



# Conart Engineers Limited™

*Where Construction Engineering Becomes An Art* CIN : L45200MH1973PLC017072

**Regd. Office:** 17, Ground Floor, Jay Bharat Society Nr. Solanki Palace, 3rd Road Old Khar, Khar West, Mumbai-400052, Maharashtra. Tel: 022-26489621,

Date : 21.08.2024

To,  
The Department of Corporate Affairs  
Bombay Stock Exchange Limited (BSE)  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai 400 001

**Subject : Submission of Annual Report 2023-24 under Reg. 34 of SEBI LODR**

Dear Sir,

Please find enclosed herewith Annual Report of 2023-24 under Regulation 24 of Securities & Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation, 2015 for your perusal

You are requested to take the same on record.

Thanking you

**Yours truly,  
For Gujarat Containers Limited**

Shah

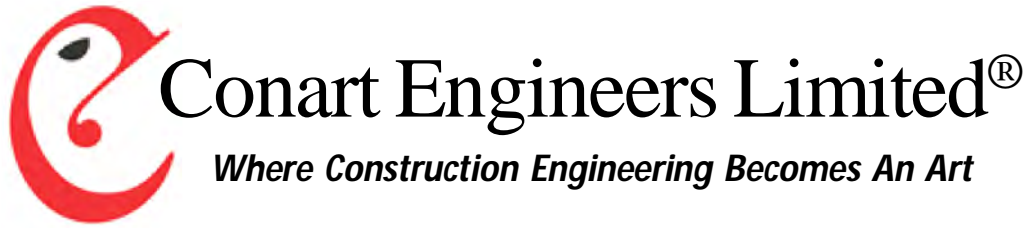
Narendra

**Narendra D Shah**

**Company Secretary & Compliance Officer**

Digitally signed by Shah  
Narendra  
Date: 2025.01.02 13:55:12  
+05'30'

**Encl : A/a**



**50<sup>th</sup> ANNUAL REPORT 2023-24**

**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  
(Retire on 27.09.2022)

**Ms. Deepti Sharma (DIN:03630613)**  
Independent Director

**Mr. Nirmal Parikh (DIN: 07507113)**  
Independent Director

**Mr. Jignesh Shah (DIN: 01790926)**  
Independent Director

**Mr. Sunil Vakil (DIN : 02527630)**  
Additional Director Independent Director  
(w.e.f. 13.08.2024)

**Mrs. Pooja Sura (DIN : 0356146)**  
Additoinal Director (w.e.f. 13.08.2024)

**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**

50<sup>th</sup> AGM of the Company scheduled to be held on Monday, 16<sup>th</sup> September, 2024 at 3.00 pm through video conferencing

**COMPANY SECRETARY**

**Ms. Kavaljitkaur H. Dhillon**  
(Resigned w.e.f. 31<sup>st</sup> May, 2024)

**Mr. Narendra D. Shah**  
(w.e.f. 06.08.2024)

**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

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**STATUTORY AUDITORS**

**M/s. Govind Prasad & Co.**  
Chartered Accountants, Mumbai  
Firm Registration Number 114360W

**REGISTRAR & TRANSFER AGENT**

**M/s. Link Intime India Pvt. Ltd.**  
C 101, 247 Park, L B S Marg,  
Vikhroli West,  
Mumbai - 400083  
Tel: +91 (022) 4918 6270  
Email : rnt.helpdesk@linkintime.co.in  
Website: www.linkintime.co.in

**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]

**NOTICE**

Notice is hereby given that the 50th Annual General Meeting of the Members of **Conarat Engineers Limited** will be held on Monday, the 16<sup>th</sup> September, 2024 at 3.00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**Ordinary Business :**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jimish J. Sura (DIN 03096064), who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business :**

**3. Re-appointment of Mr. Jitendra Sura (DIN : 00480172) as Managing Director**

**To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article 92 and any other applicable Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Jitendra Sura (DIN : 00480172), as Managing Director of the Company for a period of Three years commencing from 1<sup>st</sup> November, 2024 on the remuneration, terms and conditions contained in the draft agreement, as placed before the meeting provided that in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Jitendra Sura (DIN : 00480172), the remuneration mentioned in the above referred draft agreement shall be paid to Mr. Jitendra Sura (DIN : 00480172) as minimum remuneration, subject to the overall limits specified by this resolution and the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms and condition of employment including scope of work and remuneration payable to Mr. Jitendra Sura (DIN : 00480172), Managing Director as may be recommended by the Nomination and Remuneration Committee, from time to time, and as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013."

"Resolved Further that pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members be and is hereby accorded to continue to hold office of Managing Director of the Company by Mr. Jitendra Sura (DIN : 00480172), who has attained 70 years of age till his proposed tenure of appointment i.e. 31<sup>st</sup> October, 2027.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all necessary and expedient, acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

**4. Re-appointment of Mr. Jimish Sura (DIN : 03096064) as Executive Director – Finance & CFO**

**To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article 92 and any other applicable Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of **Mr. Jimish Sura (DIN : 03096064) Executive Director – Finance & CFO** of the Company for a period of Three years commencing from 1<sup>st</sup> November, 2024 on the remuneration, terms and conditions contained in the draft agreement, as placed before the meeting provided that in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of **Mr. Jimish Sura (DIN : 03096064)**, the remuneration mentioned in the above referred draft agreement shall be paid to **Mr. Jimish Sura (DIN : 03096064)** as minimum remuneration, subject to the overall limits specified by this resolution and the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms and condition of employment including scope of work and remuneration payable to **Mr. Jimish Sura (DIN : 03096064)** Managing Director as may be recommended by the Nomination and Remuneration Committee, from time to time, and as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all necessary and expedient, acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution"

**5. To consider appointment of Mr. Sunil Vakil (DIN :02527630) as an Independent Director of the Company for that matter to consider and if thought fit, to pass with or without modification(s), following resolution as Special Resolution.**

"Resolved that Pursuant to the provisions of Section 149, 150 and 152 and read with Schedule IV and all other applicable rules made thereunder 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 Obligation and Disclosure Requirements) Regulations, 2015, Mr. Sunil Vakil (DIN :02527630), who was appointment as Additional Director of the Company with effect from 13<sup>th</sup> August, 2024 under Section 161 of the Companies Act, 2013 and the Article 73 of 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 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 Five Years(5 years) consecutive years, till the conclusion of 55<sup>th</sup> Annual General Meeting of the Company in the calendar year 2029.

Resolved Further that pursuant Regulation 17(1A) of the Securities and Exchange Board of India (Listing and Disclosure Requirements)Regulation, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the members be and is hereby accorded to continue and hold office of Independent Director of the Company by Mr. Sunil Vakil (DIN :02527630), who has already attained 75 years of age till his proposed tenure of appointment till the conclusion of 55<sup>th</sup> Annual General Meeting of the Company in the calendar year 2029

**6. Appointment of Mrs. Pooja Sura (DIN : 03565146) as a Director**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution**

“Resolved that pursuant to provision of Section 161 of the Companies Act, 2013 and rules made thereunder, Mrs. Pooja Sura (DIN :03565146) who was appointed as an additional director of the company on 13.08.2024 and whose terms of office expires U/s 161 of the Companies Act, 2013 being the due date of annual general meeting, be and is hereby appointed as director of the Company liable to retire by rotation.”

**7. Adoption of New set of Memorandum of Association of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

“Resolved that pursuant to the provision of Section 13 and other applicable provisions (if any) of the Companies Act, 2013, read with the Companies (Incorporation)Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force) the existing Memorandum of Association of the Company be and is hereby altered, amended and modify a required in accordance of the provisions of the Companies Act, 2013 and rules made thereunder, a copy of which is available for public inspection at the Registered Office and Corporate Office of the Company and posted on the Company’s website for perusal of members, and that the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution and to settle any question, difficulty or doubt that may arise in this regard and to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution either on its own or by delegating all or any of its powers to any of the Director, Company Secretary or any other officer of the Company. “

**8. Adoption of New set of Articles of Association :**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

“Resolved that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association which is available for public inspection at the Registered Office of the Company and on the Company’s website, be and are hereby approved and adopted, in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of Company.”

“Resolved further that the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution and to settle any question, difficulty or doubt that may arise in this regard and to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution either on its own or by delegating all or any of its powers to any of the Director, Company Secretary or any other officer of the Company.”

**9. Approval for Alteration of Object Clause in Memorandum of Association of the Company**

**To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution**

“ Resolved that pursuant to section 4 and 13 and other provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and subject to the approval of the Registrar of Companies or other applicable authorities, the consent of the members be and is hereby accorded and given to alter the object clause III of the memorandum of association of the Company in the following manner

To carry on the business as consultancy and advise in designing, developing, installing, implementing, buyers, sellers, importers, exporters and dealer in construction related or incidental thereto, computer software and act as technical and software development consultants in India and abroad in construction related software.”

**10. Approval for Alteration of Capital Clause in Memorandum of Association of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

“Resolved That pursuant to Section 13 of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause.

V. The Authorized Share Capital of the Company is Rs.4,00,00,000/-(Rupees Four Crores only) divided into 80,00,000 (Eighty Lacs) Equity Shares of Rs.5/- (Rupees Five only) each. “

**11. Sub-division (Stock Split) of equity shares of the Company for Rs.10/-(Rupees Ten Only) each to Rs.5/-(Rupees Five only) each**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution**

“**Resolved that** pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modifications thereto or re-enactment thereof, for time being in force), and Article 8 and other enabling provisions of the Articles of Association of the Company and subject to the approvals, consent(s), permission(s), sanction(s), if any, as may be required from the appropriate statutory authority(ies), the consent of the members be and is hereby accorded to sub-divide each equity shares of the Company, such that each equity share of nominal value of Rs.10/- (Rupees Ten only) each in the Capital of the Company fully paid up, into 2 (Two) Equity shares of Rs.5/- (Rupees Five Only) each fully paid up and all the Equity shares of Rs.10/-(Rupees Ten Only) each fully paid up, of the Company, be sub-divided accordingly, with effect from the Record Date as may be fixed for the purpose.

“Resolved Further that pursuant to the Sub-division of equity shares of the Company, all the Issued, Subscribed and Paid up Equity Share Capital of nominal value of Rs.10/- (Rupees Ten Only) of the Company existing on the Record Date to be fixed by the Board shall stand sub-divided into Equity Shares of nominal value of Rs.5/- (Rupees Five Only) each fully paid up.

Resolved further that upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificates in relation to the Equity Share Capital held in physical form shall be deemed to be automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificates, issue new share certificate in respect of the equity share held by the Member of the Company consequent upon sub-division of the equity shares as aforesaid and in case of the shares held in dematerialized form, the sub-divided equity shares shall be credited to the respective demat account of the beneficiary in lieu of the existing shares held by them.

Resolved Further that that Mr Jitendra Sura (DIN:00480172) and /or Mr, Jimish Sura (DIN:03096064 ) of the Company be and are hereby jointly/severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writing that may be required including filing of statutory returns with Government Authorities, on behalf of the Company and generally to do such acts deeds, matters and things to give, from time to time, such direction as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution. “

**By order of the Board of Directors**

**Place: Vadodara**

**Date: 13.08.2024**

**(Narendra D Shah)**  
**Company Secretary**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 3 to 10 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on 13<sup>th</sup> August, 2024 considered that the special business under Item No. 3 to 75 being considered unavoidable, be transacted at the 50<sup>th</sup> AGM of the Company.
2. General instructions for accessing and participating in the 50<sup>th</sup>AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:
  - a. In compliance with General Circular Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 10/2022 dated December 28, 2022 and General Circular No.09/2023 dated 25.09.2023 (which has clarified that, the Companies whose AGMs are due in the year 2023 or 2024, can conduct their

AGMs on or before 30<sup>th</sup> September, 2024 by means of Video Conference (VC) or other audio-visual means (OAVM) issued by Ministry of Companies Affairs ("MCA Circulars") and SEBI/HO/CRD/PoD2/P/CIR/2023/4 dated January, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars"), the 50<sup>th</sup> Annual General Meeting ("AGM") of the Company is being held through VC / OAVM without the physical presence of Members at a common venue. The deemed venue for the 50<sup>th</sup> AGM will be the Branch Office of the Company the situated at 2<sup>nd</sup> Floor, Bombay Shopping Centre, R. C. Dutt Road, Vadodara-390007.

- b. In terms of the circulars issued by MCA and SEBI, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 50<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting and for participation in the 50<sup>th</sup> AGM through VC/OAVM Facility and e-Voting.
  - c. The Members can join the AGM in the VC/OAVM mode between 30 minutes before and 15 minutes 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 AGM without restriction of first come first served basis.
  - d. Since the AGM will be held through VC/OAVM Facility, the Route Map of the AGM venue, proxy form and attendance slip is not annexed in this Notice.
  - e. 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 from time to time, 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 voting on the date of the AGM will be provided by NSDL.
  - f. In line with the circulars issued by MCA and SEBI, the Notice of the 50<sup>th</sup> AGM will be available on the website of the Company at [www.conartengineers.com](http://www.conartengineers.com) and on the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - g. Attendance of the Members participating in the 50<sup>th</sup>AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - h. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are deemed to be interested, maintained under Section 189 of the Act, will be available electronically for inspection on the website of the Company by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [www.conartengineers.com](http://www.conartengineers.com)
  - i. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
  - j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with circulars issued by MCA and SEBI in this regard, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 50<sup>th</sup> AGM and facility for those Members participating in the 50<sup>th</sup>AGM to cast vote through e-Voting system during the 50<sup>th</sup> AGM.
  - k. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with circulars issued by MCA and SEBI from time to time.
3. In compliance with the aforesaid MCA Circulars Policy-17/57/2021-CL-MCA of Govt. of India and BSE Notice 20240106-55 dated 06-01-2024, Notice of the AGM along with the Annual Report is not dispatched physically but being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories . Members who

hold the shares may note that the Notice and Annual Report will also be available on the Company's website at [www.conartengineers.com](http://www.conartengineers.com), website of stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) .

4. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Brief resume of Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015 with the Stock Exchange, are provided in the annexure to the notice.
6. The Register of Members and Share Transfer Books of the Company will be closed from **Saturday the 7<sup>th</sup> September, 2024 to Monday the 16<sup>th</sup> September, 2024**, (both days inclusive), for the purpose of Annual General Meeting.
7. Members desirous of obtaining any information in respect of Accounts of the Company are requested to send their queries in writing to the company at its Registered Office so as to reach at least seven days before the date of the meeting, so as to enable the Company to keep ready at the venue of the meeting for furnishing the same.
8. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
9. As per the regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 as amended, securities of the Company can be transferred only in dematerialized Form with effect from 1<sup>st</sup> Aril, 2019, except in case of request received for transmission or transposition of securities . In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holding in dematerialized form shares on June 8, 2018 to permit transfer of listed securities only in the dematerialized form.
10. **Voting through electronic means and Declaration of Results:**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to providing remote e- voting facility to its members in respect of the business to be transacted at the 50<sup>th</sup> AGM and also facility for those members participating in the 50<sup>th</sup>AGM to cast vote through e-voting system during the 50<sup>th</sup>AGM.

Mr. Jitendra Sura, Chairman & Managing Director of the Company and in his absence Mr. Jimish J. Sura, Executive Director – Finance & CFO will declare the results based on the Scrutinizer's report received on e-voting and voting at the meeting. The voting results along with Scrutinizer's report will be displayed on the

- (i) Notice Board of the Company at its Registered Office and Corporate Office.
- (ii) Company's website [www.conartengineers.com](http://www.conartengineers.com) and [www.bseindia.com](http://www.bseindia.com)
- (iii) NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and

The instructions for casting your vote electronically are as under:

- 13.. The remote e-voting period begins Friday the 13<sup>th</sup> September, 2024 (9:00 a.m. IST) and ends on Sunday, the 15<sup>th</sup> September , 2024 ( 5:00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as at the cut-off date of Friday, the July 19, 2024 may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of this Notice and holding shares as on August 17, 2024, may obtain the login Id and password by sending request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The remote e-voting module shall be disabled by NSDL for voting after 15<sup>th</sup> September, 2024 (5.00 p.m. IST).

The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

Those Members, who will be present in the AGM through VC / OAVM and have not casted their vote through remote e-voting and are otherwise not barred from doing this, shall be eligible to vote through e-voting system during the AGM.

14. The Company has appointed Mr. Sanjay Dholakia of M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.



15. The details of process and manner for remote e-voting and e-voting during the AGM are as under:

**Step 1.** The shareholders should log in to NSDL on to the e-voting system at [http:// www.evotingi.nSDL.com/](http://www.evotingi.nSDL.com/)

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

Details of Step 1 is mentioned below :

**How to log-in to NSDL e-voting system ?**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL : [http:// www.evotingi.nSDL.com/](http://www.evotingi.nSDL.com/) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting is launched, click on the icon “Login” which is available under ‘Shareholders’ actions. A new screen will open. You will have to enter User Id, your Password and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL Services i.e. IDEAS, you can log-in at <http://eservices.nSDL.com/> with your existing IDEAS login. Once you login to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.eCast your vote electronically.*
3. Your User ID details are given below
4. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use 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’ 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.
5. 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 member / Folio number, your PAN, your name and your registered address.

- d) Members can also use the OTP (One Time Password) based on login for casting the votes on the e-Voting system of NSDL.
6. After entering your password, tick on Agree to “ Terms and Conditions” by selecting on the check box.
7. Now, you will have to click on “Login” button.  
After you click on the “Login” button, Home page of e-Voting will open.

**Details of Steps 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 Acting Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycles 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 a printout of 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 [cs.jayeshvyas.hotmail.com](mailto:cs.jayeshvyas.hotmail.com)< with a copy marked to [evoting@nsdl.co.in](mailto: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 processing user id and password and registration of email ids for e-voting for the resolution set out in this notice :**

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 copy of Aadhar Card) by email to (Company email ID).

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 Company email ID.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING OF THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be connected for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through NSDL e-Voting system. Members may access the same at <http://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 the 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 / folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

**Instructions for Members for attending the AGM through VC/OAVM**

- a. Members will be able to attend the AGM through VC / OAVM provided by NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) by using their remote e-voting login credentials and selecting the EVSN 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 this Notice. Further, Members can also use OTP based login for logging into the e-voting system of NSDL.

Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of its Board Resolution / Authority Letter etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf. The said Resolution / Authority letter shall be send through its registered Email Id to the Scrutinizer at Jayesh Vyas with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- b. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- c. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No. Pan, Mobile No. to the Company at [www.conartengineers.com](http://www.conartengineers.com) prior to seven days from the date of AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speaker depending on the availability of time for the AGM.
- d. Members who need assistance before or during the AGM, can contact on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800- 222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / +91 22 24994360 / +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager, NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in) / +91 22 24994553 / +91 9326781467.

**9. Recommendation to the Members.**

It is recommended to join the AGM through laptop for better experience. You are requested to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their data network. It is therefore recommended to use stable wi-fi or wired connection to mitigate any kind of aforesaid glitches.

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"):**

**Item Nos. 3**

Mr. Jitendra Sura's tenure as Managing Director of the Company expires on 31<sup>st</sup> October, 2024. At the meeting of the Board of Directors of the Company held on 13<sup>th</sup> August, 2024, the re-appointment of Mr. Jitendra Sura as Managing Director for a period of 3 years with effect from 1<sup>st</sup> November, 2024 was approved on the terms and conditions as set out below, based on the recommendations of the Nomination & Remuneration Committee of the Board and subject to the approval by the shareholders of the Company. Mr. Jitendra Sura is a Civil Engineer and has been working with the Company since long, in different capacities. Considering Mr. Jitendra Sura's immense contribution to the Company and future challenges, it is proposed the package as follows.

- 1) **Salary:** Rs. 1,60,000/- per month.
- 2) **Perquisite:** As may be applicable to the working Directors in terms of the rules of the Company restricted to 50% of basic salary. The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated, on meeting specified performance criteria.
- 3) **Minimum Remuneration:** Notwithstanding anything herein contained, where in any financial year during the period of his office as a Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Jitendra Sura.

Mr. Jitendra Sura' satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

4) **Duties and Powers:**

- 4.1. The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company & performing duties as assigned to the Managing Director by the Board from time to time.
- 4.2. The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause 4.1 above.
- 4.3. The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

5) **Other Terms and conditions :**

- The Managing Director shall be liable to retire by rotation.
- This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's address given above or by making a payment of equivalent salary in lieu thereof.
- The Company may terminate this Agreement forthwith by notice in writing to Mr. Jitendra Sura if he shall become bankrupt or make any composition or arrangement with his creditors or if he shall cease to be a Director or shall commit a breach of any of the terms, conditions and stipulations herein contained and on his part to be observed and performed.
- Mr. Jitendra Sura shall during his term, abide by the provisions of the Conart Engineers Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- This agreement is subject to the jurisdiction of the Courts of Vadodara.

The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out herein below:

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of re-appointment and remuneration specified above are now being placed before the Members for their approval.

Pursuant to Section 196(3) of the Companies Act, 2013, "No company shall appoint or continue the employment of any person as Managing Director, who is below the age of twenty one years or has attained the age of seventy years, provided

that the appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. The Board considers the continuation of Mr. Jitendra Sura to be beneficial to the interest of the Company, considering his long experience and the service being rendered by him and commends Special Resolution set out at Item no.33 of the notice for approval by the members

Except Mr. Mr. Jitendra Sura' (the appointee), Mr. Jimish J Sura (being relatives of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Jitendra Sura under Section 190 of the Act.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out herein below:

**I. General Information:**

1. Nature of Industry : Civil Construction Industry
2. Date of commencement of commercial operations: 1<sup>st</sup> February, 1974
3. In case of new companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given.

(Rs. in Lacs)

Particulars	Year 2023-24	Year 2022-23
Gross Income- Turnover	4948.86	3566.86
Operating Profit / (Loss) before Interest & Depreciation and Tax	370.02	310.16
Net Profit / (Loss) after Tax	374.93	222.07
Equity Capital (face value of Rs.10)	314.00	314.00
Net Worth	2902.80	2527.88

5. **Foreign Investments or collaborations if any:** NIL

**II. Information about the Appointee :**

**1. Background details :**

Mr. Jitendra Sura is a Civil Engineer and has been working with the Company since long, in different capacities, Mr. Jitendra Sura's has made immense contribution to the Company and worked at different levels of Organization and he remained will equipped to face future challenges,

2. **Past remuneration drawn:** Rs. 27.78 lacs p.a. including perks.

3. **Recognition or awards :** None

**4. Job profile and his suitability :**

His job involves diverse fields of covering administration, Marketing and Corporate Management. It requires long term strategy and in depth knowledge of the cost efficiency and competitive era. He is very well versed in all aspects of cost and technical administration. Further, the Managing Director is entrusted with the powers and authority to manage the affairs of the Company subject to superintendence, direction and control of the Board of Directors. He is having vast experience of corporate management and possesses all required competencies. Thus, he is ideally suited for the job.

5. **Remuneration proposed:** Rs. 1,60,000/- p.m.

**6. Comparative remuneration profile with respect to industry size of the Company, profile of the position and person:**

Taking into consideration of remuneration of Senior Executives in the industry in general has gone up manifold. The remuneration proposed to the appointee is purely on the basis of merit keeping in view the profile of the appointee, responsibilities assigned to him and being shouldered by him, industry remuneration benchmarks, Company's remuneration policy as finalised by Nomination and Remuneration Committee constituted by the Board.

**7. Pecuniary relationship directly or indirectly with the Company, or relationship with the management personnel, if any:**

Besides the remuneration proposed, Mr Jitendra Sura does not have any pecuniary relationship with the Company. Mr. Jimish J Sura, the Key Managerial Personnel is related to him.

**III. Disclosures:**

1. The remuneration package proposed to be given to Mr. Jitendra Sura is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. The tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meeting with a notice period of one month by either side
2. Mr. Jitendra Sura is holding 205921 Equity Shares of the Company whereas Mr. Jimish Sura, Executive Director & CFO the relative, hold 662107 shares.

The agreement between the Company and Mr. Jitendra Sura is available for inspection by the members of the Company at its Registered Office / Branch Office between 3.00 p.m. and 5.00 p.m. on any working day of the Company.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

**Item No.4**

Mr. Jimish Sura's tenure as Executive Director – Finance & CFO of the Company expires on 31<sup>st</sup> October, 2024. At the meeting of the Board of Directors of the Company held on 13<sup>th</sup> August, 2024, the re-appointment of Mr. Jimish Sura's tenure as Executive Director – Finance & CFO for a period of 3 years with effect from 1<sup>st</sup> November, 2024 was approved on the terms and conditions as set out below, based on the recommendations of the Nomination & Remuneration Committee of the Board and subject to the approval by the shareholders of the Company. Mr. Jimish Sura is a Master in Civil Engineer and has been working with the Company since long, in different capacities. Considering Mr. Jimish Sura's immense contribution to the Company and future challenges, it is proposed the package as follows.

- 1) **Salary:**Rs. 1,95,000/- per month.
- 2) **Perquisite:** As may be applicable to the working Directors in terms of the rules of the Company restricted to 75% of basic salary including superannuation allowance. The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated, on meeting specified performance criteria.
- 3) **Minimum Remuneration:** Notwithstanding anything herein contained, where in any financial year during the period of his office as a Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Jitendra Sura.

Mr. Jimish Sura' satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

**4) Duties and Powers:**

- 4.1. The Executive Director – Finance & CFO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company & performing duties as assigned the Executive Director – Finance & CFO by the Board from time to time.
- 4.2 The Executive Director – Finance & CFO shall not exceed the powers so delegated by the Board pursuant to clause 4.1 above.
- 4.3 The Executive Director – Finance & CFO undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

**5) Other Terms and conditions :**

- The Executive Director – Finance & CFO shall be liable to retire by rotation.

- This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's address given above or by making a payment of equivalent salary in lieu thereof.
- The Company may terminate this Agreement forthwith by notice in writing to Mr. Jimish Sura if he shall become bankrupt or make any composition or arrangement with his creditors or if he shall cease to be a Director or shall commit a breach of any of the terms, conditions and stipulations herein contained and on his part to be observed and performed.
- Mr. Jimish Sura shall during his term, abide by the provisions of the Conart Engineers' Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- This agreement is subject to the jurisdiction of the Courts of Vadodara.

The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out herein below:

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of re-appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. Mr. Jimish Sura' (the appointee), Mr Jitendra Sura (being relatives of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Jimish Sura under Section 190 of the Act.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out herein below:

**I. General Information:**

1. Nature of Industry : Civil Construction Industry
2. Date of commencement of commercial operations: 1<sup>st</sup> February, 1974
3. In case of new companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus:Not Applicable
4. Financial performance based on given.

(Rs. in Lacs)

Particulars	Year 2023-24	Year 2022-23
Gross Income- Turnover	4948.86	3566.86
Operating Profit / (Loss) before Interest & Depreciation and Tax	370.02	310.16
Net Profit / (Loss) after Tax	374.93	222.07
Equity Capital (face value of Rs.10)	314.00	314.00
Net Worth	2902.80	2527.88

5. **Foreign Investments or collaborations if any:** NIL

**II. Information about the Appointee :**

**1. Background details :**

Mr. JimishSura is a Master in Civil Engineer and has been working with the Company since long, in different capacities, Mr. Jitendra Sura's has made immense contribution to the Company and worked at different levels of Organization and he remained will equipped to face future challenges,

2. **Past remuneration drawn:** Rs. 39.79 lacs p.a. including perks.

3. **Recognition or awards :**None

**4. Job profile and his suitability :**

His job involves diverse fields of covering administration, Marketing and Corporate Management. It requires long term strategy and in depth knowledge of the cost efficiency and competitive era. He is very well versed in all aspects of cost

and technical administration. Further, the Executive Director- Finance &CFO is entrusted with the powers and authority to manage the affairs of the Company subject to superintendence, direction and control of the Board of Directors. He is having vast experience of corporate management and possesses all required competencies. Thus, he is ideally suited for the job.

**5. Remuneration proposed:**Rs. 1,95,000/- p.m.

**6. Comparative remuneration profile with respect to industry size of the Company, profile of the position and person:**

Taking into consideration of remuneration of Senior Executives in the industry in general has gone up manifold. The remuneration proposed to the appointee is purely on the basis of merit keeping in view the profile of the appointee, responsibilities assigned to him and being shouldered by him, industry remuneration benchmarks, Company's remuneration policy as finalised by Nomination and Remuneration Committee constituted by the Board.

**7. Pecuniary relationship directly or indirectly with the Company, or relationship with the management personnel, if any :**

Besides the remuneration proposed, Mr Jimish Sura does not have any pecuniary relationship with the Company. Mr. Jitendra Sura, the Key Managerial Personnel is related to him.

**III. Disclosures:**

1. The remuneration package proposed to be given to Mr. Jimish Sura is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. The tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meeting with a notice period of one month by either side
2. Mr. Jitendra Sura is holding 205921 Equity Shares of the Company whereas Mr. Jimish Sura, Executive Director & CFO the relative, hold 662107 shares.

The agreement between the Company and Mr. Jitendra Sura is available for inspection by the members of the Company at its Registered Office / Branch Office between 3.00 p.m. and 5.00 p.m. on any working day of the Company.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

**Item No. 5 :**

The Board of Directors of the Company at their meeting held on 13<sup>th</sup> August, 2024, based on the (i) outcome of performance evaluation (ii) recommendations of the Nomination and Remuneration Committee and (iii) experience and past contributions made by Mr. Sunil Vakil (DIN :02527630), have approved his appointment as an Independent Director for 5 (five) consecutive years till the conclusion of 55<sup>th</sup> Annual General Meeting of the Company to be held on the calendar year 2029, subject to approval of the shareholders. Mr. Sunil Vakil is a Chartered Accountant and have experience of around 40 years in the field of audit, taxation, Forensic Audit, Business restructuring and Financial Engineering

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, considering the wealth of experience of Mr. Sunil Vakil, Independent Director of the Company and the immense value to the Board and the Company, the appointment of Mr. Sunil Vakil for 5 (five) consecutive years would be in the interest of the Company and its shareholders.

Relevant details relating to appointment and Directorship of Mr. Sunil Vakil, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the "Annexure A" to the Notice.

Mr. Sunil Vakil is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as an Independent Director of the Company.

The Company has also received declarations from him that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations. In the opinion of the Board, Mr. Sunil Vakil fulfil the conditions for appointment as Independent Director as specified in the Act and Listing Regulations Mr. Sunil Vakil is independent of the management.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sunil Vakil for the office of Director of the Company.

Other than Mr. Sunil Vakil and his relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions, this statement may also be regarded as an appropriate disclosure under the Listing Regulations.



**Brief resume of Mr. Sunil Vakil**

Mr. Sunil Vakil is a Chartered Accountant and having expertise of around 40 years of in depth experience in the field of project management, Business Restructuring and Financial Engineering, Corporate Advisory and Financial Management Project feasibility studies, drafting and evaluating complex contracts/agreements, Forensic Audit & Investigative Engagements

The Company will benefited in coming days during the tenure of Mr. Sunil Vakil, as an Independent Director and thus recommend the resolution for his appointment as set out at Item No. 5 of the accompanying notice.

Except Mr. Sunil Vakil (the appointee), none of the other Directors or key managerial personnel of the Company or their relatives, are concerned or interested, financially or otherwise in this Resolution.

**Item No.6**

Mrs. Pooja Sura is MS in computer Engineering, was appointed as an additional director of the Company as per the article 73 of articles of association of the Company. According to the provision of Section 152 of the Companies Act, 2013, she holds office as director up to the date of coming ensuing annual general meeting.

As required by section 160 of the Companies Act, 2013 and rules made thereunder, a notice alongwith requisite fees has been received from a member of his intention to propose appointment of Mrs. Pooja Sura as a director liable to retire by rotation.

Mrs. Pooja Sura is not disqualified from being appointed as director in terms of section 164 of the Companies Act, 2013 and has complied the requirement of the Act. Therefore, she is appointed director from the ensuing annual general meeting.

The board considers it desirable that the company should continue to avail itself of her service and hence recommends the resolution for approval of the shareholders as an ordinary resolution.

Pursuant to applicable provisions of the Companies Act, Mr. Jitendra Sura and Mrs. Jimish Sura being relatives of Mrs. Pooja Sura, none of the other directors of the company and their relatives is concerned or interested financially or otherwise, in the resolution.

**Item No. 7& 8**

The existing Memorandum & Articles of Association (MOA & AOA) were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and some of which are no longer in force.

With the enacting of the Companies Act, 2013 into force, several regulations of the existing MOA & AOA of the Company requires alterations and deletions of several places.

Further, pursuant to Section 5 of the Companies Act. 2013, to carry on the aforesaid amendments it is mandatory to align the Articles of the Company with the Companies Act, 2013.

Accordingly, it has been considered expedient to alter and modify the existing MOA and adopt new set of AOA in entire exclusion of the existing AOA of the Company.

Copy of altered Memorandum of Association, proposed to be considered and adopt by the Members of the Company shall be kept for inspection by the Members during 2.00 PM to 5 .00 PM on all the working days (except Saturday and Sundays and holidays) at the Registered office and the Corporate Office of the Company and shall be also uploaded on Company's website for reference of the Members and Public.

None of the Directors or Key Management Personnel or their relatives is in any way concerned or interested in the Resolutions as set out in Item no.6 & 7.

Your Directors recommend the Resolution as set out in Item No. 6 & 7 as Special Resolutions for the approval of the Members.

**Item No.9**

**Approval for Alteration of Object Clause in Memorandum of Association of the Company**

The Company was formed with an objective to carry on business of construction area but now the directors decided to diversify and to enter into new IT field to expand its business of the Company. After discussion, the directors of the Company have decided to do the business of software development in the construction field and the Company can carry on its business more economically and efficiently with the present infrastructure. The proposed alteration is subject to the confirmation by the shareholders.

Pursuant to applicable provisions of the Companies Act, 2013, none of the directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

The copy of new set of memorandum of association of the Company is available for inspection of members on any working day, during business hours at the registered office or branch office of the Company.

The board recommends the resolution for approval of the shareholders as special resolution.

**Item No.10**

**Approval for Alteration of Capital Clause in Memorandum of Association of the Company.**

The proposed sub-division of the Equity Shares of the Company of Rs. 10/- each into smaller denomination of Rs. 5/- requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in item no.7 of the accompanying Notice reflecting the corresponding changes in the Authorized Capital of the Company consequent to the proposed Sub-division from Rs.4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 (Forty Lakh) Equity Shares of Rs.10/- each (Rupees Ten only) to Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs.5/- each (Rupees Five only).

The Board of Directors recommended the resolution at item no.10 of the AGM Notice for approval of the Members by **Special Resolution**.

None of the Directors or Key Management Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

**Item No.11**

**Sub-division (Stock Split) of equity shares of the Company for Rs.10/-(Rupees Ten Only) each to Rs. 5/- (Rupees Five only) each**

The Equity Shares of the Company are listed on BSE Limited. In order to improve the liquidity of the Company's equity shares in the stock market with higher floating stock in absolute numbers, the Board of Directors of the Company in their meeting held on Tuesday, the 13<sup>th</sup> August, 2024, considered desirable to sub-divide the nominal value of the equity share capital of the Company from Rs.10/- per share to Rs.5/- per share as proposed in the resolution subject to the approval of the shareholders and all authorities concerned.

The Record Date for the aforesaid Sub-division of the Equity Shares will be fixed by the Company after the approval of the shareholders is obtained.

Upon approval of shareholders for sub-division of shares, in case the shares are held in physical, the old share certificates of face value of Rs.10/- each will be cancelled on the Record Date and the new share certificates will be sent to the shareholders. In case the shares are in dematerialized form, the sub-divided shares will directly credited to the shareholders demat account on the record date in lieu of their existing shares.

The Board of Directors recommended the resolution at Item no.9 of the AGM Notice for approval of Members by Ordinary Resolution.

None of the Directors or Key Management Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

**For and on behalf of the Board of Directors,**

**Date :13.08.2024**

**Place: Vadodara**

**(Narendra D Shah)**  
**Company Secretary & Compliance officer**  
**ACS-7480**

**ANNEXURE -A**

**Details of Directors Seeking Appointment / Re-Appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (LODR) Regulation, 2015 and SS-2 on General Meeting)**

<b>Name</b>	<b>Mr. Jimish Sura</b>	<b>Mr. Jitendra Sura</b>	<b>Mr. Sunil Vakil</b>	<b>Mrs. Pooja Sura</b>
DIN	03096064	00480172	02527630	03565146
Date of Birth	5 <sup>th</sup> September, 1976	18 <sup>th</sup> October, 1950	6 <sup>th</sup> May, 1976	15 <sup>th</sup> December, 1976
Date of Appointment	29 <sup>th</sup> May, 2010	1 <sup>st</sup> December, 1978	13.08.2024	13.08.2024
Qualifications	Master in Civil Engineering	Civil Engineer	Chartered Accountant	MS in computer Engineering
Expertise in specific functional areas	Civil Construction and Engineering	Civil Construction and Engineering	Finance, Accounts and Taxation	Civil construction and Engineering
Directorships held in other private / public companies (excluding foreign companies and Section 8 companies)	NII	NIL	Shivam Autotech Ltd. Amity Soft Technology Pvt. Ltd Woleco India Pvt Ltd International Hotel Supply (India) Pvt Ltd	
Chairperson of Board, Committee in other public limited Companies	NII	NII		
Memberships / Chairmanships of committees of <b>other public companies</b> (includes only Audit Committee and Stakeholders' Relationship Committee.	NII	NIL		
Number of shares held in the Company	6,62,107	2,05,921		50000

**Note:** For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of the above directors please refer to the Board's Report.

**BOARD'S REPORT**

To the Members of  
**CONART ENGINEERS LIMITED**

Your Directors have pleasure in presenting their 50<sup>th</sup> Annual Report together with the Audited Financial Statement of Accounts for the financial year ended March 31, 2024.

Following figures summaries, the operational performance of the Company for the Financial Year ended 31<sup>st</sup> March, 2024.

**1. Financial Statement:**

Particulars	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
Revenue from Operations	4889.43	3548.56
Other Incomes	59.43	18.30
<b>Total Revenue</b>	<b>4948.86</b>	<b>3566.86</b>
Profit for the year before Interest, Depreciation & Tax	370.02	310.16
Less :Finance Cost	1.74	2.69
Less :Depreciation & Amortization Expense	60.18	54.35
Less :Provision for Taxation	98.00	57.70
Add: Provision for Deferred Tax	-49.26	6.25
Short/(Excess) Tax Provision	-8.18	-8.28
Other Comprehensive Income	66.82	24.62
<b>Net Profit</b>	<b>374.93</b>	<b>222.07</b>

**2. Dividend :**

During the year under review, the Company has decided to plough back the profit for new projects to be undertaken on hand as well as for operating smooth working capital cycle, the company needs to arrange bank guarantee for securing finance, which the company is arranging from their investment in mutual fund, the board therefore, does not recommend payment of any dividend to the shareholders, for the year under review.

**3. Transfer to Reserve :**

The Company does not propose to transfer any sum to its General Reserve.

**4. Financial Performance and Operational Review:**

During the financial year 2023-24,

- i. Gross Sales of the Company for the year under review, reached to Rs. 4889.43 lakhs as compared to Rs. 3548.56 lakhs in the previous year, showing increase of 37.79% as compared to previous year.
- ii. Net Profit after Tax, reached to Rs.308.11 lakhs as against Net Profit of Rs.197.45 lakhs of the previous year, registering increase in profit of 56.04% as compared to previous year.

The Company's other key performance indications are as under:

- i. Cash Profit increased by 46.26% to Rs.368.29 Lacs from Rs. 251.80 Lacs in previous year.
- II. The Assets disposed off for FY 2023-24 was Rs. 38.49 Lacs due to high wear and tear as against Rs.66.24 Lacs of the previous year.

**5. Change in the nature of business:**

During the year under review, there was no change in the nature of the business of the Company.

**6. Subsidiary Companies:**

The Company does not have any subsidiary company.

**7. Adequacy of internal financial controls:**

The Company has adequate and effective internal Financial control systems with regard to financial statements, having assurance on authorizing, recording and reporting transactions of its operations in all material respects which provides protection and safeguard against misuse or loss of assets of the Company. The Company has well established documentation procedures covering financial and operational functions commensurate with the size and complexities of the organization.

Some of the salient features of the internal control system in place are:-

- i. Following the statutory and applicable Accounting Standards and Policies.
- ii. Preparation of annual budget for production, operation and service functions and monitoring the same with actual performance at regular intervals.
- iii. All assets are properly recorded and procedures have been put in place to safeguard against any loss or unauthorized use or disposal.
- iv. Surprise checking of all departments, locations and functions at regular intervals.
- v. The observations arising out of surprise checking are periodically reviewed at the Audit Committee meetings along with follow up action.
- vi. Periodic presentations are made to the Audit Committee on various operational and financial risks faced by the Company and action plan of the Company to mitigate the same.

During the year, such controls were tested and upgraded and no reportable material weaknesses, variances, in the design or operation were observed.

**8. Particulars of Loans, Guarantees or Investments:**

During the year under review, your Company has not directly or indirectly -

- a) given any loan to any person or other body corporate other than usual advances envisaged in a contract of supply of materials, if any;
- b) given any guarantee or provided security in connection with a loan to any other body corporate or person; and
- c) Acquired by way of subscription, purchase or otherwise, the securities of any other body corporate.

**9. Particulars of Contracts or Arrangements with Related Parties:**

All related party transactions that were entered into during the financial year, were on arm's length basis and during the ordinary course of Company's business, with prior approval of the Audit Committee and the Board, as required. The Company has not entered into any contract, arrangement or transaction with any related party which could be considered as material and exceeding the prescribed ceiling, as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requiring the prior approval of the Members.

The Board has approved a policy for related party transactions which is already posted on the website of the Company ([www.conaratengineers.com](http://www.conaratengineers.com)).

All the related party transactions are placed before the Audit Committee as well as the Board for approval on a quarterly basis. Omnibus approval was also obtained from the Audit Committee and the Board, on an annual basis, for repetitive transactions.

Related party transactions under Accounting Standard – AS 18 are disclosed in the notes to the financial statements. Prescribed Form No. AOC-2 pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 is furnished as **Annexure – A** to this report.

**10. Directors' Responsibility Statement :**

Pursuant to section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of its knowledge and ability, confirm that:

- a. in the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit of the Company for that period.

- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a 'going concern' basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal controls are adequate and are operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**11. Directors and Key Managerial Personnel:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Jimish J. Sura (DIN 03096064), retires by rotation at the ensuing AGM and being eligible, offer herself for re-appointment.

Pursuant to the Provisions of Section 196, 197, 203 and other applicable provisions of the Act and based on the recommendations of the Nomination and Remuneration Committee ("NRC") and subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company, the Board of Directors at their meeting held on 13.08.2024, has appointed Mr. Sunil Vakil as Independent Director for a period of 5 Years from 13.08.2024 to 12.08.2029. Members are requested to consider his appointment.

On the recommendations of the NRC, the Board of Directors at their meeting held on 13<sup>th</sup> August, 2024, has appointed Mr. Jitendra Sura, as the Managing Director of the Company for the period of three years, subject to the approval of members at ensuing general meeting.

On the recommendations of the NRC, the Board of Directors at their meeting held on 13<sup>th</sup> August, 2024, has appointed Mrs. Pooja Sura, as the Additional Director of the Company, her term is expires on the date of annual general meeting, your directors recommends for her appointment as a director liable to retire by rotation..

On the recommendations of the NRC, the Board of Directors at their meeting held on 13<sup>th</sup> August, 2024, has appointed Mr. Jimish Sura, as the Executive Director – Finance & CFO of the Company for the period of three years, subject to the approval of members at ensuing general meeting.

None of the Company's Directors are debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

None of the Directors of the Company, are disqualified from being appointed as a director specified in Section 164 of the Companies Act, 2013.

Brief profiles of the Directors proposed to be appointed / re-appointed and retires by rotation, are annexed to the Notice convening Annual General Meeting.

In the opinion of the Board, the Independent Directors possess appropriate balance of skills, experience and knowledge , as required.

**Key Managerial Personnel**

During the financial year under report, the following persons performed the roles of the Key Managerial Personnel of the Company, as per Section 2(51) and 203 of the Companies Act, 2013.

Mr. Jitendra Sura	- Chairman & Managing Director
Mr. JimishSura	- Executive Director & Chief Financial Officer
Mrs. Kavaljitkaur H. Dhillon	- Company Secretary (upto 30.06.2024)
Mr. Narendra D. Shah	- Company Secretary and Comp. Officer w.e.f 06.08.2204

There is a change in the Key Managerial Personnel during the financial year under report..

**12. Declaration by Independent Directors:**

The Company has received Declarations of Independence as stipulated under Section 149(7) of the Companies Act, 2013 from each of the Independent Directors confirming that he is not disqualified from appointing / continuing as Independent Director as laid down in section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR Regulations. The same are also displayed on the website of the Company [www.conartengineers.com](http://www.conartengineers.com) The Independent Director have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

The Independent Directors of the Company have registered themselves with the data bank maintained by Indian Institute of Corporate Affairs (IICA). In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has received necessary declarations from all Independent Directors of the Company confirming that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 as well as under Regulation 25 and 16(1)(b) of SEBI (LODR) Regulations. There has been no change in the circumstances which may affect their status as independent director during the year.

**13. Board Evaluation:**

The Board of Directors has carried out an annual evaluation of its own performance, Board, Committees and Individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, attendance, prior study of materials given, participation at the meetings, level and effectiveness of Committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the Individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-executive Directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the Independent Director being evaluated.

**14. Familiarization Program for the Independent Directors:**

In compliance with the requirements of SEBI Regulations, 2015, the Company has put in place a familiarization program for the Independent Directors to familiarize them with their roles, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc.

**15. Policy on Directors' Appointment and Remuneration and Particulars of other details:**

The Nomination and Remuneration Committee has laid down the criteria for Directors appointment and remuneration including criteria for determining qualification, positive attributes and independence of a Director. The following attributes/criteria for selection have been laid by the Board on the recommendation of the Committee:

- the candidate should possess the positive attributes such as leadership, entrepreneurship, business advisor or such other attributes which in the opinion of the Committee are in the interest of the Company;
- the candidate should be free from any disqualification as provided under Sections 164 and 167 of the Companies Act, 2013;
- the candidate should meet the conditions of being independent as stipulated under the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges, in case of appointment as an independent director; and
- the candidate should possess appropriate educational qualification, skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, corporate governance, technical operations, infrastructure or such other areas or disciplines which are relevant for the Company's business.

**16. Number of Meetings of the Board:**

During the year under review, Five (5) Meetings of the Board of Directors were held on 30<sup>th</sup> May, 2023, 27<sup>th</sup> July, 2023, 14<sup>th</sup> August, 2023, 13<sup>th</sup> November, 2023 and 7<sup>th</sup> February, 2024, wherein all the Directors were present.

**17. Extract of Annual Return:**

A copy of the Annual Return as required under Section 92 (3) and Section 134(3)(a) of the Act has been on the Company's website. The web-link as required under the Act is as under.

<https://conaratengineers.com/annual-returns>

As provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure–B** in the prescribed Form MGT-9, which forms part of this report.

**18. Audit Committee:**

The Audit Committee comprises of 3 Independent Non-Executive Directors, with Ms. Deepti Sharma, as the Chairman and Mr. Nirmal Parish & Jignesh Shah as the Member who met 5 Times during the year under review, 30<sup>th</sup> May, 2023, 27<sup>th</sup> July, 2023, 14<sup>th</sup> August, 2023, 13<sup>th</sup> November, 2023 and 7<sup>th</sup> February, 2024. wherein all the Members were present and transacted the business as per the terms of reference. The Committee meets the criteria laid down under Section 177 of the Companies Act, 2013, read with Regulation 18 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015

**19. Material Changes and Commitments, if any, affecting the Financial position of the Company which have occurred between the end of Financial Year of the Company to which the Financial Statement relate and the date of the Report :**

There were no material changes that have affected the financial position of the Company which have occurred between the end of financial year on 31<sup>st</sup> March, 2024 and till the date of this report .

**20. Management Discussion and Analysis:**

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015, the Management Discussion and Analysis has been given hereunder.

**a. Industry Scenario/India key market trends :**

Despite the challenges thrown up by continued geopolitical conflicts between Russia-Ukraine War, Israel and Palestine war, Iran & Israel attack and modest global growth, growing domestic demand, which has aided its strong growth.

India's economy is a complex mix of agriculture, manufacturing and a rapidly growing service sector. Despite the significant role of Agriculture, the sector faces challenges like low productivity and inadequate infrastructure and is vulnerable to climatic conditions. Manufacturing varies from village industries to modern industries like pharma, automobiles and textiles. The service sector, including IT and financial services, has seen rapid expansion, becoming a major contributor to GDP.

**b. Opportunities and Threats :**

***Macro-economic risks***

Indian economy has become the fifth largest economy in the world. The major election uncertainties are out of the way and likely announcement of rate cuts by central banks in west. But India will likely see improved capital flows boosting private investments and a rebound in export.

**c. Outlook :**

Even outlook looks positive in FY 2024-25, the recent rapid rate hike may have impact on credit. It has been forecasted that the agriculture sector may have negligible impact due to El-Nino factor and monsoon will remain normal.

The consensus among our analysts is for India to remain among Asia's top performers in the coming years boosted by domestic political stability, a business-friendly reform agenda, strong population growth and increased interest of foreign firms looking to diversify supply chains away from China .

**d. Risks and concerns:**

***i. Risk related of Raw Materials:*** Risks associated with key procurement relationships include:

- a. the availability of raw materials, more particularly Iron & Steel ;
- b. the price of raw materials may be subject to material changes in world-wide pricing levels;
- c. Very high input costs such as freight and electricity and frequent fluctuation in raw material prices in the market ; and
- d. key supplier relationships may be lost or impaired, contracts renewed on less favorable terms or exit of key suppliers from the market.

The Company plans well in advance to procure the raw materials from the domestic reputed supplier located in different parts of the country to mitigate risk relating to availability of raw materials.

**e. Internal Control System and their Adequacy:**

The Company's internal audit system has been continuously monitored and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The Audit Committee makes a note of the audit observations and takes corrective/remedial actions wherever necessary. It also maintains constant dialogue with statutory and internal Auditors to ensure that Internal Control system are operating effectively. Based on its evaluation (as provided under Section 177 of the Companies Act, 2013 and Clause 18 of SEBI Listing Regulations), the Audit Committee has concluded that as of 31<sup>st</sup> March, 2024, the Internal Financial Controls were adequate and operating effectively.



M/s. Govind Prasad & Co, Chartered Accountants, the Statutory Auditors formed an opinion that the Company has, in all material respect, an internal financial control with reference to financial statements of the Company and such internal financial reporting are operating effectively. The criteria for financial reporting as established by the Company considering the essential components of internal control as stated in the Guidance note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India and a report on the internal controls over financial reporting as defined in Section 143 of the Companies Act, 2013.

**f. Discussion on financial performance with respect to operational performance:**

**Analysis of the profit and loss statement**

**Revenues :** Revenue from operations reported 37.79% increase from Rs. 3548.56 Lacs in 2022-23 to Rs. 4889.43 Lacs in 2023-24

**Expenses :** Total expenses of the Company increased by 38.82% from Rs. 3313.74 Lacs in 2022-23 to Rs. 4600.19 Lacs in 2023-24 due to corresponding increase in sales volume, which is also falling at 37.79% .

**Analysis of the Balance Sheet Sources of funds.**

- The net worth of the Company increased from Rs. 2527.88 Lacs as on 31<sup>st</sup> March, 2023 to Rs. 2902.80 Lacs as on 31<sup>st</sup> March, 2024 owing to increase in reserves and surpluses.
- Other Expenses costs of the Company increased from Rs.1045.70 Lacs as on 31<sup>st</sup> March, 2023 to Rs.21.36.85 Lacs as on 31<sup>st</sup> March, 2024 due to increase in provision for bad debts, payment to sub-contractor with materials and loss on sale of assets sold or discarded.

**Application of funds.**

**Other non-current assets.**

Other non-current assets of the Company decreased from Rs. 13.12 Lacs as on 31<sup>st</sup> March, 2023 to Rs.8.39 Lacs as on 31<sup>st</sup> March, 2024.

**Working Capital Management.**

- Net Current assets of the Company increased from Rs. 1163.85 Lacs as on 31<sup>st</sup> March, 2023 to Rs.1319.80 Lacs as on 31<sup>st</sup> March, 2024. The current ratios of the Company stood at 5.95 compared to 5.57 in 2022-23 shows sufficient margin for working capital.
- Inventories including raw materials and work in progress among others decreased by 37.57% from Rs.669.26 Lacs as on 31<sup>st</sup> March, 2023 to Rs. 417.76 Lacs as on 31<sup>st</sup> March, 2024. Inventory cycle days drastically in FY 2022-23 to 56 days of turnover as against 40 days equivalent in 2023-24.
- Trade receivables increased by 105% from Rs, 479.76 Lacs on 31<sup>st</sup> March, 2023 to Rs.985.78 Lacs as on 31<sup>st</sup> March, 2024 which are less than a year accepted as industry norm.. More than 95.57% of the receivables are considered good. The Company debtors' turnover cycle is 62 days during 2023-24 compared to 83.14 days in FY 2022-23. The trade receivables recovery is maintained at reasonable level.
- Cash & bank balance of the Company decreased from Rs.277.50 Lacs as on 31<sup>st</sup> March, 2023 to Rs.257.96 Lacs as on 31<sup>st</sup> March, 2024.

**Key Ratios**

Particulars	F. Y. 2023-24	F. Y. 2022-23
Current Ratio	<b>5.95</b>	<b>5.57</b>
Debt-Equity Ratio	<b>0.00</b>	<b>0.00</b>
Debt-Service Coverage Ratio	<b>NA</b>	<b>NA</b>
Return on Equity Ratio	<b>0.11</b>	<b>0.08</b>
Inventory Turnover Ratio	<b>9.24</b>	<b>6.52</b>
Trade Receivable Ratio	<b>5.93</b>	<b>4.39</b>
Trade Payable Ratio	<b>7.30</b>	<b>6.89</b>
Net Capital Turnover Ratio	<b>2.34</b>	<b>6.89</b>
Net Profit Ratio	<b>0.06</b>	<b>0.06</b>
Return on Capital Employed	<b>0.12</b>	<b>0.10</b>

**g. Human Resources/Industrial Relations:**

Employees are our greatest strength and the foundation of our Company. They play a pivotal role in offering better product quality and services to our customer. We ensure that employees gain ample opportunities for personal and professional growth. High quality recruitment supports the talent management practices of the Company. The Company continues to foster a high performance culture by recognizing good performers and providing them with career enhancing opportunities.

**h. Cautionary Statement:**

Statements made in this section describes the Company's objectives, projections, estimates, expectations which may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company. Actual results could differ materially from those expressed or implied due to the influence of external factors which are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statement on the basis of any subsequent development, information or events.

**21. Remuneration Policy:**

The Objective and broad framework of the Company's Remuneration Policy is to consider and determine the remuneration based on fundamental principles of payment for performance, for potential and for growth. The Remuneration policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance and emphasizing on line expertise and market competitiveness so as to attract the best talent. It also ensures the effective recognition of performance and encourages a focus on achieving superior operational results. The Nomination and Remuneration Committee recommends the remuneration of Directors and key managerial Personnel which is approved by the Board of Directors, subject to the approval of the Shareholders, where necessary. The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the Directors, Key Managerial personnel and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration to Directors, Key Managerial personnel and senior management personnel should involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its Goals. The Remuneration policy is placed on the Company's web site [www.conaratengineers.com](http://www.conaratengineers.com)

Information about elements of remuneration package of Individual Directors is provided in the Annual Return as provided under Section 92 (3) of the Companies Act, 2013 which is placed on the website of the Company.

None of the Directors, Key managerial Personnel and any other employees of the Company, draw remuneration more than Rs. 68.00 Lacs per annum or Rs. 5.75 Lakhs per month, hence being not applicable, details of the employees, as are required under Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 are not furnished.

**22. Risk Management:**

The Company has established Enterprise Risk Management process to manage risks with the objective of maximizing shareholders value.

The Audit Committee of the Board of the Company has been entrusted with the task to frame, implement and monitor the risk management plan for the Company and it is responsible for reviewing the risk management plan and ensuring its effectiveness with an additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

**23. Corporate Social Responsibility (CSR):**

The Company has already constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. However, in view of inadequate profit, the Company is not required to pursue any initiatives on CSR activity. Internal accruals generated by way of profits, are being spent on ongoing/ new projects activities conceived by the Company.

For the Company, Social Responsibility is a key element of accountability and it will continue to strive in its behaviour and action, being a level of minimum statutory compliance. The Company believes in the sustainable growth and prosperity of its stakeholders and views its responsibilities not only as business responsibilities but as Ethical and Social as well.

**24. Safety, Environment and Health:**

The Company's commitment to excellence in Health and Safety is embedded in the Company's core values. The Company has a stringent policy which drives all employees to continuously break new ground in safety management for the benefit of people, property, environment and the communities where we operate on sites.

The Company respects human rights, values its employees and their communities. The Company considers safety, environment and health as the management responsibility. Regular employee training programs are in place throughout the Company on

Safety, Environment and Health and has well identified and widely covered safety management system in place for ensuring, not only the safety of employees but surrounding population of the works as well.

**25. Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace:**

The Company has zero tolerance for sexual harassment at the workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. All employees of the Company, those of contractors as well as trainees are covered under this Policy. The policy of the Company is placed on the website of the Company ([www.conartengineers.com](http://www.conartengineers.com))

No complaint was received from any employee during the financial year 2023-2024, which needs redressal.

**26. Vigil Mechanism/ Whistle Blower Policy:**

As per the provisions of Section 177(9) of the Companies Act, 2013 ('Act'), the Company is required to establish an effective Vigil Mechanism for directors and employees to report genuine concerns.

The Company has a Whistle-blower Policy in place since 2004 to encourage and facilitate employees to report concerns about unethical behaviour, actual/ suspected frauds and violation of Company's Code of Conduct or Ethics Policy. The Policy has been suitably modified to meet the requirements of Vigil Mechanism under the Companies Act, 2013. The policy provides for adequate safeguards against victimization of persons who avail the same and provides for direct access to the Chairperson of the Audit Committee. The policy also establishes adequate mechanism to enable employees report instances of leak of unpublished price sensitive information. The Audit Committee of the Company oversees the implementation of the Whistle-Blower Policy.

The Company has disclosed information about the establishment of the Whistle Blower Policy on its website [www.conartengineers.com](http://www.conartengineers.com). During the year, no person has been declined access to the Audit Committee, wherever desired.

**27. Code of Conduct:**

The Board has laid down a code of conduct for board members and senior management personnel of the Company. The code incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website [www.conartengineers.com](http://www.conartengineers.com). The Board members and senior management personnel have affirmed compliance with the said code of conduct. A declaration with regard to compliance of Code, is NOT furnished, in view of its non-applicability.

**28. Prevention of Insider Trading:**

The Board has adopted a revised Code of Prevention of Insider Trading based on the SEBI (Prohibition of Insider Trading) Regulations, 2015. The same has been placed on the website of the Company [www.conartengineers.com](http://www.conartengineers.com). All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under Report, there has been due compliance with the said code of conduct for prevention of insider trading.

**29. Corporate Governance Report:**

The Report on Corporate Governance as required under Section 204 of the Companies Act, 2013 and Regulation 34 read with Schedule V of the SEBI Listing Regulations, 2015, forms part of this Annual Report is enclosed as **Annexure E**.

The requisite certificate from M/s. Sanjay Dholakia, Practicing Company Secretaries confirming compliance with the conditions of Corporate Governance as stipulated is attached to the Report on Corporate Governance.

**30. Deposits from Public:**

The Company has neither accepted nor renewed any deposits from public during the year under review and that there were no outstanding / unclaimed or unpaid deposits as at the close of financial year.

**31. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:**

The Company is implementing E- learning system in operating construction equipments and trying to reduce man hour requirements and expediting construction activities. However, the same can not be quantified in value.

**Technology absorption:** Your Company has not taken new technology for absorption es.

**Foreign Exchange earnings and outgo:**

There was no inflow or outflow of foreign exchange, during the year under review.

**32. Particulars of Employees and related disclosures:**

No employee or Directors is being paid any remuneration exceeding Rs. 8,50,00/- p.m. and/or Rs. 102 Lakhs p.a. However disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Rules, 2014, is annexed herewith as **Annexure E**.

**33. Other Disclosures:**

- a) The properties and insurable interests of the Company including buildings, Plants & Machineries and Stocks, have been adequately insured.
- b) The Company has not accepted/renewed any deposits.
- c) The Company does not have any scheme of provision of money for the purchase of its own shares by employees
- d) In the opinion of the Board, the Independent Director re-appointed is a person of integrity and possess expertise, experience and proficiency.
- e) No significant or material order were passed by the Regulations or Courts or Tribunals which impact the going concern status and Company's operations in future.
- f) No fraud has been reported by the Auditors to the Audit Committee or the Board.
- g) The Company has not appointed any woman at the construction site level or limited woman employees are working in office since long. The Company has not faced any difficulty in appointing in the office observing their gentle behaviour,
- h) No application was made nor any proceeding is pending under the Insolvency and Bankruptcy
- i) No settlement has been done with bank or financial institutions.

**34. Share Capital:**

The paid-up equity share capital of the Company as at 31<sup>st</sup>March, 2024 is Rs. 3,14,00,000. The Company currently has no outstanding shares issued with differential rights, sweat equity or ESOS.

**35. Auditors:**

**(i) Statutory Auditors:**

In compliance with the provisions of the Companies (Audit and Auditors) Rules, 2014, M/s. Govind Prasad & Co, Chartered Accountants Firm Registration Number (FRN): 114360W as the Statutory Auditors of the Company by the members at their 48<sup>th</sup>Annual General Meeting held on 27<sup>th</sup> September, 2022 to hold office for a term of five (5) years i.e. till the conclusion of the Annual General Meeting for the financial year 2026-27.

The Auditors' Report for the financial year 2023-24 does not contain any qualifications, reservations or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

**(ii) Secretarial Auditors:**

The Board of Directors appointed Mr. Sanjay Dholakia of M/s. Sanjay Dholakia and Associates, Practicing Company Secretaries to conduct Secretarial Audit of the Company for the financial year 2023-24.

The Secretarial Audit Report of Mr. Mr. Sanjay Dholakia of M/s. Sanjay Dholakia and Associates, Practicing Company Secretaries for the financial year 2023-24, is annexed herewith as **Annexure F**, which does not contain any qualification and reservation or any adverse remark. The Company has complied with the applicable provisions of the SEBI (LODR) and Secretarial Standards.

**(iii) Internal Auditors:**

The Board of Directors appointed M/s. Parikh Shah Chotalia & Associates, Chartered Accountants, as the Internal Auditors for the Financial Year 2024-25

**(iv) Cost Auditors**

The provisions of Section 148(1) of the Act with regard to maintenance of cost records are not applicable to the Company hence the company has not appointed any cost auditor,

**36. Acknowledgement:**

The Board places on record its deep appreciation for the continued support received from various clients, vendors and suppliers and Bankers, Government Authorities, Employees at all levels and Stakeholders, in furthering the interest of the Company.

**For and on behalf of the Board of Directors,**

Date: 13.08.2024  
Place: Vadodara

**Jitendra Sura**  
Chairman & Managing Director

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**Annexure II**  
**Management Discussion and Analysis Report**

**I. ECONOMIC OVERVIEW****a) Global Economy**

The global economy witnessed a blend of opportunities and challenges. It persisted with challenges and uncertainties arising on account of inflation dynamics, rising geo-political tensions leading to supply-chain disruptions and pace of post pandemic recovery. However, economists believe that several growth opportunities lie ahead, which are well supported by resilient performance by Central Banks in controlling inflation, major emerging markets showing consistent and strong growth outlook along with soaring capital markets across the globe. According to the latest projections by the International Monetary Fund (IMF), the global economy is slated to grow at 3.2 percent in 2024 and holding steady, even for 2025. The IMF also expects the global headline inflation to decline to 5.9 percent in 2024 and sequentially to 4.5 percent by the end of 2025

**b) Indian Economy :**

As per projections by the IMF, growth in India is projected to remain strong at 6.8 percent in 2024 and 6.5 percent in 2025 with the robustness, reflecting continuing strength in domestic demand and a rising working-age population. The resilient growth demonstrated by the economy has led to expectations that the Indian economy may become the third largest in the next few years.

**II. INDUSTRY OVERVIEW**

The outlook is driven by a confluence of multiple factors including increasing urbanization, shifting demographics, aspirational lifestyle and supportive economic growth in the country. A number of factors are adding further impetus to the growth of the industry. The growth can be attributed to a growing residential demand, expected growth in sustainable workplaces, rising consumption and needs of a growing population with higher income levels. The overview and outlook for different segments of the industry is given below:

**a) Residential Segment**

The Indian residential segment has undergone major structural transformations over the last decade. The sector saw multiple challenges including demonetization, implementation of Goods and Services Tax (GST) and Real Estate (Regulation and Development) Act, 2016 (RERA), Non-Banking Financial Companies (NBFCs) crisis and the COVID-19 pandemic. However, today, the sector is touching new highs with the support of strong policy interventions such as RERA which have made the sector more transparent and customer centric; a strong economic momentum and an ardent desire of owning and upgrading homes. As per the recent report, published by Knight Frank and Confederation of Indian Industry, India's urbanisation rate over the next decade is expected to reach 42.50% from 36.50%, which implies a significant rise in demand of households and expansion of cities, across the country.

It is estimated that the share of leading developers has almost doubled in the last 7 years. This trend is expected to continue as the industry grows.

**b) Office Segment**

The office segment witnessed robust growth in activity(ies), as an outcome of robust domestic growth as well as renewed demand from the occupiers.

The luxury segment continued to experience rising resurgence, primarily driven by rising income levels, aspirational lifestyle and growing consumption trends in the country. Realising the notable growth in the luxury segment, numerous foreign retailers have entered and continue to explore the country to capitalise on this growth. It is expected that this segment should continue to exhibit strong growth momentum, though demand seems to be primarily driven for quality malls at established locations.

**III. OUTLOOK AND STRATEGY**

The business exhibited a strong performance and continues to deliver well across all parameters. As Indian economy continues its strong growth trajectory, the real estate sector is poised to deliver a healthy performance across all segments. The Company remains focused and committed to drive growth by bringing high quality new products across both its business i.e. development as well as the rental business. The Company continues to follow its stated strategy of maintaining a leadership position by delivering low-risk, consistent and profitable growth. Key pillars of the strategy are outlined below:

- **Development business:** The Company intends to continue to scale-up its new product offerings, while focusing on developing margin accretive products. The Company is focused on tapping multiple geographies including its core

market of Gurugram and Delhi, existing land bank across multiple cities including Chandigarh Tri-city and Goa and newer markets including Mumbai.

- **Rental business:** The Company remains focused on growing the rental portfolio by capturing the organic growth potential along with new products across, both office and retail segments. The Company expects to maintain its growth trajectory and achieve double-digit growth in its portfolio through organic growth, coupled with new developments. The positive outlook towards the retail business has led to a development of new retail destinations and the Company expects to double its retail presence over the next few years.
- **Cash management:** Strong growth in the business has led to a healthy cash flow generation. The Company intends to put enhanced focus on steady free cash generation on a consistent basis. Backed by strong growth and high margin products, the development business has achieved a healthy net cash position at the end of the fiscal. The Company intends to strengthen this existing position going forward.

**Annexure III**

**Form No. AOC - 2**

**(Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of Contracts / arrangements entered into by the Company with related parties referred to in Subsection(1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**1 Details of Contracts or arrangements or transactions not at arm's length basis: Nil**

**2 Details of Contracts or arrangements or transactions at arm's length basis :**

(Amount in Rs.)

Sr. No.	Name(s) of the related party and nature of relationship	Nature of Contracts/	Value of the Contracts or arrangements or transactions	Date(s) of Approval arrangements or transactions
1	Jitendra Sura	Key Managerial Personnel	Rent	54,000/-
2.	Jitendra Sura HUF	KMP is member of HUF	Rent	2,34,000/-
3.	Prachi Desai	Relative of KMP	Rent	4,32,000/-
4.	Clue Realestate Marketing Enterprises LLP	LLP Where Company is a Partner	Investment in Partnership Firm Loan to Partnership Firm Share of Profit / Loss	1,20,000/- (1,20,000) 3,070/-

**Note:**

- (i) Duration of all contracts or arrangements or transactions were from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024.
- (ii) The Board was approved the above related party transactions on its meeting hold on 30<sup>th</sup> May, 2024.
- (iii) Terms of contract for arrangements or transactions were mutually agreed by the Company and related party.

**On behalf of the Board**  
**Sd/-**

Place : Vadodara  
Date : 13.08.2024

**Jitendra Shankerlal Sura**  
Chairman & Managing Director  
DIN : 0480172

**Annexure II**

**Disclosures in Board's Report as per provisions of Section 197 of Companies Act, 2013 and read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2017**

- 1 Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the Financial Year 2023-24.

Sr. No.	Name of Director	Category of Directors	Ratio
1	Mr. Jitendra S Sura	Chairman & Managing Director	9.68 : 1
2	Mr. Jimish J Sura	Executive Director (Finance) & CFO	11.30 : 1

- 2 Percentage increase in remuneration of Executive Directors, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year:

Sr. No.	Name of Director	Category of Directors	% of Increase
1	Mr. Jitendra S Sura	Chairman & Managing Director	-
2	Mr. Jimish J Sura	Executive Director (Finance) & CFO	-
3	Ms. Kavaljit Dhillon	Company Secretary	5

- 3 Percentage increase in the median remuneration of employees in the Financial Year:      The median remuneration of the employees in F.Y. 2023-24 was increased by 5 %
- 4 Number of permanent employees on the roll of the Company:      There were 60 employees as on 31<sup>st</sup> March, 2024.
- 5 Average percentile increase in salaries of employees other than Managerial Personnel for the Financial Year and justification thereof of there were any exceptional circumstances for increase:      The average percentile increase in the remuneration of employees compared to increase in remuneration of Key Managerial Personnel is in line with benchmark study and the performance of the Company over a period of time. There is no exceptional increase in the Remuneration.
- 6 Affirmation that the remuneration is as per the remuneration policy of the Company.      We confirm.

**Note:** Our Company is in the construction industry; so we have to work on a site-by-site basis and need to hire employees for the specified site and for the specified period of the construction of the site in the designation of Site Engineers, Site Supervisor, Site Storekeeper, etc. In the present scenario of the construction industry, the employees are not interested in the Provident Fund, ESIC and other benefits. 50% of the total employees are hired on a contractual basis; they are paid higher wages than permanent employees. In the above disclosure, we calculate the ratio with the employees which are on a permanent basis.



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**REPORT ON CORPORATE GOVERNANCE:**

**1. Company Philosophy:**

Corporate Governance is about commitment to values and ethical business conduct. It pictures how an organization is managed. Timely and accurate disclosure of information regarding financial situation, performance, ownership and management of Company is an important part of corporate governance.

The management of the Company is making untiring efforts within the framework of effective accountability, which in turn enables the conversion of opportunities into achievements for the betterment of the Company and its stakeholders. Systems are being put into place to ensure effective strategic planning, financial plans and budgets, integrity of internal controls with emphasis on transparency and full disclosure on the various facts of the Company's operations, its functioning and its financial and compliance with all statutory/regulatory requirements of laws.

**2. Board of Directors:**

The Company has an active, experienced, diverse and a well-informed Board. The Board along with its Committees undertakes its fiduciary duties keeping in mind the interests of all its stakeholders and the Company's Corporate Governance philosophy. The Company has an optimum combination of Executive and Non-Executive Directors which is in conformity with Regulation 17 of the SEBI Listing Regulations read with Sections 149 and 152 of the Act. The Board periodically evaluates the need for change in its composition and size.

In terms of Regulation 17 of the SEBI Listing Regulations, at least 50% of the Board should comprise of Non-Executive Independent Directors with at least one-Woman Director. Out of total 5 Directors as on March 31, 2024, the Board is constituted with 3 Independent Directors i.e. 50.00% of the Board. The Company has 1 Women Director on the Board as of the said date who is holding her office as Non- Executive Independent Director.

The Chairman & Managing Director and one Chief Executive Officer & CFO are the Executive Directors of the Company looking after the day to day management of your Company, belonging to the Company's promoter group. The remaining Non-Executive Directors comprising of Three Independent Directors, possess requisite qualifications and experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors.

Apart from reimbursement of expenses incurred in the discharge of their duties and the remuneration (sitting fees) that Directors would be entitled to under the Companies Act, 2013 ('the Act') as Non-Executive Directors, none of these Directors has any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management which are in their judgement, would affect their independence. None of the Directors, other than those belonging to the promoter group of the Company, are inter-se related to each other.

The Senior Management of the Company have made disclosures to the Board confirming that there were no material financial and / or commercial transactions between them and the Company that could have a potential conflict of interest with the Company at large.

**A. Composition of the Board:**

Pursuant to the provision of Section 165(1) of the Companies Act, 2013 and the Securities and Exchange Board of India (LODR) Regulations, 2015, none of the Directors holds Directorships in more than 20 Companies (Public or Private), 10 public companies, Membership of Board Committees (Audit & Stakeholders Relationship Committees) in excess of 10 and Chairmanship of Board Committees (Audit & Stakeholders Relationship Committees) in excess of 5. None of the Directors serve as Independent Director in more than 7 Listed companies. None of the Director who serves as Whole Time Director in any listed company serves as Independent Director in more than 3 listed companies.

The terms and conditions of appointment of independent directors have been disclosed on the website of the Company- [www.conartengineers.com](http://www.conartengineers.com). The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and the rules made thereunder.

**B. Board Procedure.**

The Company Secretary tracks and monitors the Board and its Committees proceedings to ensure that the terms of reference / charters are adhered to, decisions are properly recorded in the minutes and actions on the decisions are tracked. The terms of reference / charters are amended and updated from time to time in order to keep the functions and role of the Board and its Committees at par with the changing statutes. Meeting effectiveness is ensured through detailed agenda, circulation of material in advance and as per statutory timelines, detailed presentations at the Meetings and tracking of action taken reports at every Meeting. Additionally, based on the agenda, Meetings are attended by invitees which bring in the requisite accountability and also provide developmental inputs.

The Board plays a critical role in the strategy development of the Company. To enable the Board to discharge its responsibilities effectively and take informed decisions, the Managing Director appraises the Board on the overall performance of the Company every quarter.

The Board periodically reviews the strategy, annual business plan, business performance of the Company, technology and innovation, quality, customer centricity, capital expenditure budgets and risk management, safety and environment matters. Amongst other things, the Board also reviews the compliance reports of the laws applicable to the Company, internal financial controls and financial reporting systems, adoption of quarterly / half-yearly / annual results, corporate restructuring, transactions pertaining to purchase / disposal of property, minutes of the Meetings of the Audit and other Committees of the Board.

**Number of Board Meetings held and the dates of the Board Meeting.:**

During the financial year ended 31<sup>st</sup> March, 2024, Five Board Meetings were held on 30<sup>th</sup> May, 2023, 27<sup>th</sup> July, 2023, 14<sup>th</sup> August, 2023, 13<sup>th</sup> November, 2023 and 7<sup>th</sup> February, 2024. The time gap between any two meetings was not exceeding one hundred and twenty days.

**Details of composition and category of Directors, attendance at the Board Meeting, Annual General Meeting and shareholding of each Director :**

Name of Directors	Category	No. of Board Meetings held and attended during the financial year	Attendance at the last AGM	No of equity shares held in the Company
Mr. Jitendra Sura, Chairman & Managing Director	Promoter, Executive	5out of 5	Yes	6,62,107
Mr. Jimish Sura Chief Executive Officer & CFO	Promoter, Executive	5out of 5	Yes	2,05,921
Ms. Deepti Sharma	Non-Executive Independent	5out of 5	Yes	Nil
Mr. Niramal Parikh	Non-Executive Independent	5out of 5	Yes	Nil
Mr. Jignesh Shah	Non-Executive Independent	5out of 5	Yes	Nil

\* The above shareholding as at 31<sup>st</sup> March, 2024 is in respect of shares which are held by Directors as a first holder and in which shares they have beneficial interest.

\* As required by Regulation 26 of the Listing Regulations, this disclosure Includes memberships/chairmanships in all public limited companies', whether listed or not, Audit Committee and Stakeholders' Relationship Committee only.

\* Except Executive Directors, no other Directors are related inter se.

**Name of the entities where the person is a director and the category of directorship :**

Sr No	Name of Director	Name of Entity	Category of Directorship
1.	Jitendra Sura	Nil	Nil
2.	Jimish Sura	NII	Nil
3.	Mr. Sunil Vakil	Shivam Autotech Limited Amity Soft Technology Pvt. Ltd Woleco India Pvt Ltd International Hotel Supply (India) Pvt Ltd	Non Executive , Independent Non Executive , Independent Non Executive , Independent Non Executive Independent Director
4.	Mr. Nimral Parikh	NIL	Nil
5.	Mr. Jignesh Shah	NII	Nil

**Annual Evaluation of the Board, its Committees and Individual Directors**

A formal evaluation of the performance of the Board, its Committees, the Chairman and the individual Directors was carried out for FY 2023-24. As part of the evaluation process, the performance of Non-Independent Directors, the Chairman and the Board was conducted by the Independent Directors. The performance evaluation of the respective Committees and that of Independent and Non-Independent Directors was done by the Board excluding the Director being evaluated.

**C. Director seeking re-appointment**

In accordance with the Section 152 of Companies Act, 2013, one-third of the Retiring (Executive Directors) Directors retires by rotation and, if eligible, offers for re-election at the Annual General Meeting of shareholders. Accordingly, Mr. Jimish Sura, retires in the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Nomination & Remuneration Committee (NRC) as well as the Board have recommended his appointment as director liable to retire by rotation at the 50<sup>th</sup> Annual General meeting.

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Jitendra Sura (DIN: 00480172), who was earlier appointed as Managing Director of the Company for the term of 3 years would expire on 31<sup>st</sup> October, 2024, and being eligible, has offered himself for re-appointment. Based on the recommendations of the NRC, the Board of Directors at its Meeting re-appointed Mr. Jitendra Sura as Managing Director of the Company for a period of 3 years commencing from 1<sup>st</sup> November, 2024 to 30<sup>th</sup> October, 2027. His re-appointment and remuneration payable to him are subject to the approval of the Members at the ensuing AGM.

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Jimish Sura (DIN: 00480172), who was earlier appointed as Whole Time Director of the Company for the term of 3 years would expire on 31<sup>st</sup> October, 2024, and being eligible, has offered himself for re-appointment. Based on the recommendations of the NRC, the Board of Directors at its Meeting re-appointed Mr. Jitendra Sura as Managing Director of the Company for a period of 3 years commencing from 1<sup>st</sup> November, 2024 to 30<sup>th</sup> October, 2027. His re-appointment and remuneration payable to him are subject to the approval of the Members at the ensuing AGM.

**Disclosure of relationship between directors inter—se :**

Mr. Jitendra Sura, Chairman & Managing Director is the father of Mr. Jimish Sura, Executive Director & CFO

None of the other Directors 31 related to each other.

**A chart or a matrix setting out the skills/expertise/competence of the board of directors:**

The Board considers that the following core skills / expertise / competence of the Board of Directors are required in the context of its business and its sector for it to function effectively-Technical, Manufacturing, Marketing, Commercial, Regulatory, finance, legal and general management. In the opinion of the Board, these skills / expertise / competence are actually available with its Board of Directors.

<b>Skills / Expertise / Competence of the Board of Directors That are required in the context of business of the Company</b>	<b>Names of the Directors who have such skills / expertise / competence</b>
Technical	Mr. Jitendra Sura & Mr. Jimish Sura & Mr.Jignesh Shah
Commercial & Marketing	Mr. Jitendra Sura & Mr. Jimish Sura
Finance	Mr. Jimish Sura
Legal & General Management	Mr. Jimish Sura & Ms Deepti Sharma
Regulatory	Mr. Jimish Sura & Ms Deepti Sharma

**Confirmation that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management.:**

It is confirmed that in the opinion of the Board, the Independent Directors fulfil the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

**Detailed reasons for the resignation of any independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided.:**

During the financial year under report, none of the Independent Directors have resigned from the Board of Directors of the Company.

**D. Audit Committee:**

**Brief description of terms of reference :**

The terms of reference to Audit Committee, inter-alia, covers all the matters specified under Section 177 of the Companies, Act, 2013 and also all the matters listed under Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations such as oversight of the Company's financial reporting process; recommending the appointment/re-appointment, remuneration and terms of appointment of statutory auditors; review and monitor the Auditors independence and performance and effectiveness of audit process; approval of transactions with related parties; sanctioning of loans and investments; evaluation of internal financial control and risk management system;

reviewing with the management annual financial statements and Auditors report thereon; quarterly financial statements and other matters as covered under role of Audit Committee in Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations. The Audit Committee has powers, inter-alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company / Company's subsidiaries as well as seek outside legal and professional advice.

The Audit committee reviews all the information that is required to be mandatorily reviewed by it under the corporate governance.

**Composition, Name of Chairman and Members:**

The Audit Committee comprises of 3 Independent Non-Executive Directors, with Ms. Deepti Sharma, as the Chairman and Mr. Nirmal Parikh & Jignesh Shah as the Members. The terms of reference of the Committee cover the matter specified for Audit Committee under the SEBI Listing Regulations, 2015 and the Companies Act, 2024, as stated above.

The Statutory Auditors, Internal Auditors and other executive directors and relevant Senior Management persons are invited to attend the meeting of the Audit Committee. The Company Secretary acts as Secretary of the Committee. Ms. Deepti Sharma, Chairman of the Audit Committee was present at the last Annual General Meeting held on 26<sup>th</sup> September, 2023.

**Meeting and attendance during the financial year:**

Four (5) meeting of the Audit Committee were held during the financial year ended 31<sup>st</sup> March, 2024, on 30<sup>th</sup> May, 2023, 27<sup>th</sup> July, 2023, 14<sup>th</sup> August, 2023, 13<sup>th</sup> November, 2023 and 7<sup>th</sup> February, 2024.

The attendance of each member of the Audit Committee is given below.

Name of Directors	No of Meeting held	No. of Meeting Attended
Ms. Deepti Sharma	5	5
Mr. Nirmal Parikh	5	5
Mr. jignesh Shah	5	5

**E. Nomination and Remuneration Committee:**

**Brief description of terms of reference:**

- i. formulation of the criteria for determining qualifications, skills, knowledge and experience, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel, senior management personnel and other employees;
- ii. for every appointment of an independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare the description of role and capabilities required of an Independent Director. The person recommended to the Board for appointment as Independent Director shall have the capabilities identified in such description;
- iii. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- iv. devising a policy on diversity of board of directors;
- v. identifying persons who are qualified to become directors and persons who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment, remuneration and removal;
- vi. whether to extend or continue the term of appointment of the independent directors, on the basis of the report of performance evaluation of independent directors;
- vii. administer and superintend the Company's Employees Stock Option Scheme (ESOS); and
- viii. recommend to the board remuneration payable to senior managerial personnel of the Company.
- ix. The Company has formulated Remuneration Policy which is available on the website of the Company- [www.conartengineers.com](http://www.conartengineers.com) .

**Composition, Name of Chairman and Members & Terms of Reference:**

The Nomination and Remuneration Committee comprises of 3 Non-Executive Independent Directors with Mr. Jignesh Shah as the Chairman and Ms. Deepti Sharma & Mr. Nirmal Parikh, as the members. The terms of reference of the Committee cover the matters specified for Nomination and Remuneration Committee under the SEBI Listing Regulations,

2015 and the Companies Act. Jignesh Shah, Chairman of Nomination and Remuneration Committee was present at the last Annual General Meeting held on 26<sup>th</sup> September, 2023.

**Meeting and attendance during the financial year:**

Two (2) meeting of the Nomination and Remuneration Committee were held during the financial year ended 31<sup>st</sup> March, 2024 on 4<sup>th</sup> August, 2023 and 3<sup>rd</sup> February, 2024 and all the three Independent Directors, members of the Committee were remain present.

The Nomination and Remuneration Committee has adopted the following policies which are displayed on the website of the Company:

- i. Formulation of the criteria relating to the remuneration of the directors, key managerial personnel and other employees.
- ii. Performance criteria for evaluation of Independent Directors and the Board
- iii. Devising a policy on Board diversity
- iv. Oversee the familiarization programs for directors
- v. Identifying persons who are qualified to become directors and persons who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

**Performance Evaluation Criteria for Independent Directors.**

The Nomination and Remuneration Committee has laid down the criteria for evaluation of the performance of Independent Directors, which includes parameters like knowledge, skills, professional conduct, duties, role and functions, independence etc. Performance criteria for evaluation of Independent Directors and the Board is displayed on the Company's website.

**F. Stakeholders' Relationship Committee :**

**Name of Non-Executive Director heading the committee**

The Stakeholders' Relationship Committee comprises of 3 Non-Executive Directors with Mr. Nirmal Parikh, as the Chairman, Ms. Deepti Sharma and Mr. Jignesh Shah as members. The terms of reference of the Committee cover the matters specified for Stakeholders' Relationship Committee under the SEBI Listing Regulations, 2015 and the Companies Act. Mr. Nirmal Parikh, Chairman of Stakeholders' Relationship Committee was present at the last Annual General Meeting held on 26<sup>th</sup> September, 2023. Ms. Kavaljitkaur Dhillon, Company Secretary, is the Compliance Officer of the Company.

The committee monitors share transfers, transmissions and other shareholders related activities including redressal of investor grievances. Details of share transfers / transmissions and other shareholders related activities including investor grievances and its redressal are also discussed regularly in the meetings of the Board of Directors of the Company.

**Meetings held and attendance during the financial year 2023-24**

Four (4) meeting of the Stakeholder Relation Committee were held during the financial year ended 31<sup>st</sup> March, 2024 on 30<sup>th</sup> May, 2023, 14<sup>th</sup> August, 2023, 13<sup>th</sup> November, 2023 and 7<sup>th</sup> February, 2024 and all the three Independent Directors, members of the Committee were remain present viz Nirmal Parikh, the Chairman, and Ms. Deepti Sharma and Mr. Jignesh Shah, as the Members. of the Company a attended the Meeting.

The Company did not receive any complaint during the year under review and no complaint is pending for redressal.

**3. Details of Remuneration paid to Directors:**

**Non Executive Directors:**

**All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity shall be disclosed in the annual report .:**

During the financial year under report, the non-executive Directors had no pecuniary relationship or transactions with the Company.

**Criteria of making payments to non-executive directors :**

The non-executive Directors are paid only sitting fees and re-imbusement of out of pocket expenses incurred for attending the meetings of the Board of Directors and Committees thereof.

**Details of payments made to Non-Executive Directors in the Financial Year 2023-24 are as under:**

(Rs. In Lacs)

Name of Non Executive Independent Directors	Sitting Fees paid	Commission Paid
Ms. Deepti Sharma	1,21,000	Nil
Mr. Jignesh Shah	1,21,000	Nil
Mr. Nirmal Parikh	56,000	Nil
Total	2,98,000	Nil

The remuneration to Non-Executive Directors is based on the Nomination and Remuneration Policy of the Company.

**Details of payments made to Executive Directors in the Financial Year 2023-24 are as under.:**

**Executive Directors :**

(i) The details of remuneration paid to the Executive Directors for the financial year 2023-24 is given below.

Rs. In lacs

Name & Designation of Executive Director	Tenure	Salary & Commission	Contribution to Superannuation Fund	Benefits & Perquisites	Total
Mr. Jitendra Sura-Chairman & Managing Director	3 years from 1 <sup>st</sup> November 2021 to 31 <sup>st</sup> October, 2024	19,09,596	—	8,20,404	27,30,000
Mr. Jimish Sura Executive Director & CFO	3 years from 1 <sup>st</sup> November 2021 to 31 <sup>st</sup> October, 2024	23,29,596	7,93,800	8,55,384	31,84,980
	Total	<b>42,39,192</b>	<b>7,93,800</b>	<b>16,75,788</b>	<b>67,08,780</b>

\* Fixed Components.

**Notes :**

- (i) The Executive Directors and the Company are entitled to terminate the service contracts by giving not less than one months' notice in writing to the other party.
- (ii.) The remuneration paid to the Executive Directors are within the limits prescribed under the applicable provisions of the Companies Act, 2013 and under Corporate Governance.
- (iii.) Details of fixed component and performance linked incentives, along with the performance criteria. The required details are given in the table above.
- (iv.) Service contracts, notice period, severance fees:  
The appointment of Managing Directors and Executive Directors is contractual and is generally for a period of 3 years. Either party is entitled to terminate agreement by giving not less than 30 days notice in writing, as the case may be, to the other party. There is no separate provision for payment of severent fee in the agreements signed by the Company with them.
- (v.) Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.

The Company currently has no outstanding stock options issued.

**4. General Body Meeting :**

The details of the location and time where the last three Annual General Meetings (AGMs) were held are as under.

Financial Year	Location	Date	Special Resolution Passed
2022-23	Through Video Conferencing / Other Audio Visual Means	Tuesday, 26 <sup>th</sup> September, 2023 at 3.30 p.m.	1. Variation / revision in the terms and conditions of the remuneration of Mr. Jitendra Sura
2021-22	Through Video Conferencing / Other Audio Visual Means	Tuesday, the 27 <sup>th</sup> September, 2022 at 3.00 p.m.	NIL
2020-21	Through Video Conferencing / Other Audio Visual Means	Monday, the 27 <sup>th</sup> September, 2021 at 3.00 p.m.	NIL

All the resolutions including special resolutions set out in the respective notices calling the AGM were passed by the shareholders.

**a) Any Special Business proposed to be passed resolution at the ensuing Annual General Meeting .:**

There are Six proposal to pass Special Resolutions at the ensuing Annual General Meeting, as are enumerated in the Notice convening ensuing Annual General Meeting.

Date of AGM	Special Business, to pass Special Resolution
16.09.2024	1. Re-appointment of Mr. JitendraSura (DIN : 00480172) as Managing Director 2. To consider appointment of Mr. Sunil Vakil DIN : 02527630) as an Independent Director of the Company 3. Adoption of New set of Memorandum of Association of the Company 4. Adoption of New set of Articles of Association 5. Approval for Alteration of Object Clause in Memorandum of Association of the Company

**b) Whether any special resolutions passed in the previous three Annual General Meetings.:**

Details of special resolutions passed in the previous 3 Annual General Meetings are given in the table above.

Date of AGM	Matter of Special Resolutions	For		Against	
		No. of Votes	% of Votes	No. of Votes	% of Votes
26.09.2023	To approve variation/revision in the terms and conditions of the remuneration of Mr. Jitendra Sura (DIN : 00480172)	1414245	99.68	4603	0.32
27.09.2022	NIL				
27.09.2021	NIL				

**c) Whether any special resolution passed last year through postal ballot.: no**

**d) Person who conducted the postal ballot exercise.**

Nobody. As the exercise of postal ballot could not conducted, as there was no such agenda.

**e) Whether any special resolution is proposed to be conducted through postal ballot.**

no

**f) Procedure for postal ballot:**

The aforesaid Postal Ballots were conducted by the Company as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and General Circulars issued by the Ministry of Corporate Affairs from time to time.

**5. Means of Communication.:**

Quarterly Financial Results

The results are submitted to the BSE Ltd. the Stock Exchange and then published in the newspapers having wide coverage, after the approval of the Board.

Newspapers wherein results normally published

Mumbai Mitra (Marathi) & Business Standard (English)

Website where the results, official news, releases and presentation made to the investors

www.conartengineers.com

Whether website also displays official news releases

Yes.

**6. General Shareholder information.:**

a)	Annual General Meeting Date, Time and Venue	Monday, 16 <sup>th</sup> September, 2024 at 3.00 p.m. through Video Conferencing / other audio visual means VC/OAVM). Pursuant to the MCA General Circular no. 20/2020 dated May 5, 2020; General Circular no. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28,2022 the Company will conduct its AGM through VC/OAVM. Other relevant details have been provided in the notice of AGM.
b).	Corporate Identity Number allotted by Ministry of Corporate Affairs	L45200MH1973PLC017072

b)	Financial Year	2023-24
c)	Dates of Book Closure	Saturday the 7 <sup>th</sup> September, 2024 to 16 <sup>th</sup> September, 2024 (both days inclusive)
d)	Listing on Stock Exchange Listing of Equity Shares on Stock Exchange Listing	BSE Limited at Phorozee Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001. Listing fees for the financial year 2023-24 has been Fees paid to the Stock Exchanges, wherein the equity shares of the Company are listed (i.e. BSE & NSE) within stipulated time.
e)	Stock Code	522231
f)	Market Price data – high, low during each month in last financial year.	Please see Annexure A.
g)	In case of the securities are suspended from trading the directors' report shall explain the reason thereof.	Not Applicable
h)	Registrar & Share Transfer Agent	M/s. Link Intime India Pvt. Ltd C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400 083
i)	Share Transfer System	In terms of Regulation 40 (1) of SEBI (LODR) Regulations, as amended from time to time, securities can be transferred only in dematerialised form with effect from April 1, 2019. The requests for effecting transfer / transmission / transposition of securities shall not be processed unless the securities are held in dematerialized form. Transfer of shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their shareholding to dematerialized form.
j)	Distribution of Shareholding Pattern as on 31-03-2024	Please refer Annexure B
k)	Dematerialization of Shares and Liquidity	<b>Position as on 3103.2024 to place</b>
l)	Outstanding GDRs / ADRs / Warrants or any Convertible Instruments	Not Applicable
m)	Registered Office and Branch Office	Regd. Office : 17, Ground Floor, Jay Bharat Society, Nr. Solanki Palace, 3 <sup>rd</sup> Road, Old Khar (w) Mumbai – 400 052  Branch Office : 2 <sup>nd</sup> Floor, Bombay Shopping Centre, R C Dutt Road, Vadodara – 390 007
n)	Address for Correspondence / Investor Cordrespondence	Company Secretary & Compliance Officer <b>Conarat Engineers Limited</b> Branch Office : 2 <sup>nd</sup> Floor, Bombay Shopping Centre, R C Dutt Road, Vadodara – 390 007 <u>RTA/Share Transfer Agent :</u> <b>M/s. Link Intime India Pvt. Ltd</b> C-101,247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400 083
o)	Financial Year First quarter results, Second quarter results, Third quarter results and Annual results	1 <sup>st</sup> April 2023 –31 <sup>st</sup> March, 2024 second week of August,2024* Second week of November,2024* Second week of February,2024* last week of May,2024** <u>tentative</u>



**7. Other Disclosures :**

**a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large :**

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company (Weblink- <https://www.conartengineers.com.pdf>). There were no materially significant related party transactions during the year that may have potential conflict with the interest of the Company.

The Register of Contracts containing the transactions in which Directors are deemed to be concerned or interested is placed before the Board and Audit Committee regularly for its approval. Disclosures from directors and senior management staff have been obtained to the effect that they have not entered into any material, financial and commercial transactions where they have personal interest that may have potential conflict with the interest of the Company at large.

Transactions with the related parties are disclosed in the notes to the accounts forming part of this Annual Report.

The Company follows the following policy in regard to disclosure of the related party transactions to the Audit Committee:

(i) A statement in the summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit Committee.

(ii) All related party transactions are in the ordinary course of business and on arm's length basis.

(iii) During the financial year 2022-23, there were no materially significant transactions entered into

between the Company and its Promoter, Directors or the Management, Subsidiary or relatives etc. that might have potential conflict with the interests of the Company at large.

**b) Disclosure of Accounting Treatment in preparation of Financial Statements**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified under the Companies (Indian Accounting Standards) Rules, 2015.

**c) Code for Prevention of Insider Trading Practices**

The Company has formulated a comprehensive Code of Conduct for Prevention of Insider Trading for its designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with the shares of the Company and cautioning them of the consequences of violations.

**d) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or the board or any other statutory authorities on any matter related to capital market during the last 3 financial years.**

None.

**c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee.**

There is a Whistle Blower Policy in the Company and that no personnel has been denied access to the Chairman of the Audit Committee. The policy provides for adequate safeguards against victimization of persons who use vigil mechanism. The Whistle Blowing Policy is posted on the website of the Company. (Weblink- <https://www.conartengineers.com.pdf>).

**e) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements.**

The Company has complied with all the mandatory requirements of corporate governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details about adoption of non-mandatory requirements are given in the table below.

**f) Web link where policy for determining 'material' subsidiaries is disclosed.**

There is no subsidiary Company of the Company and therefore no policy for determining 'material' subsidiaries has been prepared and uploaded on the website of the Company. However, the Board has approved a policy for related party transactions which has been uploaded on the website of the Company viz.. ((Weblink- <https://www.conartengineers.com.pdf>).

**g) Disclosure of commodity price risks and commodity hedging activities.**

The Company is engaged in the construction activity, where no such activities have a place.

**h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).**

No funds were raised through preferential allotment or qualified institutional placement during the financial year under report.

**i) A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.**

The Company has obtained a certificate in this regard from a Company Secretary in practice.

**j) Compliance Certificate**

In terms of Regulation 17(8) of Listing Regulations, Chairman & Managing Director and Executive Director – Finance & CFO of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2024 forming part of this Report as Annexure I.

**k) Code of Conduct for the Board and Senior Management Personnel**

The Company has formulated comprehensive Code of Conduct ('Code') for Board and Senior Management Personnel of the Company which is available on the website of the Company at [www.conartengineers.com](http://www.conartengineers.com).

The Company has received affirmations from the Board and Senior Management Personnel confirming their compliance with the said Code for FY 2022-23. An annual declaration signed by the Chairman & Managing Director to this effect forms part of this Report as Annexure II.

**l) Familiarisation Programme for Board Members**

The Company regularly provides orientation and business overview to its Directors by way of detailed presentations by the various business & functional heads at Board meetings and through other interactive programmes. Such meetings/programmes include briefings on the culture, values, business model, domestic business of the Company, the roles and responsibilities of Directors and senior executives. Besides these, the Directors are regularly updated about Company's new projects, R&D initiatives, changes in regulatory environment and strategic direction.

The Board members are also provided relevant documents, reports and internal policies to facilitate familiarisation with the Company's procedures and practices, from time to time.

Pursuant to the provisions of Regulation 25(7) and Regulation 46 of the SEBI Listing Regulations, kindly refer to the Company's website <https://www.conartengineers.com/Directors-Familiarization-Programme-FY-2023-24.pdf> for details of the familiarization programme for IDs on their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters.

**m) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof.**

The Board has accepted and acted on all the mandatory recommendations of its committees during the financial year under report.

**n) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.**

The Company does not have any subsidiary Company and it has not made any payment to the statutory auditors of the Company except audit fees. The fees paid by the Company to its Statutory Auditors are stated in the appended Audited Financial Statements of the Company.

The total fees for all services paid by the Company to the Statutory Auditors of the Company is mentioned at Note No. 36 of Notes to Financial Statements. The Company has not availed any services from the network firm / network entity of which the Statutory Auditors is a part.

**o) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Number of complaints filed during the calendar year 2023-24 : Nil

Number of complaints disposed of during the calendar year : Nil

Number of complaints pending as at end of the calendar year : Nil

**p) Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.**

The Company does not have any Subsidiary Company and it has not given any loans or advances in the nature of loan to firms/companies in which directors are interested in contravention of any provisions of Companies Act, 2013.

**q) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.**

The Company does not have any subsidiary Company .

**r). Commodity price risk or foreign exchange risk and hedging activities**

The raw materials of the Company are subject to domestic price variations and in case of imported raw Material the same is subject to price variation as well as fluctuations in foreign exchange rates. In case of imported raw materials, the Company has in place appropriate hedging policy. Further details, if any, are provided in Financial Statements in terms of applicable SEBI Rules and Commodity price risk or foreign exchange risk and hedging activities,.

**8. Non-Compliance of any requirement of Corporate Governance Report with reasons thereof.**

None.

**9. Certificate from a Company secretary in practice :**

The Company has obtained a certificate from a Company secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

<https://www.conartengineers.com>.

**10. Adoption of Discretionary Requirements.**

<b>A.</b>	<b>The Board</b>	The Company currently has an Executive Chairman and Managing Director and he has an office maintained by the Company.
<b>B.</b>	<b>Shareholders' Rights</b>	At present, the Company does not send the statement of half yearly financial performance to the household of each shareholder. The Company publishes the same in the newspapers and also uploads the same on its website.
<b>C.</b>	<b>Modified opinion(s) in audit report</b>	The Company's financial statements are with unmodified audit opinion.
<b>D.</b>	<b>Reporting of internal auditor</b>	The Internal Auditor reports to the Managing Director /Executive Director – Finance &, as well as to the Audit Committee.

**11. The disclosures of the complianrece with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46.**

a) The Company has a process to provide, inter-alia, the information to the Board as specified in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to Corporate Governance. The Board also periodically reviews the compliances by the Company of all applicable laws.

b) The Board of Directors in their meeting regularly discuss and are satisfied that the Company has plans in place for orderly succession for appointment to the Board of Directors and Senior Management.

**c) Code of Conduct for Board and Senior Managerial Personnel. :**

The Board has laid down a code of conduct for Board members and senior management personnel of the Company. The code incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website [www.conartengineers.com](http://www.conartengineers.com) .

d) In accordance with requirements of Section 149(6) and (7) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR Regulations, all the independent directors have given declaration of independence and the same has been noted in the first board meeting of the current financial year held on 30<sup>th</sup> May, 2024.

e) The Company complies with the requirement of placing minimum information before the Board of Directors as contained in Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

f) The Executive Director – Finance & CFO compliance certification under Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report.

- g) The Company has an Audit Committee and the Board which regularly discuss and review about the Risk Management and monitor and review risk management plan of the Company , on regular basis, periodically.
- h) The Board on an annual basis evaluates the performance of independent Directors. The Independent Directors have also given declarations that they fulfil the criteria of independence as specified in SEBI (LODR) Regulations, 2015 and that they are independent of the Company's management.

i) **Risk Management Committee:**

The Company has not formed a separate Risk Management Committee but the Audit Committee and the Board which regularly discuss and review about the major Risk and Risk Management , and monitor and review risk management plan of the Company , on regular basis, periodically. The agenda of Audit Committee and the Board Meeting always includes all the matters listed under Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations such as monitoring and review of risk management plan, as it may deem fit and any other terms as may be referred to them by the Board of Directors, from time to time

j) **Independent Directors' Meeting :**

The Independent Directors met on 31<sup>st</sup> March, 2024 to carry out the evaluation for the financial year 2023-24 and inter alia, discussed the following :

- a) Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole.
- b) Evaluation of the performance of the Chairman, taking into account the views of Executive and Non-Executive Directors
- c) Evaluation of quality, content of flow of information between Management and the Board that it is necessary for the Board to effectively and reasonable perform its duties.

All the Independent Directors were present at the aforesaid meeting.

k) **Disclosure under the Sexual Harassment of Woman at Work place (Prevention, Prohibition and Redressal) Act, 2013.:**

The details relating thereto have been provided at paragraph No. 25 of the Board Report. .

l) **Instances of not accepting any recommendation of the Committee by the Board:**

There was no such instance, where Board had not accepted any recommendation of any committee of the Board, whether mandatorily required or not, in the relevant financial year.

m) **Information on Directors retiring by rotation and seeking appointment / re-appointment :**

**Directors retiring by rotation and being proposed to be re-appointed as a Director and as Whole Time Director for a further period of 3 Years :**

Mr. Jitendra Sura's tenure as Managing Director of the Company expires on 31<sup>st</sup> October, 2024. At the meeting of the Board of Directors of the Company held on 13<sup>th</sup> August, 2024, the re-appointment of Mr. Jitendra Sura as Managing Director for a period of 3 years with effect from 1<sup>st</sup> November, 2024 was approved on the terms and conditions as set out below, based on the recommendations of the Nomination & Remuneration Committee of the Board and subject to the approval by the shareholders of the Company. Mr. Jitendra Sura is a Civil Engineer and has been working with the Company since long, in different capacities. Considering Mr. Jitendra Sura's immense contribution to the Company and future challenges During the year, Mr. Jitendra Sura has attended 5 Board Meeting of the Company

Mr. Jimish Sura's tenure as Executive Director – Finance & CFO of the Company expires on 31<sup>st</sup> October, 2024. At the meeting of the Board of Directors of the Company held on 13<sup>th</sup> August, 2024, the re-appointment of Mr. Jimish Sura's tenure as Executive Director – Finance & CFO for a period of 3 years with effect from 1<sup>st</sup> November, 2024 was approved on the terms and conditions as set out below, based on the recommendations of the Nomination & Remuneration Committee of the Board and subject to the approval by the shareholders of the Company. Mr. Jimish Sura is a Master in Civil Engineer and has been working with the Company since long, in different capacities. Considering Mr. Jimish Sura's immense contribution to the Company and future challenges, During the year, Mr. Jimish Sura has attended 5 Board Meeting of the Company

Mr. Sunil Vakil (DIN : 02527630) is a Chartered Accountant having experience of 40 years in the field of audit, taxation, corporate finance, forensic audit, business restructuring and financial engineering. At the meeting held on 13.08.2024, he was appointed as an additional director but he has consented to act as an Independent director also. His approval as an Independent Director will be subject to the approval of the shareholders of the Company,

Mrs. Pooja Sura is MS in computer Engineering, was appointed as an additional director of the Company as per the article 73 of articles of association of the Company. According to the provision of Section 152 of the Companies Act, 2013, she holds office as director up to the date of coming ensuing annual general meeting.

As required by section 160 of the Companies Act, 2013 and rules made thereunder, a notice alongwith requisite fees has been received from a member of his intention to propose appointment of Mrs. Pooja Sura as a director liable to retire by rotation.

Mrs. Pooja Sura is not disqualified from being appointed as director in terms of section 164 of the Companies Act, 2013 and has complied the requirement of the Act. Therefore, she is appointed director from the ensuing annual general meeting.

The board considers it desirable that the company should continue to avail itself of her service and hence recommends the resolution for approval of the shareholders as an ordinary resolution.

**o) Reconciliation of Share Capital Audit:**

A qualified practising Company Secretary carries out a share capital audit to reconcile the total admitted equity share capital with NSDL and CDSL and the total issued and listed equity share capital of the Company. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**Annexure – A**

**The Distribution of shareholding as on 31<sup>st</sup> March, 2024 is as under**

Number of Shares	Number of Shareholders	% of total Shareholders	Number of Shares	% of total Shares
001—500	4063	88.615	500343	15.9345
501—1000	276	6.0196	223353	7.1132
1001—2000	131	2.8571	200938	6.3993
2001—3000	39	0.8506	102836	3.2750
3001—4000	23	0.5016	78863	2.5116
4001-5000	15	0.3272	71473	2.2762
5001—10000	19	0.4144	142461	4.5370
10001 And above	19	0.4144	1819733	57.9533
	<b>4585</b>	<b>100</b>		<b>100</b>

**Annexure – A**

**Market price data of the Company's shares traded on BSE Limited during the financial year 2023-24**

<b>Month — Year</b>	<b>High Price</b>	<b>Low Price</b>
April, 2023	43.40	<b>33.00</b>
May, 2023	41.75	37.30
June, 2023	45.95	40.56
July, 2023	44.90	34.00
August, 2023	54.85	40.15
September, 2023	51.60	42.51
October, 2023	<b>63.00</b>	49.42
November, 2023	73.80	52.00
December, 2023	75.90	60.31
January, 2024	91.65	62.00
February, 2024	<b>133.52</b>	81.00
March, 2024	119.95	85.00

**On 31<sup>st</sup> March, 2024, the closing price of the share of the Company on BSE was Rs.92.05**

Annexure V  
FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup>MARCH 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**CONART ENGINEERS LIMITED**  
Mumbai.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CONART ENGINEERS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit of the Company, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31<sup>st</sup>March, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. 1. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and which are applicable to the Company:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.
2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the year under review.
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - h. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - i. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
- vi. As per Management representation letter there are no specific laws applicable to Company :-
  1. Factories Act, 1948;
  2. Industries (Development & Regulation) Act, 1951;
  3. Labour Laws and other incidental laws related to labour and employees appointed by the company either on its payroll or on contractual basis as related to wages, gratuity, bonus, provident fund, ESIC, compensation etc.;

4. Acts prescribed under prevention and control of pollution;
5. Acts prescribed under Environmental protection;
6. Acts as prescribed under Direct Tax and Indirect Tax;
7. Land Revenue laws of respective States;
8. Labour Welfare Act to respective States;
9. Trade Marks Act & Copy Right Act ;
10. The Legal Metrology Act, 2009;
11. Acts as prescribed under Shop and Establishment Act of various local authorities.
12. Local Laws as applicable to various offices and plants;

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines Standards mentioned above.

I further report & confirm that the company has maintained Structured Digital Database in compliance with the Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for the year ended 31.03.2024.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

**For SANJAY DHOLAKIA & ASSOCIATES  
(SANJAY R DHOLAKIA)**

**Practising Company Secretary  
Proprietor**

**Membership No. 2655 /CP No. 1798  
Peer Reviewed Firm No. 2036/2022  
UDIN:F002655F000960953**

Date : 13<sup>th</sup> August, 2024  
Place : Mumbai



**ANNEXURE I TO SECRETARIAL AUDIT REPORT**

To,  
The Members,  
CONART ENGINEERSLIMITED  
Mumbai.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, I have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For SANJAY DHOLAKIA & ASSOCIATES  
(SANJAY R DHOLAKIA)**

**Practising Company Secretary  
Proprietor**

**Membership No. 2655 /CP No. 1798  
UDIN:F002655F000960953  
Peer Reviewed Firm No. 2036/2022**

Date : 13<sup>th</sup> August, 2024  
Place : Mumbai

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), as amended

To,  
**The Members of  
CONART ENGINEERS LIMITED  
17, Ground Floor, Jay Bharat Society Nr. Solanki Palace,  
3rd Road, Old Khar, Khar West Mumbai 400052**

I have examined the relevant disclosures received from the Directors (as enlisted in Table A) to **CONART ENGINEERS LIMITED** having CIN L45200MH1973PLC017072 and having registered office at 17, Ground Floor, Jay Bharat Society Nr. Solanki Palace, 3rd Road, Old Khar, Khar West Mumbai 400052 (hereinafter referred to as 'the Company'), for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and based on the disclosures of the Directors, I hereby certify that none of the Board of Directors (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the period ended as on 31<sup>st</sup> March, 2024.

**Table A**

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Jitendra Shankerlal Sura (Managing Director)	00480172	01/12/1978
2.	Mr. Jimish Jitendra Sura (Whole Time Director)	03096064	24/09/2010
3.	Mr. Nirmal Tarun Parikh (Director)	07507113	10/08/2020
4.	Ms. Deepti Sharma (Director)	03630613	07/08/2019
5.	Mr. Jignesh Jayantilal Shah (Director)	01790926	24/08/2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For SANJAY DHOLAKIA & ASSOCIATES  
(SANJAY R DHOLAKIA)**

**Practising Company Secretary  
Proprietor**

**Membership No. 2655 /CP No. 1798**

**UDIN:F002655F000960843**

**Peer Reviewed Firm No. 2036/2022**

Date : 13<sup>th</sup> August, 2024

Place : Mumbai

**INDEPENDENT AUDITORS' REPORT**

To The Members of  
CONART ENGINEERS LIMITED

**I. Report on the Audit of the Standalone Financial Statements**

**1. Opinion**

We have audited the accompanying Standalone Financial Statements of **Conart Engineers Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to financial statement, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, **the profit** and total comprehensive income, changes in equity and its cash flows for the year ended on that date

**2. Basis for Opinion**

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

**3. Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

<b>Revenue Recognition under IND AS 115: Revenue from contract with customers: Fixed price contracts</b>	<b>How our audit assessed the key matter</b>
<p>The Company inter alia engages in Fixed-price contracts, wherein, revenue is recognized using the percentage of completion computed as per the input method based on the Company's estimate of contract costs (Refer Note 2(h) to the standalone financial statements)</p> <p>We identified revenue recognition of fixed price contracts as a Key Audit Matter since:</p> <p>a. it pertains to the major activity of the company and the recognition of the revenue depends on third party certification based on the invoices raised, and approved based on the survey.</p> <p>b. application of this standard is complex and it involves number of key judgements and estimates mainly in identifying performance obligation and recognition of revenue based on the stage of completion of the contract on certified invoices.</p>	<p>Our audit procedures on revenue recognized from item rate contracts includes:</p> <ul style="list-style-type: none"> <li>· Obtained an understanding of the system processes and controls implemented by company for recording and computing revenue.</li> <li>· With regards to information technology:                             <ul style="list-style-type: none"> <li>o Assessed the IT environment which the business system operates in and tested the system controls over which the revenue is recognized;</li> <li>o Tested IT controls over appropriateness of cost and revenue reports generated by the system;</li> <li>o Tested controls pertaining to allocation of resources and budgeting systems which prevent unauthorized recording or changes to costs incurred and controls relating to the estimation of contract costs required to complete the respective projects</li> </ul> </li> </ul>

**4. Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**5. Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

**6. Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls
- iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- v) Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- i) planning the scope of our audit work and in evaluating the results of our work; and
- ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

## II. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
  - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
  - D. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
  - E. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - F. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
  - G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.
    - ii) The company does not have any material foreseeable losses on long-term contracts including derivative contracts as at 31<sup>st</sup> March 2024
    - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv) a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under a) and b) above, contain any material mis-statement.

- v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
  - vi) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trial (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further during the course of our audit we did not come across any instance of the audit trial feature being tempered with.
  - vii) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of Audit trial as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Govind Prasad & Co.**  
**Chartered Accountants**  
FRN: 114360W

Place : Mumbai  
Date : 30<sup>th</sup> May 2024

**Govind Prasad**  
PARTNER  
M. No.: 047948  
UDIN:24047948BKAILL6912

**ANNEXURE 'A' TO THE AUDITORS' REPORT**

**The Annexure referred to in our report to the members of CONART ENGINEERS LIMITED for the year ended 31<sup>st</sup> March, 2024.**

On the basis of the information and explanation given to us during the course of our audit, we report that:

**1. Property, Plant and Equipment:**

The company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment.

The Company is maintaining proper records showing full particulars of intangible assets.

As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

The title deeds of immovable properties are held in the name of the company.

The Company has not revalued its Property, Plant and Equipment (Including right of Use assets) or intangible assets or both during the year.

No proceedings have been initiated or are pending against the Company for holding any Benami Property under the Benami Transactions (Prohibition) Act 1988 (45 of 1988) and rules made thereunder.

**2. Inventory:**

As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy of 10% or more in the aggregate for each class of inventory was noticed on physical verification of stocks by the management as compared to book records.

During any point of time of the year, the company has not been sanctioned any working capital limits from banks or financial institutions on the basis of security of current assets.

**3. Loans, Guarantee and Advances given:**

The company has granted loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013:

Name of Entity	Aggregate Amount	Balance Outstanding At the Balance Sheet Date	Nature of Transaction
Clue Realestate Marketing Enterprises LLP	11,08,667	Nil	Loan to LLP where Company is Partner

- a. The terms and conditions of the grant of such loans are not prejudicial to the company's interest;
- b. The schedule of repayment of principal and payment of interest has been not been stipulated and thus no comment is made on whether repayment or receipts are regular
- c. Since there is no repayment schedule for repayment of principal or payment of interest, we do not comment on this point as it is not possible to determine the same.
- d. There is no amount overdue for more than 90 days.
- e. There is no loan or advance in the nature of loan granted which has fallen due during the year, which has been renewed or extended or fresh loan granted to settle the overdue amount.
- f. Since the loan has been granted without any terms and conditions, the details are as under

Aggregate Amount Loan Granted	% of the total	Aggregate amount of Loan granted to Promoters, related Parties
11,08,667	100%	11,08,667

**4. Loans, Guarantee and Advances to Director of Company:**

During the year the company has not provided any loans, guarantees, advances and securities to the director of the company and the company is compliant provisions of section 185 and 186 of the Companies Act, 2013.

**5. Deposits:**

The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

**6. Maintenance of costing records:**

As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

**7. Deposit of statutory liabilities:**

- a. The company is regular in depositing undisputed statutory dues including provident fund, Employee's state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
- b. Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have been deposited on time there is no dispute is pending on the part of company, except for the dispute mentioned below

Sr. No	Year	Type of Tax	Authority against which disputed	Amount in Dispute (Rs)
1.	2012-2013 to 2014-2015	Service Tax	CESTAT	10,78,053

**8. Surrendered or disclosed as income in the tax assessments:**

The Company does not have any transactions to be recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

**9. Default in repayment of borrowings:**

In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company does not have any dues to a financial institution, bank, Government or debenture holders.

**10. Funds raised and utilisation:**

Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.

The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

**11. Fraud and whistle-blower complaints:**

According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

No Report under Sub section 12 of Section 143 of the Companies Act has been filed by the Auditors in the form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

No Whistle-blower complaints have been received during the year by the Company.

**12. Nidhi Company:**

The company is not a Nidhi Company. Therefore, clause (xii) of the order is not applicable to the company.

**13. Related Party Transactions:**

According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.

**14. Internal Audit:**

The company does have an internal audit system commensurate with the size and nature of its business.

Reports of the Internal Auditors for the period under audit were considered by us.

**15. Non Cash Transactions:**

The company has not entered into non-cash transactions with directors or persons connected with him.

**16. Registration under RBI act:**

The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

The Company has not conducted any Non-Banking Financial or Housing Finance activities hence the said clause is not applicable

The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Hence clause "C" and clause "D" are not applicable

**17. Cash Losses:**

The company has not incurred cash losses in the financial year and in the immediately preceding financial year

**18. Resignation of Statutory Auditors:**

There has been no instance of any resignation of the statutory auditors occurred during the year.

**19. Material uncertainty on meeting liabilities:**

On the basis of financial Ratios, Aging and expected dates of Realisation of financial assets and payment of financial liabilities, other Information accompanying the financial statements, In our opinion, No material uncertainty exists as on the date of the audit report and that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of 1 year from the balance sheet date

**20. Transfer to fund specified under Schedule VII of Companies Act, 2013**

The same is not applicable to the company

**21. Qualifications or adverse auditor remark in other group companies**

This Clause is not applicable to the company

**For Govind Prasad & Co.  
Chartered Accountants**

FRN: 114360W

**Govind Prasad  
PARTNER**

M. No.: 047948

UDIN:24047948BKAILL6912

Place : Mumbai  
Date : 30<sup>th</sup> May 2024

**Annexure - B to the Auditors' Report**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **CONART ENGINEERS LIMITED** ("The Company") as of 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control



stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Govind Prasad & Co.**  
**Chartered Accountants**  
FRN: 114360W

Place : Mumbai  
Date : 30<sup>th</sup> May 2024

**Govind Prasad**  
PARTNER  
M. No.: 047948  
DIN: 24047948BKAILL6912

**BALANCE SHEET AS AT 31ST MARCH 2024**

Particulars	Note No	Rs. in Hundred	
		As at 31st March, 2024 <i>This year</i>	As at 31st March, 2023 <i>Previous year</i>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	471,436.33	530,263.33
(b) Other intangible assets	4	132.95	203.55
(c) Investment property	5	61,130.50	61,130.50
(d) Financial Assets			
(i) Investment	6	90,840.20	633.99
(e) Income Tax Assets	7	-	3,071.77
(f) Other non-current assets	8	8,386.52	13,127.49
<b>Total Non-Current Assets</b>		<b>631,926.50</b>	<b>608,430.63</b>
<b>Current Assets</b>			
(a) Inventories	9	417,757.94	669,260.30
(b) Financial Assets			
(i) Investments	10	918,492.43	773,544.95
(ii) Trade Receivable	11	1,031,508.25	617,733.09
(iii) Cash and Cash Equivalents	12	257,961.49	277,497.73
(iv) Loans	13	62,955.68	20,947.35
(c) Other Current Assets	14	1,885.58	2,380.81
<b>Total Current Assets</b>		<b>2,690,561.36</b>	<b>2,361,364.23</b>
<b>TOTAL ASSETS</b>		<b>3,322,487.86</b>	<b>2,969,794.86</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Share Capital	15	3,14,000.00	3,14,000.00
(b) Other Equity	16	2,588,801.39	2,213,875.45
		<b>2,902,801.39</b>	<b>2,527,875.45</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Long – term Borrowings	17	2,344.33	3,611.95
(b) Provisions	18	-	-
(c) Deferred tax liabilities (net)	19	(34,929.62)	14,332.61
		<b>(32,585.29)</b>	<b>17,944.56</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
i) Trade payables			
a) total outstanding Dues from Micro and Small Enterprises	20	53,398.56	11,187.11
b) total outstanding Dues from creditors other than Micro and Small Enterprises	20	185,641.65	262,232.17
(b) Other Current Liabilities	21	57,220.98	103,068.00
(c) Provisions	22	156,010.57	47,487.56
<b>TOTAL CURRENT LIABILITIES</b>		<b>452,271.76</b>	<b>423,974.84</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,322,487.86</b>	<b>2,969,794.86</b>
<b>Background</b>	1		
<b>Significant Accounting Policies</b>	2		
See accompanying notes to the financial statements	31 to ...		
<b>For Govind Prasad &amp; Co</b> <b>Chartered Accountants</b> <b>(Govind Prasad)</b> Partner Membership No. 047948 Firm Registration No. 114360W Mumbai Dated : 30th, May, 2024	<b>For and on behalf of the Board</b> <b>Conart Engineers Limited</b> <b>(Jitendra S Sura)</b> Chairman & Managing Director DIN - 00480172 <b>(Kavaljitkaur Dhillon)</b> Company Secretary, ACS 53248 Vadodara Dated : 30th, May, 2024	<b>(Jimish J Sura)</b> Executive Director (Finance) DIN - 03096064	

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2024**

		Rs. in Hundred	
Particulars	Note No	For the year ended 31st March 2024 <i>This Year</i>	For the year ended 31st March 2023 <i>Previous Year</i>
I	Revenue From Operations	4,889,426.07	35,48,556.76
II	Other Income	59,432.29	18,304.51
III	<b>Total income</b>	<b>4,948,858.35</b>	<b>35,66,861.27</b>
IV	<b>Expenses</b>		
	(a) Cost of materials consumed	1,948,169.35	21,24,686.86
	(b) Changes in inventories of finished goods and work-in-progress	177,920.82	(1,64,783.90)
	(c) Employee benefit expenses	275,330.17	2,51,089.82
	(d) Finance costs	1,736.43	2,690.18
	(e) Depreciation and amortization expenses	60,179.28	54,352.23
	(f) Other expenses	2,136,854.29	10,45,704.17
	<b>Total expenses</b>	<b>4,600,190.35</b>	<b>33,13,739.36</b>
V	<b>Profit before tax</b>	<b>348,668.00</b>	<b>2,53,121.91</b>
VI	<b>Tax Expenses</b>		
	(a) Current Tax	98,000.00	57,700.00
	(b) Deferred Tax	(49,262.23)	6,254.77
	(c) Prior year tax adjustment	(8,176.05)	(8,283.63)
	<b>Total Tax Expenses</b>	<b>40,561.72</b>	<b>55,671.14</b>
VII	<b>Profit for the year</b>	<b>308,106.28</b>	<b>1,97,450.77</b>
VIII	<b>Other comprehensive income</b>		
	(A) (i) <b>Items that will be reclassified subsequently to the statement of profit and loss :</b>		
	(a) Net changes in fair values of investments other than equity shares carries at fair value through OCI	87,925.35	33,722.61
	(ii) <b>Income Tax on items that will be reclassified subsequently to statement of profit and loss :</b>	(22,129.05)	(8,487.31)
	(B) (i) <b>Items that will not be reclassified subsequently to the statement of profit and loss :</b>		
	(a) Remeasurement of defined employee benefit plans	1367.55	(818.45)
	(b) Changes in fair values of investment in equities carried at fair value through OCI	-	-
	(ii) <b>Income Tax on items that will be not be reclassified subsequently to statement of profit and loss :</b>	-344.18	205.99
	<b>Total other comprehensive income</b>	<b>66,819.66</b>	<b>24,622.84</b>
IX	<b>Total comprehensive income for the year</b>	<b>374,925.94</b>	<b>2,22,073.61</b>
X	<b>Earnings per equity share: Basic &amp; Diluted *</b>	9.81	6.29
	Weighted average number of equity shares (face value of Rs. 10/- each) (in actuals)	31,40,000	31,40,000
	<b>Background</b>	<b>1</b>	
	<b>Significant Accounting Policies</b>	<b>2</b>	
XI	<b>See accompanying notes to the financial statements</b>	<b>31 to.</b>	

**For Govind Prasad & Co**  
**Chartered Accountants**  
**(Govind Prasad)**  
Partner  
Membership No. 047948  
Firm Registration No. 114360W  
Mumbai  
Dated : 30th, May, 2024

**For and on behalf of the Board**  
**Conart Engineers Limited**  
**(Jitendra S Sura)**  
Chairman & Managing Director  
DIN - 00480172  
**(Kavaljitkaur Dhillon)**  
Company Secretary, ACS 53248  
Vadodara  
Dated : 30th, May, 2024

**(Jimish J Sura)**  
Executive Director (Finance)  
DIN - 03096064

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024**

	Rs. in Hundred			
	As at 31st March, 2024		As at 31st March, 2023	
	Rupees	Rupees	Rupees	Rupees
<b>A Cash Flow From Operating Activities</b>				
Profit/(loss) for the year		348,668.00		253,121.91
<b>Adjustments to reconcile net profit to net cash provided by operating activities:</b>				
Depreciation	60,179.28		54,352.23	
Finance cost	1,736.43		2,690.18	
Loss/(Profit) on Sale of Assets	(2,759.13)		428.14	
Provision written back	(11,611.40)		(3,255.55)	
Share of profit in Firm	(197.18)		(34.54)	
Provision for Diminution in value of Investment	(9.03)		-	
(Profit)/Loss on sale of investment	(33,446.42)		(6,905.48)	
Dividend Received	(15.00)		(20.00)	
Interest Received	(4,150.33)	9,727.21	(2,979.64)	44,275.34
<b>Operating Profit Before Working Capital Changes</b>		358,395.21		297,397.25
<b>Adjustments:</b>				
Inventories	251,502.36		(177,442.11)	
Trade receivables	(413,775.16)		380,083.91	
Other receivables	(35,899.81)		2,615.31	
Trade payables	(22,767.67)		(68,814.43)	
Other payables	32,775.08	(188,165.20)	10,926.87	147,369.55
<b>Cash Generated From Operations</b>		170,230.02		444,766.80
Direct Taxes Paid (net of refunds)		(79,324.52)		(37,800.37)
<b>Net Cash From Operating Activities</b>		90,905.50		406,966.43
<b>B Cash Flow From Investing Activities</b>				
Purchase of Fixed Assets	(29,032.05)		(192,883.98)	
Interest Received	4,150.33		2,979.64	
Dividend Recd	15.00		20.00	
Sale of Fixed Assets	30,509.50		500.00	
Proceeds from Partnership Firm	(90,000.00)		12,286.67	
Sale of Investment	326,424.28		214,338.36	
Purchase of Investment	(349,999.99)	(107,932.93)	(225,000.00)	(187,759.31)
<b>Net Cash Used in Investing Activities</b>		(107,932.93)		(187,759.31)
<b>C Cash Flow From Financing Activities</b>				
Proceeds from Borrowings	(1,267.62)		3,611.95	
Finance Cost	(1,736.43)	(3,004.05)	(2,690.18)	921.77
<b>Total Of A+B+C</b>		(20,031.48)		220,128.89
Cash and Cash Equivalents Opening	277,497.73		57,368.84	
<b>Cash and Cash Equivalents Closing</b>	257,961.49	19,536.24	277,497.73	(220,128.89)

**For Govind Prasad & Co**  
**Chartered Accountants**  
**(Govind Prasad)**  
Partner  
Membership No. 047948  
Firm Registration No. 114360W  
Mumbai  
Dated : 30th, May, 2023

**For and on behalf of the Board**  
**Conart Engineers Limited**  
**(Jitendra S Sura)**  
Chairman & Managing Director  
DIN - 00480172  
**(Kavaljitkaur Dhillon)**  
Company Secretary, ACS 53248  
Vadodara  
Dated : 30th, May, 2023

**(Jimish J Sura)**  
Executive Director (Finance)  
DIN - 03096064

**STATEMENT OF CHAGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2024**

Amount in Hundred

**A. EQUITY SHARE CAPITAL**

**I. Current reporting period**

Balance as at April 1, 2023	Changes in equity share capital during the period	Balance as at March 31, 2024
3,14,000	-	3,14,000

(Rs. in Hundreds)

**II. Previous reporting period**

Balance as at April 1, 2022	Changes in equity share capital during the period	Balance as at March 31, 2023
3,14,000	-	3,14,000

**B. OTHER EQUITY**

(Rs. in Hundreds)

	Reserves and Surplus			Total
	Securities Premium	General Reserve	Retained Earnings	
<b>I. Current reporting period</b>				
<b>Balance as at April 1, 2023</b>	1,97,736.00	55,188.95	19,60,950.50	22,13,875.45
Profit for the year	-	-	308,106.28	308,106.28
Other Comprehensive Income	-	-	66,819.66	66,819.66
<b>Total Comprehensive Income</b>	-	-	374,925.94	2,588,801.39
Interim Dividend paid	-	-	-	-
Dividend Distribution Tax	-	-	-	-
<b>Balance as at March 31, 2024</b>	197,736.00	55,188.95	2,335,876.44	2,588,801.39
<b>II. Previous reporting period</b>				
<b>Balance as at April 1, 2022</b>	1,97,736.00	55,188.95	17,38,876.89	19,91,801.84
Profit for the year	-	-	197,450.77	197,450.77
Other Comprehensive Income	-	-	24,622.84	24,622.84
<b>Total Comprehensive Income</b>	197,736.00	55,188.95	222,073.61	2,213,875.46
Interim Dividend paid	-	-	-	-
Dividend Distribution Tax	-	-	-	-
<b>Balance as at March 31,2023</b>	197,736.00	55,188.95	1,960,950.50	2,213,875.46

**For Govind Prasad & Co**  
Chartered Accountants  
(Govind Prasad)  
Partner  
Membership No. 047948  
Firm Registration No. 114360W  
Mumbai  
Dated : 30th, May, 2024

**For and on behalf of the Board**  
**Conart Engineers Limited**  
(Jitendra S Sura)  
Chairman & Managing Director  
DIN - 00480172  
(Kavaljitkaur Dhillon)  
Company Secretary, ACS 53248  
Vadodara  
Dated : 30th, May, 2024

(Jimish J Sura)  
Executive Director (Finance)  
DIN - 03096064

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024****NOTE - "1" :****CORPORATE INFORMATION**

Conart Engineers Limited is a Public Limited company incorporated in India having CIN L45200MH1973PLC017072. The registered address of its Corporate Office is at 17, Ground Floor, Jay Bharat Society, Nr. Solanki Palace, 3<sup>rd</sup> Road Old Khar, Khar West, Mumbai – 400 052 and Branch Office is 2<sup>nd</sup> Bombay Shopping Centre, R. C. Dutt Road, Vadodara – 390 007. The company is engaged providing full range of General Contracting and Project Management Services for Industrial, Commercial, and Residential Construction projects. The Company provides service to sectors like Heavy Machinery, Pharmaceuticals, Chemicals, Textiles, and Educational. Our experience has been Four decades long. Majority of our projects are awarded from Private Sectors clients and are based on At-Risk Contracting.

The financial statements for the year ended March 31, 2024 were approved by the Board of Director and authorized for issue on 30<sup>th</sup> May,2024.

**NOTE - "2" :****SIGNIFICANT ACCOUNTING POLICIES****a. STATEMENT OF COMPLIANCE**

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

**b. BASIS OF ACCOUNTING**

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the consideration given in exchange for goods and/or services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

**c. Current and non-current classification****I. Assets**

The entity classifies an asset as current when:

- (a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- (b) it holds the asset primarily for the purpose of trading;
- (c) it expects to realise the asset within twelve months after the reporting period; or
- (d) the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

**II. Liabilities**

The entity classifies a liability as current when:

- (a) it expects to settle the liability in its normal operating cycle;
- (b) it holds the liability primarily for the purpose of trading;
- (c) the liability is due to be settled within twelve months after the reporting period; or
- (d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle considered as 12 months by the management

**d. Use of estimates**

The presentation of Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent liabilities. The estimates and assumption used in the accompanying Financial Statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statement. Actual results may differ from the estimates and assumptions used in preparing the accompanying Financial statements.

**e. Property plant and equipment**

The cost of an item of property, plant and equipment comprises of purchase price, including import duties and taxes (other than those subsequently recoverable by the entity from the taxing authorities), after deducting trade discounts and rebates, and including any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

After recognition as an asset, an item of property, plant and equipment is carried at its cost less any accumulated depreciation and accumulated impairment losses, if any.

Depreciation is provided on the Straight-Line Method at the manner prescribed under schedule II of the companies Act, 2013. The useful life of the asset is considered as prescribed under schedule II of the Companies Act, 2013

The residual values, useful lives and methods of depreciation of Property, Plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or loss arising from derecognition of a Property, Plant and Equipment are measured as the difference between net disposal proceeds and the carrying amount.

**f. Investment property**

The investment properties held by the company are valued at cost at which comprises its purchase price and any directly attributable expenditure. There is no existence and amounts of restrictions on the realisability of investment property or the remittance of income and proceeds of disposal nor are there any contractual obligations.

All the investment properties has generated income through rental income during the year under consideration

The company is not provided any depreciation on the investment properties as the said properties are held for sale, as the intention of the company is to recover the principal amount through sale transaction rather than through continuing use.

**g. Intangible assets**

**a) Measurement at recognition:**

Intangible assets acquired separately are measured on initial recognition at cost. Subsequently, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any.

**b) Amortization:**

Intangible Assets are amortized on a Straight-Line basis over the estimated useful economic life. The amortization expense on intangible assets is recognized in the Statement of Profit and Loss. The estimated useful life of software is considered as per schedule II of the companies Act, 2013. The amortization period and the amortization method for an intangible asset is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

**c) De-recognition:**

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the de-recognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

**h. Impairment of non-financial assets**

The company assesses at each reporting date as to whether there is any indication that Property, Plant and Equipment or intangible assets may be impaired. If any such indication exists, the recoverable amount of an asset is estimated to determine the extent of impairment.

Impairment loss, if any, is recognised in the statement of profit and loss to the extent the carrying amounts of assets exceeds their recoverable amount. Recoverable amount is the higher of an assets net selling price and its value in use.

Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Net selling price is the amount obtainable from the sale of an asset in an arms-length transaction between knowledgeable, willing parties, less the costs of disposal.

The impairment loss recognised in prior accounting period is reversed if there has been change in estimate of recoverable amount.

**i. Financial Instruments:**

**i) Financial Assets**

**a. Initial Recognition and measurement**

The entity recognizes a financial asset in its balance sheet only when, the entity becomes party to the contractual provisions of the instrument. All financial assets except trade receivables are measured at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit and loss, are adjusted to the fair value on initial recognition.

A regular way purchase or sale of financial assets are be recognised and using trade date accounting

**b. Subsequent Measurement**

**i) Financial Instruments measured at Amortised Cost (AC)**

A financial asset is measured at amortized cost if it is held within business model where objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset gives rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**ii) Financial Instruments measured at Fair Value through Other Comprehensive Income (FVTOCI)**

A Financial asset is measured at FVTOCI if it is held within the business model where objective is achieved by both contractual cash flows and selling of financial assets and contractual terms of financial assets give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

**iii) Financial Instruments measured at Fair Value through Profit or Loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL

**c. Impairment of Financial Assets**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets are impaired.

In accordance with IND AS 109, the company uses 'Expected Credit Loss (ECL)' model, for evaluating impairment of financial assets other than those measured at Fair value through Profit and Loss (FVTPL).

Expected credit losses are measured through loss allowance at an amount equal to:

- a. The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b. Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

For trade receivables the company applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of trade receivables.

The company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analyzed

For other assets, the company uses 12-month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

**ii) Financial Liabilities**

**i) Initial Recognition and Measurement**

The entity recognizes a financial liability in its balance sheet only when, the entity becomes party to the contractual provisions of the instrument. All financial liabilities are measured at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit and loss, are adjusted to the fair value on initial recognition.

**ii) Subsequent measurement**

Financial Liabilities are carried at amortized cost using effective interest method

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to short maturity of these instruments.



**iii) De-recognition of Financial Instruments**

The company derecognizes a financial asset when the contractual rights to the cash flow from the financial asset expires or it transfers the financial asset and the transfer qualifies for de-recognition as per IND AS 109.

Financial liability (or part of financial liability) is derecognized from the company's balance sheet when obligation specified in the contract is discharged or cancelled or expired.

**iv) Offsetting**

Financial assets and Financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the company has legally enforceable right to set-off the amount and it intends, either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

**j. Income taxes**

The tax expense for the period comprises of current tax and deferred income tax. Tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

**i) Current Tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the income tax authorities, based on tax rates and laws that are enacted at balance sheet date.

**ii) Deferred Tax**

Deferred tax is recognized on temporary differences between carrying amounts of assets and liabilities in financial statements and the corresponding tax bases used in computation of taxable profit.

Deferred tax liabilities and assets are measured at tax rates that are expected to apply in the period in which the liability is settled or the assets realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period

**k. Inventories**

Construction materials are valued at lower of cost or net realizable value, on the basis of weighted average method after providing for obsolescence and other losses, where considered necessary. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Work-in-progress represents cost incurred directly in respect of construction activity and indirect construction cost to the extent to which the expenditure is related to the construction or incidental thereto is valued at lower of cost or net realizable value

Amount of work in progress certified / billed in the subsequent year is pro-rated for the year under review, based on number of days involved.

Stocks of stores and scaffolding have been valued at cost or net realizable value, whichever is lower having regard to the life of such material used.

Stock of raw materials is valued at cost or net realizable value, whichever is lower.

Finished goods are valued at cost or market value, whichever is lower.

**l. Cash and cash equivalents**

Cash and cash equivalents comprise of cash on hand, balances with banks, short-term deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and having original maturity of three months or less.

**m. Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities.

**n. Provisions and contingent liabilities**

The Company creates a provision where there is present obligation (legal or constructive) as a result of past event that probably requires an outflow of resources embodying economic benefits and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resource is remote, no provision or disclosure is made.

**o. Contract receipts / revenue recognition**

Revenue is recognized when it is probable that economic benefits associated with a transaction flows to the Company in the ordinary course of its activities and the amount of revenue can be measured reliably.

Revenue is measured at the fair value of the consideration received or receivable.

**Contract revenue:**

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, claims and incentive payments, to the extent that it is probable that they will result in revenue and can be measured reliably. When the outcome of a construction contract can be estimated reliably, contract revenue is recognised in the statement of profit or loss in proportion to the stage of completion of the contract. The stage of completion is assessed by reference to surveys of work performed. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. Full provision is made for any loss in the year in which it is first foreseen. Cost incurred towards future contract activity is classified as project work in progress.

Revenue from operations is measured at fair value of the consideration receivable or received, taking into account contractually defined terms of payment and excluding taxes collected on behalf of the government.

In respect of contracts executed, the company accounts for income to the extent of work completed, on the basis of invoices certified. Uncertified contract receipts are determined on technical estimates.

Material supplied by the clients in accordance with the terms of contract is not taken into account as contract receipts.

Prices, escalations and de-escalations are accounted as and when certified.

**Sale of goods & Services:**

Revenue from sale of goods is recognized when the Company transfers all significant risks and rewards of ownership to the buyer, while the Company retains neither continuing managerial involvement nor effective control over the goods sold.

Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed.

**Interest and dividend:**

Interest income is recognized using effective interest method.

Dividend income is recognized when the right to receive payment is established.

**p. Employee benefit expenses**

**Short Term Employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange of the services rendered by employees are recognized as an expense during the period when the employees render the services.

**Post-Employment Benefits**

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to separate entities. The Company makes specified monthly contributions towards Provident Fund, State Insurance, and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

The company also provides retirement benefits in the form of Gratuity on the basis of valuation, as at the Balance Sheet date. Gratuity liability is covered by a Group Gratuity policy with life insurance Corporation of India.

Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation.

The company also provides retirement benefits in the form of Gratuity on the basis of valuation, as at the Balance Sheet date. Gratuity liability is covered by a Group Gratuity policy with life insurance Corporation of India.

Re-measurement of Defined Benefit Plans in respect of Post-Employment are charged to other Comprehensive Income.

**Property, Plant and Equipment ..... “3”**

Rs. in Hundred

Description	Freehold Land	Buildings	Plant and equipment	Computer equipment	Vehicles	Office equipment	Furniture and fixtures	Total
Cost as at April 1,2023	12,406.41	34,918.16	8,24,036.03	7,823.21	1,45,378.80	16,559.83	19,289.47	<b>10,60,411.91</b>
Additions	-	-	26,170.75	926.12	-	1,886.18	49.00	<b>29,032.05</b>
Disposals	-	26,625.00	39,613.68	-	-	-	-	<b>66,238.68</b>
<b>Cost as at March 31 ,2024</b>	<b>12,406.41</b>	<b>8,293.16</b>	<b>810,593.10</b>	<b>8,749.33</b>	<b>145,378.80</b>	<b>18,446.01</b>	<b>19,338.47</b>	<b>1,023,205.28</b>
Accumulated depreciation as at April 1, 2023	-	6,695.22	409,032.03	6,462.09	79,885.23	11,041.17	17,032.84	<b>530,148.58</b>
Depreciation for the period	-	483.71	43,732.44	622.78	12,879.48	2,142.11	248.16	<b>60,108.68</b>
Disposals	-	5,180.24	33,308.07	-	-	-	-	<b>38,488.31</b>
<b>Accumulated depreciation as at March 31, 2024</b>	<b>-</b>	<b>1,998.69</b>	<b>419,456.40</b>	<b>7,084.87</b>	<b>92,764.71</b>	<b>13,183.28</b>	<b>17,281.00</b>	<b>551,768.95</b>
<b>Net carrying amount as at March 31, 2024</b>	<b>12,406.41</b>	<b>6,294.47</b>	<b>391,136.70</b>	<b>1,664.46</b>	<b>52,614.09</b>	<b>5,262.73</b>	<b>2,057.47</b>	<b>471,436.33</b>
Cost as at April 1,2022	12,406.41	34,918.16	682,009.85	7,441.85	118,346.07	14,039.19	16,929.18	<b>886,090.71</b>
Additions	-	-	160,588.96	381.36	27,032.73	2,520.64	2,360.29	<b>192,883.98</b>
Disposals	-	-	18,562.78	-	-	-	-	<b>18,562.78</b>
<b>Cost as at March,31 ,2023</b>	<b>12,406.41</b>	<b>34,918.16</b>	<b>824,036.03</b>	<b>7,823.21</b>	<b>145,378.80</b>	<b>16,559.83</b>	<b>19,289.47</b>	<b>1,060,411.91</b>
Accumulated depreciation as at April 1, 2022	-	6,143.51	386,589.14	5,816.16	68,951.38	9,086.72	16,929.18	<b>493,516.09</b>
Depreciation for the period	-	551.71	40,077.53	645.93	10,933.85	1,954.45	103.66	<b>54,267.13</b>
Disposals	-	-	17,634.64	-	-	-	-	<b>17,634.64</b>
<b>Accumulated depreciation as at March 31, 2023</b>	<b>-</b>	<b>6,695.22</b>	<b>409,032.03</b>	<b>6,462.09</b>	<b>79,885.23</b>	<b>11,041.17</b>	<b>17,032.84</b>	<b>530,148.58</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>12,406.41</b>	<b>28,222.94</b>	<b>415,004.00</b>	<b>1,361.12</b>	<b>65,493.57</b>	<b>5,518.66</b>	<b>2,256.63</b>	<b>530,263.33</b>

**Other Intangible assets ..... “4”**

Description	Computer Software
Cost as at April 1,2023	2,659.00
Additions	0
Disposals	0
<b>Cost as at March 31 ,2024</b>	<b>2,659.00</b>
Accumulated depreciation as at April 1, 2023	2,455.45
Depreciation for the period	70.60
Disposals	0
Accumulated depreciation as at March 31, 2024	2,526.05
<b>Net carrying amount as at March 31, 2024</b>	<b>132.95</b>
Cost as at April 1,2022	2,659.00
Additions	-
Disposals	-
<b>Cost as at March,31 ,2023</b>	<b>2,659.00</b>
Accumulated depreciation as at April 1, 2022	2,370.35
Depreciation for the period	85.10
Disposals	-
Accumulated depreciation as at March 31, 2023	2,455.45
<b>Net carrying amount as at March 31, 2023</b>	<b>203.55</b>

Particulars	Rs. in Hundred	
	As at 31st March, 2024 Rupees	As at 31st March, 2023 Rupees
<b>Investment Property</b> ..... “5”		
Flats Held for Resale	61,130.50	61,130.50
The Company is a Partner in Clue Realestate Marketing Enterprises LLP. On Ceasation of Business of the LLP, the stock of Flats lying in the LLP has been sold to the Partners in their Profit sharing ratio at fair value.	<b>61,130.50</b>	<b>61,130.50</b>
<b>Investments</b> ..... “6”		
<b>(a) Investment in Equity Instruments</b>		
<b>UNQUOTED</b>		
<u>Investment carried at cost</u>		
In Fully Paid-up Equity Shares of The Saraswat Co-op. Bank Ltd.	100.00	100.00
	<b>100.00</b>	<b>100.00</b>
<b>QUOTED</b>		
<u>In Fully Paid-up Equity Shares of</u>		
Mindvision Capital (Kailash Ficom Ltd.)	135.00	135.00
Bubna Major Bio-tech Ltd.	96.00	96.00
Nutech Organic Ltd.	25.00	25.00
Pan Asia Industries Ltd.	18.00	18.00
Mcnally Sayaji Engineers Ltd.	1,400.00	1,400.00
	<b>1,674.00</b>	<b>1,674.00</b>
Less: Provision for Difference in fair Value	(1,165.52)	(1,174.55)
	<b>508.48</b>	<b>499.45</b>
	<b>608.48</b>	<b>599.45</b>
<b>(b) INVESTMENT IN PARTNERSHIP FIRM.</b>		
<b><u>M/s Clue Realestate Marketing Enterprises 40%</u></b>	231.72	34.54
<b>( Partners Details )</b>		
1) M/s Conart Engineers Ltd -	40.00 %	
2) Mr Virendra O Parekh -	10.00 %	
3) Mrs Neelam V Parekh -	10.00 %	
4) Mr Ankit U Patel -	25.00 %	
5) M/s Samarth Land Concepts pvt ltd-	15.00 %	
<b>Total Capital of All Partners of Clue Realestate Marketing Enterprises LLP is Rs.3,00,000.00</b>		
<b>2 M/s Edifine Lifespace LLP (M/s Conart Engineers Ltd - 20% Share)</b>	90,000.00	
	<b>90,231.72</b>	<b>34.54</b>
	<b>90,840.20</b>	<b>633.99</b>
<b>Income Tax Assets</b> ..... “7”		
Advance Tax including TDS	-	69,053.09
Less: Provision for Income Tax	-	65,981.32
	-	<b>3,071.77</b>
<b>Other Non-Current Assets</b> ..... “8”		
Sundry Deposits	7,171.05	12,275.25
Others	1,215.47	852.24
	<b>8,386.52</b>	<b>13,127.49</b>

Particulars	Rs. in Hundred	
	As at 31st March, 2024 Rupees	As at 31st March, 2023 Rupees
<b>Inventories</b> ..... <b>“9”</b>		
(As per inventory taken, valued and certified by the Director)		
Raw Materials: Construction Materials	15,569.79	92,535.83
Work-in-progress	386,372.65	560,336.11
Finished Stock (Including Stock of Completed Flats)	-	3,957.36
Stores, spares, shuttering and scaffoldings	15,815.50	12,431.00
	<b>417,757.94</b>	<b>669,260.30</b>

**Investments** ..... **“10”**  
**Investment carried at fair value through OCI**

	No. of Units	Amount	No. of Units	Amount
<b>(a) Investment in Mutual Funds</b>				
(i) Franklin India Low Duration Fund	-	-	-	-
(ii) TATA BALANCED ADVANTAGE FUND	624,797	116,869.51	0	0.00
(iii) ICICI Prudential 1637 / Credit Risk Fund - G	638,957	-	638,957	169,210.40
(iv) ICICI Prudential AMP / Asset Allocator Fund - G	287,948	298,764.10	287,948	245,075.69
(v) ICICI Prudential IMPG / Regular Saving Fund - G	294,264	196,897.08	294,264	171,593.57
(vi) Nippon India Ultra Short Duration Fund - G	5,438	305,961.74	5,438	187,665.29
The Amount shown above are at fair Value		<b>918,492.43</b>		<b>773,544.95</b>
		<b>918,492.43</b>		<b>773,544.95</b>

Particulars	Rs. in Hundred	
	As at 31st March, 2024 Rupees	As at 31st March, 2023 Rupees
<b>Trade receivable</b> ..... <b>“11”</b>		
Unsecured, Considered Good		
Debts Exceeding Six Months	281,883	240,264
	<b>281,883</b>	<b>240,264</b>
Others	749,625	377,469
	<b>749,625</b>	<b>377,469</b>

**As at 31st, March, 2024**

Trade Receivable ageing schedule	Less than 6 mths	6 mth - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade Receivables - considered good	749,625	236,157.18	-	33,818.63	11,907.56	1,031,508.25
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Dndisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00

**As at 31st, March,2023**

Trade Receivable ageing schedule	Less than 6 mths	6 mth - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade Receivables - considered good	3,77,469.06	1,02,289.31	1,06,102.98	12,099.35	19,772.39	6,17,733.09
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Dndisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00

Particulars	As at 31st March, 2024 Rupees	Rs. in Hundred As at 31st March, 2023 Rupees
<b>Cash and cash equivalents</b> ..... “12”		
<b>A) Cash and Cash Equivelant</b>		
<u>Balance with Scheduled Banks</u>		
In Current Accounts	169,396.32	230,316.94
In Fixed Deposit	3,500.00	-
Cash on Hand	674.72	1,504.27
	<b>173,571.04</b>	<b>231,821.21</b>
<b>B) Other Balances with Banks</b>		
in Margin money account	83,224.93	44,500.00
in unpaid dividend account	1,165.52	1,176.52
	<b>84,390.45</b>	<b>45,676.52</b>
<b>GRAND TOTAL</b>	<b>257,961.49</b>	<b>277,497.73</b>
<b>Loans</b> ..... “13”		
(Unsecured, considered good)		
Advances Recoverable in Cash or in Kind or for Value to Be Received	62,955.68	20,947.35
	<b>62,955.68</b>	<b>20,947.35</b>
<b>Other current assets</b> ..... “14”		
Others	1,885.58	2,380.81
	<b>1,885.58</b>	<b>2,380.81</b>
<b>Equity share capital</b> ..... “15”		
<b>AUTHORISED CAPITAL</b>		
40,00,000 Equity Shares of Rs.10.00 each	4,00,000.00	4,00,000.00
<i>P.Y. 40,00,000 Equity Shares of Rs.10.00 each</i>		
	<b>4,00,000.00</b>	<b>4,00,000.00</b>
<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL :</b>		
31,40,000 Equity Shares of Rs.10.00 each	3,14,000.00	3,14,000.00
<i>P.Y. 31,40,000 Equity Shares of Rs.10.00 each</i>		
	<b>3,14,000.00</b>	<b>3,14,000.00</b>

	ASAT 31st March,2024		ASAT 31st March,2023	
	No.	Amount	No.	Amount
	<hr/>			
<b>a) Reconciliation of the number of equity shares and Preferential shares outstanding at the beginning and at the end of the year :</b>				
Equity Shares of Rs.10/- each fully Paid-up				
Shares Outstanding at the beginning of the year	31,40,000	3,14,000.00	31,40,000	3,14,000.00
Changes during the year	-	-	-	-
<b>Shares Outstanding at the end of the year</b>	<b>31,40,000</b>	<b>3,14,000.00</b>	<b>31,40,000</b>	<b>3,14,000.00</b>

**b) Rights, preferences and restrictions attaching to each class of shares:**

The Company has only one class of shares referred to as equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the equity share holders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c) The Detail of Shareholders holding more than 5% shares:**

<b>Name of Shareholders</b>	ASAT 31st March,2024		ASAT 31st March,2023	
	No. of Shares	%	No. of Shares	%
1) Jitendra S Sura HUF	1,98,230	6.313	1,98,230	6.313
2) Jimish J Sura	662,607	21.102	662,107	21.086
3) Jitendra S Sura	2,05,921	6.558	2,05,921	6.558
4) Nayna J Sura	2,48,568	7.916	2,48,568	7.916
5) Investor Education and Protection Fund	1,74,899	5.570	1,74,899	5.570

**d) Details of promoters shareholding**

<b>Promoter Name</b>	<b>No of Shares</b>	<b>% of holding</b>	<b>% Change during the year</b>
<b>As at 31st March 2024</b>			
1) Jitendra S Sura HUF	1,98,230	6.313	No Change
2) Jimish J Sura	6,62,107	21.086	No Change
3) Jitendra S Sura	2,05,921	6.558	No Change
4) Nayna J Sura	2,48,568	7.916	No Change
5) Pooja Jimish Sura	50,000	1.592	No Change
6) Sukeshi Kamlesh Gandhi	33,600	1.070	No Change
<b>As at 31st March 2023</b>			
1) Jitendra S Sura HUF	1,98,230	6.313	No Change
2) Jimish J Sura	6,62,107	21.086	No Change
3) Jitendra S Sura	2,05,921	6.558	No Change
4) Nayna J Sura	2,48,568	7.916	No Change
5) Pooja Jimish Sura	50,000	1.592	No Change
6) Sukeshi Kamlesh Gandhi	33,600	1.070	No Change

	AS AT 31st March,2024 Amount	AS AT 31st March,2023 Amount
<b>Other Equity</b> ..... “16”		
<b>Share Premium</b>		
Per last Balance Sheet	1,97,736.00	1,97,736.00
Changes during the year	-	-
Balance at the Close of the Year	<b>1,97,736.00</b>	<b>1,97,736.00</b>
<b>GENERAL RESERVE</b>		
Per last Balance Sheet	55,188.95	55,188.95
Changes during the year	-	-
Balance at the Close of the Year	<b>55,188.95</b>	<b>55,188.95</b>
<b>Retained Earnings</b>		
As per Last Balance Sheet	1,960,950.50	1,738,876.89
Add : Profit for the Year	374,925.94	222,073.61
<b>Balance at the end of the Year</b>	<b>2,588,801.39</b>	<b>2,213,875.45</b>

	Rs. in Hundred	
	As at 31st March, 2024 Rupees	As at 31st March, 2023 Rupees
<b>Financial Liabilities</b> ..... “17”		
(i) Long – term Borrowings	2,344.33	3,611.95
	<b>2,344.33</b>	<b>3,611.95</b>

**From Banks \***

\* Against Hypothecation of Car , Vehicles Loan Repayment of Term Loans are on EMI Basis

<b>Provisions</b> ..... “18”		
Provision for employee benefits	0.00	-
	<b>0.00</b>	-
<b>Deferred tax liabilities (net)</b> ..... “19”		
<b>Deferred Tax Liabilities (net)</b>	(34,929.62)	14,332.61
<b>DETAILS OF DEFERRED TAX LIABILITY</b>		
Deferred Tax Liability		
Depreciation	17,875.50	14,332.61
<b>Total</b>	<b>17,875.50</b>	<b>14,332.61</b>
Deferred Tax Assets		
Other Temporary Disallowances	52,805.12	-
<b>Total</b>	<b>52,805.12</b>	-
<b>Net Deferred Tax Liabilities</b>	<b>(34,929.62)</b>	<b>14,332.61</b>

<b>Trade payables</b> ..... “20”		
<b>Total dues of Micro ,Small and Medium Enterprises</b>		
Trade Payable for Material & Labour	11,187.11	38,918.90
Others	-	-
	<b>11,187.11</b>	<b>38,918.90</b>
<b>Total dues of creditors other than Micro ,Small and Medium Enterprises</b>		
Trade Payable for Material & Labour	53,398.56	11,187.11
Others	-	-
	<b>53,398.56</b>	<b>11,187.11</b>



**As at 31st March 2024**

Trade Payable ageing Schedule	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	50,268.13	2,570.64	-	-	52,838.77
(ii) Others	143,493.43	19,538.44	8,148.43	14,534.85	185,715.15
(iii) Disputed Dues - MSME	0.00	0.00	0.00	559.79	559.79
(iv) Disputed Dues - Others	0.00	0.00	0.00	0.00	0.00

**As at 31st March 2023**

Trade Payable ageing Schedule	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	4,799.97	4,300.79	233.26	1,293.30	10,627.32
(ii) Others	2,34,832.90	18,165.89	6,248.75	2,984.63	262,232.22
(iii) Disputed Dues - MSME	0.00	0.00	0.00	559.79	559.79
(iv) Disputed Dues - Others	0.00	0.00	0.00	0.00	0.00

Particulars	Rs. in Hundred	
	As at 31st March, 2024 Rupees	As at 31st March, 2023 Rupees
<b>Other Current Liabilities</b> ..... "21"		
Current Maturity of Long-term debts #	1,388.05	1,388.05
Statutory Liabilities	7,990.87	18,651.63
Due to Staff	24,407.43	30,063.82
Others	2,248.23	5,560.20
Advance from Customer	21,186.40	47,404.30
	<b>57,220.98</b>	<b>103,068.00</b>

# Against Hypothecation of Car, Vehicles Loan Repayment of Term Loans are on EMI Basic.

**Provisions** ..... "22"

**(d) Short – Term Provisions**

Other Provisions	126,109.66	47,487.56
Provision for Income Tax	120,473.24	-
Less: Advance Tax including TDS	(90,572.33)	
	<b>156,010.57</b>	<b>47,487.56</b>

**Revenue From Operations** ..... "23"

Sales and Services	4,889,426.07	35,48,556.76
<b>TOTAL</b>	<b>4,889,426.07</b>	<b>35,48,556.76</b>

**Other Income** ..... "24"

Interest Received	4,150.33	2,979.64
Dividend from Investment	15.00	20.00
Profit on sales of investment	33,446.42	6,905.48
Shares of Profit in Partnership Firms	197.18	34.54
Rent received	3,363.89	
Provision for Diminution in value of Investment	9.03	-
Profit on Sale of Assets	6,523.67	-
Other Income	11,726.76	8,364.85
<b>TOTAL</b>	<b>59,432.29</b>	<b>18,304.51</b>

Particulars	Rs. in Hundred	
	As at 31st March, 2024 Rupees	As at 31st March, 2023 Rupees
<b>Cost of Materials Consumed</b> ..... “25”		
Material Purchased	1,871,203.31	2,133,444.97
Add. Opening Stock of Raw Materials	92,535.83	83,777.72
Less : Closing Stock of Raw Materials	(15,569.79)	(92,535.83)
<b>MATERIAL CONSUMED</b>	<b>1,948,169.35</b>	<b>21,24,686.86</b>
<b>Changes in Inventories of Finished Goods Work-in-progress</b> ..... “26”		
Closing Stock of Work-in-Progress	386,372.65	560,336.11
Closing Stock of Finished Goods	-	3,957.36
Less : Opening Stock of Work-in-Progress	560,336.11	395,552.21
Less : Opening Stock of Finished Goods	3,957.36	3,957.36
<b>TOTAL</b>	<b>177,920.82</b>	<b>(164,783.90)</b>
<b>Employee Benefits Expense</b> ..... “27”		
Salaries, Wages and Bonus	229,906.78	222,609.84
Contribution to P.F and other funds	21,668.99	13,697.66
Gratuity	1,002.67	-
Staff Welfare Expenses	22,751.73	14,782.32
<b>TOTAL</b>	<b>275,330.17</b>	<b>251,089.82</b>
<b>Finance Costs</b> ..... “28”		
Bank Commission Charges	22.68	334.98
Interest Paid	550.43	
Bank Guarantee Commission	1,163.32	2,355.20
<b>TOTAL</b>	<b>1,736.43</b>	<b>2,690.18</b>
<b>Depreciation and Amortization Exp</b> ..... “29”		
i) Tangible Assets	60,108.68	54,267.13
ii) Intangible Assets	70.60	85.10
	<b>60,179.28</b>	<b>54,352.23</b>

Particulars	Rs. in Hundred	
	As at 31st March, 2024 Rupees	As at 31st March, 2023 Rupees
<b>Other Expenses</b> ..... “30”		
<b>1) MANUFACTURING AND OTHER DIRECT EXPENSES</b>		
Stores, Spares, Shuttering Consumed	1,201.56	1,963.38
Contract Labour Payments	595,137.35	506,597.73
Payment to sub Contractor with Material	1,284,674.49	338,415.66
Professional and Consulting Fees - Employee	3,830.00	2,715.36
Coolie, Cartage, Transportation	1,638.23	1,786.80
Equipment Contract Payment	1,311.40	4,284.61
Machinery Hire Charges	35,135.93	18,755.36
Repairs & Maintenance to Machinery	9,549.11	4,432.12
Site Expenses	45,304.31	37,893.79
Contractual Expenses	801.90	53.26
Gas and Fuel	13,207.09	15,902.08
	<b>1,991,791.37</b>	<b>9,32,800.15</b>
<b>2) ADMINISTRATION AND SELLING EXP</b>		
Rent, Rates and Taxes	5,477.73	4,623.99
Traveling and Conveyance	6,413.83	6,229.05
Compensation for use of Premises	25,147.00	22,775.00
Insurance Premium	3,625.72	3,064.83
	<b>40,664.29</b>	<b>36,692.87</b>
Payment to Auditors for:		
Audit Fees	1,000.00	1,000.00
Audit Fees - Income Tax Matters	150.00	150.00
Tax Audit	850.00	850.00
Out of Pocket Expenses	191.03	188.29
<b>Sub-Total</b>	<b>2,191.03</b>	<b>2,188.29</b>
Repairs to Other Assets	8,572.72	10,408.04
Miscellaneous Expenses	5,959.00	4,463.29
Loss on Assets Sold & Discarded	3,764.54	428.14
Bad Debts	38,930.34	17,994.37
Professional and Consulting Fees - Others	10,931.12	9,548.37
Loss on Sales of Flats	-	-
Interest on GST,Vat,Service Tax etc	902.76	121.10
Postage, Telephone and Telex	1,074.67	1,258.99
Printing and Stationery	1,614.30	1,096.51
Electricity Charges	1,247.93	1,021.53
Business Promotion Exp	7,210.41	2,958.87
Motor Vehicle Expenses	21,999.82	24,723.65
	<b>102,207.61</b>	<b>74,022.86</b>
<b>TOTAL</b>	<b>2,136,854.29</b>	<b>10,45,704.17</b>

**CONTINGENT LIABILITIES** ..... “31”

	31 <sup>st</sup> March 2024 (Rupees)	31 <sup>st</sup> March 2023 (Rupees)
Guarantee given to bank	79,16,615.00	1,21,00,000.00
Service tax liabilities*	10,78,053	10,78,053

\*Service Tax Liabilities of Rs.10,78,053.00 for the F.Y.2012-13,2013-14 & 2014-15 are pending before the appellate authority.

**Capital Commitment** ..... “32”

Estimated amount of contract remaining to be executed on capital account and not provided for is Nil in current as well as previous year

**Title deeds of immovable property ..... “33”**

All the title deeds of immovable property are held in the name of the company.

**Relationship with Struck off Companies ..... “34”**

The Company has not dealt with any company whose balance is outstanding as on 31/03/2023, and whose name is struck off from registrar of Companies u/s 248 of the Companies Act 2013 or sec 560 of the Companies Act 1956.

**Corporate Social Responsibility (CSR) ..... “35”**

The company is not covered u/s 135 of the companies Act 2013 under Corporate Social Responsibility (CSR).

**31<sup>st</sup> March 2024    31<sup>st</sup> March 2023**  
**(Rupees)                      (Rupees)**

**Payments to Statutory auditor ..... “36”**

Audit fees	100,000	80,000
Audit Fees – Income Tax Matters	15,000	15,000
Tax audit fees	85,000	85,000
Out of Pocket Expenses	19,103	16,039
<b>Total</b>	<b>219,103</b>	<b>216,039</b>

**Managerial Remuneration ..... “37”**

Salary and Commission	54,60,000	54,60,167
Contribution to Superannuation Fund	7,93,800	7,93,800
Perquisites and Benefit	5,48,628	5,48,634
<b>Total</b>	<b>68,02,428</b>	<b>68,02,434</b>

**Expenditure in Foreign Currency ..... “38”**

NIL                      Nil

**Earning in foreign Currency ..... “39”**

:                      NIL                      NIL

**Segment reporting ..... “40”**

The management of the company has determined only one segment i.e. construction, thus segment wise reporting is not applicable.

**Related party transactions ..... “41”**

**A. List of Related Parties during the year**

Sr. No.	Name of Related Party	Nature of relationship
1.	Jitendra Shankerlal Sura	Director
2.	Jitendra Shankerlal Sura HUF	HUF of director
3.	Prachi N Desai	Relative of the director
4.	Nayana Sura	Relative of the director
5.	Shankerlal Sura	Relative of the director
6.	Pooja Sura	Relative of the director
7.	Nirmit Desai	Relative of the director
8.	Sukeshi Kamlesh Gandhi	Relative of the director
9.	Procost Systems LLP	Firm where director has interest
10.	Jimish Sura	Director
11.	Aahar Sura	Relative of the director
12.	Hiya Sura	Relative of the director
13.	Sura Infrastructure and Management Pvt. Ltd.	Company with common director
14.	Standard Belex India Pvt Ltd	Firm where director has interest

**B. Name of Related Parties & Nature of Transaction Value of Transaction**

Name of Person	Nature of Transaction	Volume of Transaction As on 31/03/24 (Rupees)	Volume of Transaction As on 31/03/23 (Rupees)
Jitendra S Sura	Rent	54,000	60,000
	Remuneration	27,77,647	27,44,767
Jimish J Sura	Rent	0	0
	Remuneration	40,24,776	40,24,787
Jitendra S Sura HUF	Rent	2,34,000	2,34,000
Prachi N Desai	Rent	4,32,000	4,32,000
Standard Belex India Pvt Ltd	Materials Purchase	24,95,013	1,21,40,020
Clue Real Estate Marketing Enterprises LLP	Investment in Partnership Firm	1,20,000	1,20,000
	Loan to Partnership Firm	(1,20,000)	(1,20,000)
	Share of Profit / Loss	23172	3,454
Edifine Lifespace LLP	Investment in Partnership Firm	90,00,000	
	Share of Profit / Loss	-	

\*The above entities include related party(ies) where the relationship existed even for the part of the year.

No Loan or Advance in the Nature of Loans are granted to promoters / Directors / KMPs and the related parties ( as defined under Companies Act,2013) either severally or jointly with any other person.

**EARNING PER SHARE** ..... “42”

Basic earning per share has been calculated by dividend profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The company has not issued any potential equity shares and accordingly, the basic earning per share and diluted earning per share are the same. Earning per share has been calculated as under:

	<b>31<sup>st</sup> March 2024</b>	<b>31<sup>st</sup> March 2023</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Profit after taxation	3,08,106.28	1,97,450.77
Weighted average no. of shares (In actuals)	31,40,000	31,40,000
Earning per share (Basic and Diluted)	9.81	6.29

**Analytical Ratios**

Rs. In Hundred

Sr. no.	Particulars	Formula	For the year ended 31st Mar 2024		For the year ended 31st Mar 2023	
			Values	Ratio	Values	Ratio
1	Current Ratio	Current Assets Current liabilities	26,90,547.84 4,52,271.76	5.95	23,61,364.23 4,23,974.84	5.57
Current assets and current liabilities include total current assets and current liabilities as appearing in the balance sheet.						
2	Debt to equity ratio	Total Debt Total Equity	2,344.33 29,02,801.39	0.00	3611.95 25,27,875.45	0.00
Total debt includes long-term borrowings whereas total equity includes shareholders' funds						
3	Debt service coverage ratio	Not applicable as there is no loan repayment commitment.				
4	Return on equity	Net Income Average Shareholder's Equity	3,08,106.28 27,15,338.42	0.11	1,97,450.77 24,16,838.64	0.08
Net income is profit after tax whereas shareholders' equity is shareholders' fund.						
5	Inventory turnover ratio	COGS Average inventory	43,93,211.72 4,75,333.06	9.24	31,43,792.93 4,81,901.52	6.52
COGS includes purchase cost, changes in inventory and other direct expenses. Average inventory is simple average of opening and closing inventory						
6	Trade receivables turnover ratio	Net credit sales Average debtors	48,89,426.07 8,24,620.67	5.93	35,48,556.76 8,07,775.05	4.39
Net credit sales is total credit sales during the year. Average debtors is the simple average of opening and closing trade receivables						
7	Trade payables turnover ratio	Net credit purchase Average creditors	18,71,203.31 2,56,229.75	7.30	21,33,444.97 3,09,454.27	6.89
Net credit purchase is total credit purchases during the year. Average creditors are the simple average of opening and closing trade payables						
8	Net capital turnover ratio	Net annual sales Average working capital	48,89,426.07 20,87,839.49	2.34	35,48,556.76 18,75,363.33	1.89
Net credit sales is total credit sales during the year. Average working capital is the simple average of opening and closing working capital						
9	Net profit ratio	Profit after tax Total sales	3,08,106.28 48,89,426.07	0.06	1,97,450.77 35,48,556.76	0.06
Profit after tax is total profit after tax and total sales is revenue from operations						
10	Return on capital employed	Earnings before interest and taxes Capital employed	3,50,404,.43 28,67,871.77	0.12	2,55,812.09 25,42,208.06	0.10
Earnings before interest and taxes. Capital employed includes shareholders' fund, long term and short-term borrowings						
11	Return on investment	Profit after tax Capital employed	3,08,106..28 28,80,871.77	0.11	1,97,450.77 25,42,208.06	0.08
Profit after tax is total profit after tax. Capital employed includes shareholders' fund, long term and short-term borrowings						

**INVESTMENT PROPERTY ..... “43”**

Sr. No	Particulars	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
		(Rupees)	(Rupees)
1.	Rental Income	1,72,500	2,42,700
2.	Expenses	Nil	Nil

**NOTES ..... “44”**

Sundry Debtors and Creditors & advance are subject to confirmation by the respective parties. Necessary adjustments in accounts will be made in the year in which discrepancy, if any, may be noticed.

**NOTES ..... “45”**

Sundry Loan & Advances and other assets are, in the opinion of management stated at the amount realizable in the ordinary course of business and provision for all known and determined liabilities are adequate and not in excess of the amounts reasonably required.

**NOTES ..... “46”**

In accordance with Indian Accounting Standard (IND AS) 19 - “Employee Benefits” disclosures in respect of the Defined Benefit Gratuity Plan (to the extent of information made available by LIC) are given below:

	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
<b>A Assumption As On</b>		
Discount Rate	7.25%	7.250%
Salary Escalation	7.00%	7.00%
<b>B Present value of obligations</b>		
Present value of obligations as at beginning of year	28,16,116	24,78,964
Interest cost	2,04,168	1,73,52
Current service cost	90,635	81,780
Benefits paid	0	0
Actuarial (gain)/loss	1,36,755	81,845
Present value of obligations as at end of the year	29,74,164	28,16,116
<b>C. Changes in fair value of planned assets</b>		
Fair value of planned assets at beginning of the year	29,01,340	27,20,072
Expected return on planned assets	1,94,370	1,81,268
Contributions	0	0.00
Benefits paid	0	0
Fair value of planned assets at the end of the year	30,95,710	29,01,340
<b>D. Actuarial gain/loss recognized</b>		
Actuarial gain/loss on obligations	(1,36,755)	(81,845)
Actuarial Gain/Loss for the year – plan assets	Nil	Nil
Actuarial Gain/Loss on obligations	(1,36,755)	(81,845)
Actuarial Gain/Loss recognized in the year	(1,36,755)	(81,845)
<b>E. Amounts recognized in the balance sheet</b>		
Present value of obligations as at the end of year	29,74,164	28,16,116
Fair value of planned assets at end of year	30,95,710.79	29,01,340
Funded status	1,21,546.79	85,224
Net asset/liability recognized in the year	1,21,546.79	85,224
<b>F. Amounts recognized in the statement of profit and loss</b>		
Current service cost	90,635	81,780
Interest cost	2,04,168	1,73,527
Expected return on planned assets	(1,94,370.67)	(1,81,268)
Expenses recognized in the statement of profit and loss	1,72,478	1,55,884

**Effects due to COVID-19 ..... “47”**

The company has evaluated the impact of COVID-19 resulting from:

- a. the possibility of constraints to render services which may require revision of estimations of costs to complete the contract because of additional efforts;
- b. onerous obligations;
- c. penalties relating to breaches of service level agreements, and
- d. Termination or deferment of contracts by customers.

The company has concluded that the impact of COVID-19 is not material based on these estimates. Due to the nature of the pandemic, the company continues to monitor developments to identify significant uncertainties relating to revenue in future periods

**Rounding off ..... “48”**

Figures have been rounded off to the nearest rupee.

**Reclassification and re-grouping. .... “49”**

Previous year figures have been regrouped / reclassified wherever necessary.

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**For Govind Prasad & Co**  
**Chartered Accountants**  
**(Govind Prasad)**  
Partner  
Membership No. 047948  
Firm Registration No. 114360W  
Mumbai  
Dated : 30th, May, 2024

**For and on behalf of the Board**  
**Conart Engineers Limited**  
**(Jitendra S Sura)**  
Chairman & Managing Director  
DIN - 00480172  
**(Kavaljitkaur Dhillon)**  
Company Secretary, ACS 53248  
Vadodara  
Dated : 30th, May, 2024

**(Jimish J Sura)**  
Executive Director (Finance)  
DIN - 03096064



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