Company and fix their remuneration.

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

"RESOLVED that pursuant to the provision of Section 139 and other applicable provisions if any, of the Companies Act, 2013, and the Companies Audit and Auditors Rules, 2014 as amended from time to time, M/s.K.S.Rao Co., Chartered Accountants, Reg No.003109S be and is hereby appointed as a Statutory Auditors of the company in place of retiring auditors Brahmayya & Co, Chartered Accountants Reg No.000513S to hold office from the conclusion of this Annual General Meeting till the conclusion of 52nd Annual General Meeting to be held in 2022 (Subject to ratification of their appointment at every Annual General Meeting if so required under the act) at such remuneration including applicable taxes and out of pocket expenses as may be mutually agreed between the Board and Auditors".

By order of the Board
For Incon Engineers Limited

Sd/-
Sreedhar Chowdhury
Managing Director
(DIN:00188924)

Place : Hyderabad
Date : 29.05.2017



INCON ENGINEERS LIMITED

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising such representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **23.09.2017 to 29.09.2017** (both days inclusive) for the purpose of annual closure.
4. Members / Proxies are requested to bring their copies of Annual Report with them for the Annual General Meeting and the attendance slip duly filled in for attending the Meeting. No copies of the Annual Report will be distributed at the meeting.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to nominations, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Venture Capital and Corporate Investments Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Venture Capital and Corporate Investments Private Limited
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Venture Capital and Corporate Investments Private Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. Regulation 36 of SEBI (LODR) Regulations, 2015 permits sending of soft copies of annual reports to all those members who have registered their email addresses for the purpose.

The Companies Act, 2013 has also recognized serving of documents to any member through electronic mode. As per National Securities Depository Limited, email addresses made available by the Depository for your respective DPs accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/documents including those covered under Section 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the applicable rules. In light of the requirements prescribed by the aforesaid circulars, for those members whose Depository Participant accounts do not contain the details of their email addresses, printed copies of the Annual Report would be dispatched.



INCON ENGINEERS LIMITED

10. Shareholders are requested to furnish their e-mail IDs to enable the Company to forward all the requisite information in electronic mode and support the green initiative. In case of the Shareholders holding shares in demat form the email IDs of the shareholders registered with DP and made available to the Company shall be the registered email IDs unless communication is received to the contrary.
 11. The Securities and Exchange Board of India has notified that the shareholder/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN card to the Company's RTA while transacting in the securities market including transfer, transmission or any other Corporate Action. Accordingly, all the shareholders/transferee of shares (including joint holders) are requested to furnish a certified copy of their PAN card to the Company's RTA while transacting in the securities market including transfer, transmission or any other corporate action.
 12. Pursuant to Section 108 of the Companies Act, 2013 read with relevant Rules under the Act, the Company is pleased to provide the facility to the Members to exercise their right to vote through electronic voting. The members who have not cast their vote by remote e-voting shall be able to vote at the Annual General Meeting.
 13. The members whose names appear on the Register of Members/ list of beneficial owners as on 22nd September, 2017 are eligible to participate in e-voting on the resolutions set forth in this notice.
 14. The Companies (Management and Administration) Rules, 2015 provide that the electronic voting period shall close at 5:00 PM, on the date preceding the AGM. Accordingly, the e-voting will be available at www.evotingindia.com. **The remote e-voting period will commence at 9:00 A.M. (IST) on 26th September, 2017 and will end at 5:00 P.M. (IST) on 28th September, 2017.** The remote e-voting will not be allowed beyond the aforesaid period and time, and the remote e-voting module shall be disabled.
 15. The member(s) who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
 16. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set forth in their Notice, the Company is enclosing a Ballot form with the Notice. Resolution (s) passed by the members through ballot forms, remote e-voting and voting at the AGM are deemed to have passed as if they have been passed at the AGM.
 17. The Company has appointed Mr. Sharad Gupta & Co, Company Secretary in Practice, Hyderabad to act as Scrutinizer to scrutinize the poll at the Annual General Meeting, remote e-voting process and through ballot form in a fair and transparent manner.
 18. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail ids with the Company/their respective Depository Participant along with physical copy of the Notice. **Please Note that user Id and Password for E-Voting are fixed on the third page of the Annual Report.**
- Those members who have registered their e-mail IDs with the Company/their respective Depository Participant are being forwarded the login ID and password for e-voting along with process, manner and instruction by e-mail.
19. Members are requested to send all communication relating to shares to the Company's Share Transfer Agents (Physical and Electronic) at M/s. Venture Capital and Corporate Investments Private Limited, Hyderabad. Further, kindly note that members holding shares in physical form and intending to transfer their shares have to furnish the PAN particulars of transferee along with the share transfer deeds for affecting the physical share transfer.
 20. Any person who acquires shares of the Company and becomes a member of the Company



INCON ENGINEERS LIMITED

after dispatch of the Notice of AGM and holds shares as on the cut-off date of **22nd September, 2017**, may obtain User ID and Password by sending a request at **helpdesk.evoting@nsdlindia.com**. However, if you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for casting your vote.

21. Please note that, any queries pertaining to accounting related aspects may be posted / handed over to the Secretarial Department at the Registered Office of the Company at least 48 hours before the Annual General Meeting, so that the same could be clarified to the shareholders at the Annual General Meeting.
22. In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 and Sections 108 and other applicable Provisions of the Companies Act, 2013, read if the related rules the Company pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The instructions for e-voting are as follows.

INSTRUCTIONS FOR EVOTING

- (i) The voting period begins on **26th September, 2017** at 9-00 a.m. and ends on **28th September, 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 22nd September, 2017** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders can also cast their vote using NSDL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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> <p>★ 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.</p> <p>★ 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.</p>
Dividend Bank Details OR 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> <p>★ 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 (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.



INCON ENGINEERS LIMITED

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 NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **EVEN 107459** for the relevant Incon Engineers Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Note for Non - Individual Shareholders and Custodians**
 - * Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - * A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@nsdlindia.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@nsdlindia.com** and on approval of the accounts they would be able to cast their vote.
 - * A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@nsdlindia.com**.

Please follow the instructions as prompted by the mobile app while voting on your mobile.

By Order of the Board
For Incon Engineers Limited

Sd/-
Sreedhar Chowdhury
Managing Director
(DIN:00188924)

Place : Hyderabad
Date : 29.05.2017



INCON ENGINEERS LIMITED

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director	Dr.B.NeetaKumari
Date of Birth	10.06.1959
Date of Appointment	30.03.2015
Qualifications	Ph.D
Expertise in Specific Functional Areas	Worked in Senior Technical Positions in various Companies for over 25 years
List of Companies in which outside Directorships held as on 31.03.2017	NIL
Chairman/Member of the *Committees of other Companies on which she is a Member as on 31.03.2017	NIL
Number of equity shares held in the Company	NIL