



Conart Engineers Limited TM

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, E-mail: accounts.mumbai@conartengineers.com

Branch Office: 2nd Floor, Bombay Shopping Centre, R.C. Dutt Road, Vadodara 390 007, Gujarat, India
Tel.: +91 (265) 2330946 / 7122, E-mail: vadodara@conartengineers.com, Website: www.conartengineers.com

Date: 31st August, 2020

BSE: Intimation/19-20

To,
Corporate Relationship Dept.
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Phone: 91-22-22721233/4,
Fax: 91-22-22721919

Script Code: 522231
Script Name: Conart

Dear Sir/Madam,

Sub: Annual Report of Financial Year 2019-20

We enclosed herewith the copy of the Annual Report of Financial Year 2019-20 as Pursuant to Regulation 34(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Kindly take the above information on record and acknowledge receipt.

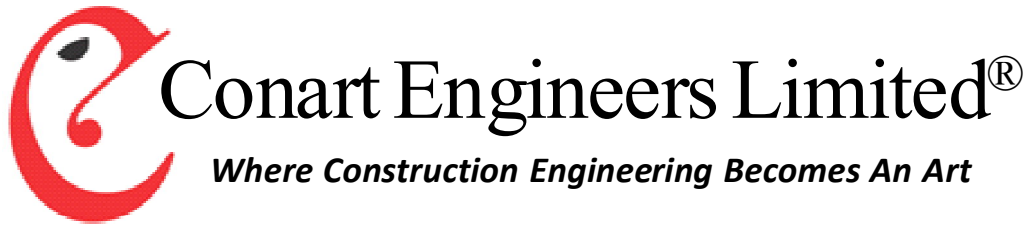
Thanking you,

Yours faithfully,
For Conart Engineers Limited

*Kavaljit K.
Dhillon*



(Kavaljitkaur Dhillon)
Company Secretary & Compliance Officer



ANNUAL REPORT 2019-20

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Jitendra S. Sura (DIN:00480172)
Chairman & Managing Director
Mr. Jimish J. Sura (DIN: 03096064)
Executive Director - Finance & CFO
Mr. Umed A Fifadra (DIN: 0049036)
Independent Director
Mr. Asim Chandra (DIN: 00210266)
Additional Independent Director
(Appointed w.e.f. 07.08.2019)
Ms. Deepti Sharma (DIN:03630613)
Independent Director
(Appointed w.e.f. 07.08.2019)
Mr. Nirmal Parikh
DIN: 07507113
Additional Independent Director
(Appointed w.e.f. 10.08.2020)
Mr. Sunil C. Vakil (DIN: 02527630)
Independent Director
(Retired w.e.f. 26.09.2019)
Mr. Chandrakant R. Patel
(DIN: 0315068)
Independent Director
(Retired w.e.f. 26.09.2019)
Ms. Pooja J. Sura (DIN: 03565146)
Non-Executive Director
(Resigned w.e.f. 08.11.2019)

COMPANY SECRETARY

Ms. Kavaljitkaur H. Dhillon

STATUTORY AUDITORS

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

SECRETARIAL AUDITORS

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

BANKERS

HDFC Bank
Bank of Baroda [BOB]

REGISTERED OFFICE

CIN : L45200MH1973PLC017072
17, Ground Floor, Jay Bharat Society
Nr. Solanki Palace,
3rd Road Old Khar
Khar West, Mumbai - 400052
Maharashtra, India
Tel.: +91(22)26489621
E-mail: celcs@conartengineers.com
Website: www.conartengineers.com

BRANCH OFFICE

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

REGISTRAR & TRANSFER AGENT

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

ANNUAL GENERAL MEETING

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

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NOTICE

NOTICE is hereby given that 46th Annual General Meeting of CONART ENGINEERS LIMITED will be held on Friday, 25th September, 2020 at 2.00 pm through video conferencing to transact the following businesses :

ORDINARY BUSINESSES

No. 1: Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2020, including Audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Report of the Board of Directors' and Auditors' thereon.

No. 2: Re-appointment of Director

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

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

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Shabbir& Rita Associates LLP, Chartered Accountants (ICAI Registration no. 109420W), Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pereira & Subramanian, Chartered Accountants (ICAI Registration No.112364W).”

“RESOLVED FURTHER THAT M/s. Shabbir& Rita Associates LLP, Chartered Accountants (ICAI Registration no. 109420W), Mumbai, be and are hereby appointed as Statutory Auditors of the Company and hold the office of the Statutory Auditors of the Company until the conclusion of this Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.”

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

To consider and if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provision(s), if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Shabbir& Rita Associates LLP, Chartered Accountants, Mumbai, having ICAI Firm Registration No. 109420W who have confirmed their eligibility to be appointed as Auditors, be and are, hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2022, at such remuneration plus applicable Tax, out of Pocket Expenses in connection with the audit as the Board of Directors of the Company may fix in this behalf in consultation with the Auditors.”

SPECIAL BUSINESSES

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

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nirmal Parikh (DIN 07507113), who was appointed as an Additional Director of the Company with effect from 10th August, 2020 under section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, till the conclusion of 51st Annual General Meeting of the Company in the calendar year 2025.”

Place: Vadodara
Date: 29.06.2020

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

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

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

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

NOTES:

- The Register of Members and the Share Transfer Books of the Company will remain closed **from Saturday, 19th September, 2020 to Friday, 25th September, 2020 (both days inclusive)** for annual closing.
- To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (Form SH. 13) to Sharex Dynamic India Pvt. Ltd., Mumbai (Company's Registrar & Share Transfer Agent) or to the Company Secretary of the Company.
- 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.
- SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities, deletion of name, transmission of shares and transposition of shares.
- Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.
- Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the Members after making requisite changes thereon.
- Members who hold shares in electronic form and want to change / correct the bank account details should send the same immediately to their concerned DP and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by NSDL/CDSL to the Company.
- Depository System:

The Company has entered into agreements with NSDL and CDSL. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several

advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

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

10. Electronic copy of the Notice of 46th Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
11. Disclosure pursuant to Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to Directors seeking re-appointment/appointment at the Meeting is given above as per requirement.
12. Members may also note that the Notice of the 46th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.conartengineers.com for download. The physical copies of the documents will also be available at the Company's Registered Office at Mumbai for inspection during normal business hours on working days (except Saturdays, Sundays and Public Holidays). Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email idcelcs@conartengineers.com.
13. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
14. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
16. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
18. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.conartengineers.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
19. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

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

Electronic Voting Sequence Number (EVSN):

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

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

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

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

Details on Step 1 is mentioned below:

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

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

4. Your User ID details are given below :

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

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

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

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

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

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

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

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

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

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

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

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

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

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

Item No. 4 & 5:

M/s. Pereira & Subramanian, Chartered Accountants (ICAI Registration No.112364W) have tendered their resignation from the position of Statutory Auditors of the Company. Due to their pre-occupation, M/s. Pereira & Subramanian are not able to conduct the Audit of the Company for Financial Year 2020-21 and its resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. Shabbir& Rita Associates LLP, Chartered Accountants, (ICAI Firm Registration No. 109420W), Mumbai be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pereira & Subramanian, Chartered Accountants.

M/s. Shabbir& Rita Associates LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration No. 109420W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

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

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

Item No. 6:

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Nirmal Parikh (DIN 07507113) as an Additional Director of the Company with effect from 10th August, 2020. In terms of the provisions of Section 161(1) of the Act, Mr. Nirmal Parikh would hold the office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Nirmal Parikh for the office of rotational Director of the Company.

The Board also proposes to appoint Mr. Nirmal Parikh as an Independent Director of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act'), and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for a term of five year till the conclusion of 51st Annual General Meeting of the Company in the calendar year 2025.

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

Disclosure of Relationships between directors inter-se: Nil

Directorship in other Public Companies: Nil

Chairperson of Board Committees: Nil

Member of Board Committees: Nil

Shareholding in the Company: Nil

Requisite consent, pursuant to Section 152 of the Act, has been submitted to Company by Mr. Nirmal Parikh. A declaration has been received from him that he meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations. In the opinion of your Board, he fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as Independent Director. Keeping in view the vast expertise and knowledge, it will be in the interest of the Company that Mr. Nirmal Parikh be appointed as an Independent Director as stipulated under the Listing Regulations.

Mr. Nirmal Parikh is interested in the resolution with regard to said appointment.

None of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in passing of this resolution.

Place: Vadodara
Date: 29.06.2020

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

BOARD'S REPORT

To the Members of
CONART ENGINEERS LIMITED

Your Directors have pleasure in presenting forty fifth Annual Report of Conart Engineers Limited along with the Audited Financial Statements for the year ended March 31, 2020.

FINANCIAL PERFORMANCE (STANDALONE)

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

(Rs. In Lacs)

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

COMPANY'S PERFORMANCE OVERVIEW

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

RESERVES

No amount is transferred to the reserves by the Company.

FINANCE

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

DIVIDEND

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

HOLDING COMPANY

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

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Composition of the Board and shares held in their individual names as on 31st March, 2020

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

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

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

The Companies Act, 2013 read with relevant Rules made there under, facilitates the participation of Director in Board / Committee meetings through video conferencing or other audio visual mode. Accordingly, the option to participate in the meeting was made available for the Directors except in respect of such meetings and/or items which are not permitted to be transacted through video conferencing.

Board Meetings held and attendance of Directors during the year 2019-20

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

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

Retirement by rotation

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

INDEPENDENT DIRECTOR

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

Familiarisation Programme for Independent Directors

Independent Directors are familiarised with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programmes at the time of their appointment as Directors and through presentations on economy & industry overview, key regulatory developments, strategy and performance which are made to the Directors from time to time.

AUDIT COMMITTEE

The Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company is responsible for overseeing the Company’s financial reporting process by providing direction to audit function and monitoring the scope and quality of internal and statutory audits.

The composition of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 SEBI (LODR) Regulations, 2015. The Chairperson of the Committee is a Non-Executive Independent Director.

Composition of Audit Committee of the Company:

Sr. No.	Name of Director	Category	Designation
1.	Ms. Deepti Sharma	Independent Director	Chairman
2.	Mr. Asim Chandra	Independent Director	Member
3.	Mr. Umed Fifadra	Independent Director	Member
4.	Mr. Jimish Sura	Whole-time Director	Member

The Audit Committee also meets the Company’s Statutory Auditors to ascertain their views on the financial statement. The Committee members meet regularly and make their recommendations in accordance with the terms of reference specified by the Board. Such recommendations are thoroughly discussed in Board meetings and by and large accepted for implementation.

Audit Committee Meetings held and attendance of Directors during the year 2019-20

Sr. No.	Date of Board Meeting	Total No. of Directors	Total No. of Directors Present
1.	22 nd May, 2019	3	3
2.	7 th August, 2019	3	3
3.	8 th November, 2019	4	4
4.	7 th February, 2020	4	4

The Audit Committee acts in accordance with the broad terms of reference specified by the Board of Directors in adherence to Section 177 of the Companies Act, 2013 (the ‘Act’). The scope of activities of the Audit Committee includes the areas laid out in Section 177 of the Act and Part C of Schedule II of SEBI (LODR) Regulations, 2015.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of the Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 SEBI (LODR) Regulations, 2015. The Chairman of the Committee is a Non-Executive Independent Director.

Composition of Stakeholder’s Relationship Committee of the Company:

Sr. No.	Name of Director	Category	Designation
1.	Mr. Umed Fifadra	Independent Director	Chairman
2.	Mr. Asim Chandra	Independent Director	Member
3.	Ms. Deepti Sharma	Independent Director	Member
4.	Mr. Jitendra Sura	Managing Director	Member

Ms. Kavaljitkaur Dhillon is Compliance Officer appointed for complying with the requirements of the Listing Regulations and requirements of securities laws, including SEBI (Prohibition of Insider Trading) Regulations, 2015. The role of Stakeholder’s Relationship Committee includes as specified in Part D of the Schedule II of the SEBI (LODR) Regulations, 2015.

Stakeholder’s Relationship Committee Meetings held during the year 2019-20

Sr. No.	Date of Board Meeting	Total No. of Directors	Total No. of Directors Present
1.	22 nd May, 2019	3	3
2.	7 th August, 2019	3	3
3.	8 th November, 2019	4	4
4.	7 th February, 2020	4	4

M/s. Sharex Dynamic (India) Pvt. Ltd. is the Registrar and Share Transfer Agent of the Company. The delegated authority is taking measures so that the share transfer formalities are attended to atleast once in a fortnight. The Company Secretary is also authorized by the Board to do all the acts, deeds and matters and sign all the documents that may be required in the matter relating to shares from time to time. No complaint was remained unattended and pending to be resolved as on March 31, 2020.

Status of Investor Complaints /other Correspondence

Subject matter of Correspondence	Pending as on 31 st March, 2019	Received & resolved during the year	Pending as on 31 st March, 2020
Non-receipt of Share Certificates	-	-	-
Non-receipt of Dividend	-	-	-
Non-receipt of Annual Report	-	-	-
Query -Transfer of shares	-	1	-
Total complaints	-	-	-

NOMINATION AND REMUNERATION COMMITTEE

The composition of the Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the of the SEBI (LODR) Regulations, 2015. The Chairperson of the Committee is a Non-Executive Independent Director.

Composition of Nomination & Remuneration Committee of the Company:

Sr. No.	Name of Director	Category	Designation
1.	Mr. Asim Chandra	Independent Director	Chairman
2.	Mr. Umed Fifadra	Independent Director	Member
3.	Ms. Deepti Sharma	Independent Director	Member

The role of NRC includes the areas laid out in Section 178 of the Act and Part D of Schedule II of the SEBI (LODR) Regulations, 2015. The Board of Directors on recommendation of the NRC has adopted a policy for evaluation of the Board, its Committees. The details of remuneration paid to all Directors are provided under the head “Disclosures” in this Report. Nomination & Remuneration Policy has been framed, adopted and implemented by the Nomination and Remuneration Committee, with broad objectives, for determining and recommending the remuneration of the Directors, KMP and Senior Management to the Board. The NRC meeting held on 7th August, 2019 during the year 2019-20.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (LODR) Regulations, 2015 the Board has carried out an annual performance evaluation of its own performance and that of its statutory committee and that of the individual directors. Independent Directors at their meeting without the participation of the Non-independent Directors and Management considered / evaluated the Boards’ performance, Performance of the Chairman and other Non-independent Directors. The Board has undergone a formal review which comprised Board effectiveness and review of materials.

AUDITORS

Statutory Auditors

M/s. Pareira & Subramanian, Chartered Accountants, Mumbai resigned as Statutory Auditors of the Company. The Board has appointed M/s. Shabbir & Rita Associates LLP, Chartered Accountant, Mumbai bearing (ICAI Membership Number 109420W) as auditors to fill up casual vacancy caused due to resignation. The members are requested to approve their appointment as Auditors. The Board recommends appointment of M/s. Shabbir & Rita Associates LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 109420W) as Auditors at ensuing AGM and to hold the office from conclusion of ensuing AGM till the conclusion of AGM to be held in the year 2022. The Company has received necessary consent under section 141 of the Companies Act, 2013 from M/s. Shabbir & Rita Associates LLP and they are eligible for appointment as required under the provisions of Section 139 of the Companies Act, 2013

Secretarial Auditors

During the year, Secretarial Audit was carried out by M/s. Sanjay Dholakia & Associates (Membership No. F2655), a firm of Company Secretaries in Practice, the Secretarial Auditor of the Company for the financial year 2019-20, Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The detailed report on the Secretarial Audit is attached as **Annexure-V** of this Annual Report.

SHARE CAPITAL

The Issued, subscribed and Paid-up Equity Share Capital of Company has remained unchanged during the year. During the year under review the Company has not issued any securities, convertible Warrants/Bonds and/or other debt securities, which has likely impact on the Equity of the Company.

DEPOSITS

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

CORPORATE SOCIAL RESPONSIBILITY

Since the Company's net worth does not exceed Rs. 500 crores or Company's turnover does not exceed Rs. 1,000 crores or the Company's net profit does not exceed Rs. 5 crore for any financial year, the provisions of section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility activities are not applicable to the Company.

RISK MANAGEMENT POLICY AND FRAMEWORK

The Company's risk management policy and framework is based on a clear understanding of various risks, disciplined risk assessment and measurement procedures and continuous monitoring. The policies and procedures established for this purpose are continuously benchmarked with industry best practices. The Board of Directors has oversight on all the risks assumed by the Company. The Board reviews the level and direction of major risks pertaining to market, liquidity, operational, compliance, and capital at risk as part of risk profile overview.

The Audit Committee of the Board provides direction to and monitors the quality of the internal audit function and also monitors compliance with inspection and audit reports of statutory and internal auditors of the Company.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has in place a Policy on Vigil Mechanism/ Whistle Blower and the same has been hosted on the website of the Company. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee. A policy enables stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. Your Company hereby affirms that no Director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN MARCH 31, 2019 AND DATE OF THIS REPORT.

The Company's construction activities close down temporarily after 23rd March, 2020 at units located at Vadodara, Panchmahals, Vapi, Sanand, and Bikaner. After getting permission to start construction unit from concerned authorities, the Company partially resumed operations from 1st June, 2020, with limited workforce.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's operations in future.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and read with Rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2017 have been annexed as **Annexure-II** to this report.

PARTICULARS OF EMPLOYEES

As per provision of Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of the employees are required to be annexed in respect of the employees of the Company who were in receipt of total remuneration of Rs. 1.02 Crores per annum or 8.50 Lakh per month. During the financial year 2019-20, there is no employee drawing remuneration as above.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has formulated a policy on dealing with Related Party Transaction. The policy is placed on the website of the Company. All the transactions entered into with Related Parties as defined under the Companies Act 2013, Regulation 2(1)(zc) and Regulation 23 of SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. During the year, the Company has not entered into any contract / arrangement / transactions with related parties which can be considered material in nature. The Related Party Transactions are disclosed in the notes of financial statements for the financial year 2019-20 and the same is furnished in Form AOC-2 and is appended as **Annexure-III**.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return pursuant to the provisions of Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as **Annexure-IV** to this Report and also placed at the website of the Company at Investors Desk in Annual Reports option on www.conartengineers.com.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details Loans, guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to financial statements.

CORPORATE GOVERNANCE

In view of the Regulation 15(1) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015, the provisions related to Corporate Governance as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company and hence the same is not given in the Report. However the Company continues to adhere the best practices prevailing in Corporate Governance and follows the same in its true spirit.

DISCLOSURES FOR MAINTENANCE OF COST RECORDS

The Companies (Cost Records and Audit) Rules, 2014 does not require textile industry to have cost audit records. Moreover, in terms of Rule 7, where the revenue of a company from exports, in foreign exchange, exceeds seventy five percent of its total revenue, the said company is also exempted from maintaining cost audit records. The above rules were notified on 30.06.2014. In view of the above, the Company is exempted from maintaining Cost Audit records and appointment of Cost Auditor for the financial year 2019-20.

INSURANCE

Your Company has taken appropriate insurance for all assets against foreseeable perils.

TRANSFER TO INVESTOR EDUCATION & PROTECTION FUND.

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no amount required to be transferred to Investor Education & Protection Fund.

COMPANY'S CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In accordance with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, the Company has also in place a comprehensive code of conduct for prevention of insider trading.

COMPANY'S CODE OF PRACTICES AND PROCEDURE FOR "FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION."

With reference to the provisions of Regulation 3 and 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2018, the Board of Directors of Company has formulated a "Conart Engineers Limited - Code of Practices and Procedure for "Fair Disclosure of Unpublished Price Sensitive Information".

INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has been employing women employees in various cadres. There were no instances taken place in the Company during the year which are required to be reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

QUALITY POLICY

Your Company strive for 'excellence' by providing customized solutions, products & services that best satisfies the requirements of our Customers and continuously improve quality, reliability & service with the help of an effective Quality Management System, encompassing all statutory, regulatory, health, safety & environment requirements at our work place.

HUMAN RESOURCE

Your Company's Human Resource agenda remained focused on reinforcing the key thrust areas, building an inclusive culture and a strong talent pipeline, institutionalising mission critical capabilities in the organisation, driving greater employee engagement and continuing to focus on progressive employee relation policies.

ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished.

(A) Conservation of energy:

Steps taken / impact on conservation of energy, with special reference to the following:

- (i) Steps taken by the company for utilizing alternate sources of energy including waste generated: Nil

(B) Technology absorption:

- (i) Efforts, in brief, made towards technology absorption. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc: The Company has not taken any technical know-how from anyone and hence not applicable.
- (ii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished: The Company has not imported any technology and hence not applicable.
- (iii) Expenditure incurred on Research and Development : Nil

(C) Foreign exchange earnings and Outgo:

- (i) Foreign Exchange earnings: Nil
- (ii) Foreign Exchange outgo: Nil

The Company has used information technology extensively in its operation and is continuously upgrading in consonance with the latest technology as per industry standard.

INTERNAL CONTROL AND ITS ADEQUACY

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their operating effectiveness to ascertain the reliability and authenticity of financial information.

LISTING FEES

Your Company has listed its securities at Bombay Stock Exchange Limited and paid the listing fees up to 31st March, 2021 to the Bombay Stock Exchange on 15th June, 2020.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) In the preparation of the annual financial statements for the year ended March 31, 2020, the applicable Accounting Standards have been followed and there are no material departures.
- 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 financial year and of the Profit and Loss of the Company for that period.
- c) They 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) The annual financial statements have been prepared on a going concern basis.
- e) Proper internal financial controls were followed by the Company and that such internal financial controls are adequate and are operating effectively.
- f) Proper systems to ensure compliance with the provisions of all applicable laws are in place and that such systems are adequate and operating effectively.

Based on the framework of internal financial control and compliance systems established by the Company, work performed by internal, statutory and Secretarial Auditors and external consultant(s) and reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of opinion that the Company's internal financial controls were adequate and effective during the financial year 2019-20.

SECRETARIAL STANDARDS

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 2013 read with rules issued thereunder, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India.

AUDITORS' REPORT

The Report given by the Auditors on the financial statements of the Company is part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Statutory Auditors in their Report and by Company Secretary in practice in his Secretarial Audit Report.

APPRECIATION

The Board wishes to place on record its gratitude to the Company's customers, consultants, auditors and various Government authorities for their valuable support and guidance. The Board also places on record its sincere gratitude to all stakeholders including shareholders, valued clients, architect, consultant, contractors, suppliers and well-wishers for their goodwill, patronage and wholehearted support. The Board also records the concentrated efforts put in and the valuable contribution made by the staff at all levels of your Company and looks forward to their unwavering commitment and teamwork for the all-round progress of the Company.

As part of the Company's Green Initiative, the Company will send documents like Notice convening the general meetings, Financial Statements, Directors' Report, etc. to the e-mail address provided by the members.

We, therefore appeal to the members, who have yet not registered themselves, to be a part of the said 'Green Initiative' and request the members to register their name for receiving the said documents in electronic mode by sending an email giving their Registered Folio Number and/or DP ID/Client ID to the dedicated email address at investor@sharexindia.com and register their request.

Your Directors are thankful to the shareholders for actively participating in the Green Initiative and seek your continued support for implementation of the green initiative.

On behalf of the Board
Sd/-

Place : Vadodara
Date : 29.06.2020

Jitendra Shankerlal Sura
Chairman & Managing Director
DIN : 00480172

Annexure- I to Board's Report Management Discussion and Analysis

Industry Overview :

Indian construction industry is an important growth driver of India's economy, thus it one of the integral industries in India. The construction industry has around an 8% contribution to India's GDP. The government construction projects are majorly providing a thrust to the rising India construction industry. Prior to the COVID-19 outbreak, the Indian construction industry had been showing signs of weakness, with the residential market struggling due to rising unemployment, liquidity crunch in the non-bank financial sector and a decline in new residential projects launched across major cities. The situation was expected to improve in 2020 due to government initiatives such as improving liquidity position and expanded infrastructure investments under the 'National Infrastructure Programme', but the COVID-19 outbreak and the resultant disruption in the economy has exacerbated the situation with the unemployment situation deteriorating due to the lockdown in the country.

Opportunities:

The Prime Minister Mr. Narendra Modi announced Rs. 20 lakh crore Atmanirbhar Bharat (Self Reliant India) stimulus package, with slogan vocal for local to make it global. It aims at demand based economy system which is self producing and self consuming. The post COVID-19 revival package comprehensively covers all sectors of economy, with a major thrust to agriculture and MSMEs. Population growth, urbanization, industrialization and rise in disposable income are key growth drivers of the industry. It is expected to be the world's 3rd largest construction market by 2025. India stands as the second largest employer, employing more than 49 million people in the sector. The Construction industry is expected to record a CAGR of 15.7% to reach \$ 738.5 billion by 2022. Construction output is expected to grow on average by 7.1% each year

Threats:

The overall impact of the novel coronavirus, or COVID-19, on the construction sector in India has been estimated at Rs 30,000 crore per day, an analysis by revealed. The pandemic is also likely to reduce investment in construction-related projects by 13 to 30 percent, which is likely to impact the Gross Value Added and employment. Projects that are under development are likely to take a severe hit with a minimum delay of two to three months, depending on their geography and spread of coronavirus in and around the project site.

Segments or Product-Wise Performance:

The Company is engaged in only single segment i.e. construction activity, so segment-wise reporting does not apply to it.

Business Prospects

The construction industry is changing fast. More growth opportunities in emerging markets, new funding mechanisms, and evolving customer demands are driving the industry's players to diversify, both geographically and in terms of their offerings. Your Company has diversified more than most, developing more efficient and customer-focused operating models for its customer base.

HRD/Industrial Relations

An orientation has been given to the personnel policies with emphasis on the performance. Right person on the right job has increased the productivity level. Also the teamwork and sense of involvement among the employees has increased the efficiency and effectiveness. Disclosures are being made at the proper places where the management has personal interest that may have potential conflict with the interest of the Company at large.

New Standard Adopted

Your Company has successfully renewed its accreditation as on ISO 9001:2015 Company from JAS-ANZ (Accreditation body for Australia and New Zealand), a most widely recognized standard in the world. The standard sets out the requirements for a quality management system and helps businesses and organizations to be more efficient and improve customer satisfaction.

Cautionary Statement

The Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

Annexure II to Board's Report

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 2019-20.

Sr. No.	Name of Director	Category of Directors	Ratio
1	Mr. Jitendra S Sura	Chairman & Managing Director	12.43
2	Mr. Jimish J Sura	Executive Director (Finance) & CFO	10.65

- 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	5%
2	Mr. Jimish J Sura	Executive Director (Finance) & CFO	5%
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. 2019-20 was increased by 5 %
- 4 Number of permanent employees on the roll of the Company: There were 25 employees as on 31st March, 2020.
- 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 as site by site basis and need to hire the 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 contractual basis; they are paid higher wages than permanent employees. In the above disclosure, we calculate the ratio with the employees which are on permanent basis.

Annexure III to Board's Report

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	60,000/-
2.	Jimish Sura	Key Managerial Personnel	Rent	2,16,000/-
			Sale of Bungalow	38,00,000/-
3.	Jitendra Sura HUF	KMP is member of HUF	Rent	2,34,000/-
4.	PoojaSura	Relative of KMP	Sale of Bungalow	38,00,000/-
5.	Prachi Desai	Relative of KMP	Rent	2,16,000/-
6.	Clue Realestate Marketing Enterprises LLP	LLP Where Company is a Partner	Investment in Partnership Firm	1,20,000/-
			Loan to Partnership Firm Share of Profit / Loss	11,00852/- 6,201/-

Note:

- (i) Duration of all contracts or arrangements or transactions were from 1st April, 2019 to 31st March, 2020.
- (ii) The Board was approved the above related party transactions on its meeting hold on 7th February, 2019.
- (iii) Terms of contract for arrangements or transactions were mutually agreed by the Company and related party.

On behalf of the Board
Sd/-

Jitendra Shankerlal Sura
Chairman & Managing Director
DIN : 0480172

Place : Vadodara
Date : 29.06.2020

**Annexure - IV to Board's Report
FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN
as on the Financial Year ended on March 31, 2020**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L45200MH1973PLC017072
Registration Date	14 th December, 1973
Name of the Company	Conart Engineers Limited
Category / Sub Category of the Company	Company limited by shares / Non-govt company
Address of the Registered office and contact details	17, Ground Floor, Jay Bharat Society Nr. Solanki Palace, 3rd Road Old Khar, Khar West, Mumbai-400052, Maharashtra Tel: +91 (022) 2648 9621 E-mail: vadodara@conartengineers.com
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any.	M/s. Sharex Dynamic (India) Pvt. Ltd. C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083 Tel: +91 (022) 2851 5606 Email : investor@sharexindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Civil Construction	4290	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any holding, subsidiary or associate Company.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Sr. No.	Category of Shareholders	No. shares held at the beginning of the year (As on 1 st April, 2019)				No. shares held at the end of the year (As on 31 st March, 2020)				% change during the Year
		Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
(A)	Promoters									
1	Indian									
a	Individual/HUF	13,93,425	-	13,93,425	44.38	13,98,425	-	13,98,425	44.54	0.16
b	Central/State Gov	-	-	-	-	-	-	-	-	-
c	Bodies Corporate	-	-	-	-	-	-	-	-	-
d	Banks / FI	-	-	-	-	-	-	-	-	-
e	Any Other	-	-	-	-	-	-	-	-	-
	Sub Total(A)(1)	13,93,425	-	13,93,425	44.38	13,98,425	-	13,98,425	44.54	0.16

2	Foreign									
a	Individual / HUF	-	-	-	-	-	-	-	-	-
b	Bodies Corporate	-	-	-	-	-	-	-	-	-
c	Institutions	-	-	-	-	-	-	-	-	-
d	Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
e	Any Other	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoters Total(A)=(A)(1)+(A)(2)	13,93,425	-	13,93,425	44.38	13,98,425	-	13,98,425	44.54	0.16
(B)	Public shareholding									
1	Institutions									
a	Mutual Funds	-	-	-	-	-	-	-	-	-
b	Banks / FI	-	-	-	-	-	-	-	-	-
c	Central / State Govt	-	-	-	-	-	-	-	-	-
d	Venture Capital Funds	-	-	-	-	-	-	-	-	-
e	Insurance Companies	-	-	-	-	-	-	-	-	-
f	FII's	-	-	-	-	-	-	-	-	-
g	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h	Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-
2	Non-institutions									
a	Bodies Corporate	16,875	1,500	18,375	0.59	8,648	1,500	10,148	0.32	-0.27
b	Individuals	-	-	-	-	-	-	-	-	-
i)	upto Rs 2 lakh	10,57,816	1,47,750	12,05,566	38.39	10,79,266	1,42,770	12,22,036	38.92	0.53
ii)	above Rs 2 lakh	2,30,004	-	2,30,004	7.32	2,16,561	-	2,16,561	6.9	-0.42
c	Any Other	-	-	-	-	-	-	-	-	-
i)	NRI/OCB	25,716	7,300	33,016	1.05	35,636	7,300	42,936	1.37	0.32
ii)	Clearing Members	7,353	-	7353	0.23	6,567	-	6,567	0.21	-0.02
iii)	HUF	76,792	20	76,812	2.45	67,858	20	67,878	2.16	-0.29
iv)	IEPF	1,75,449	-	1,75,449	5.59	1,75,449	-	1,75,449	5.59	-
	Sub-Total (B)(2)	15,87,085	1,68,810	17,55,895	55.92	15,89,985	1,51,590	17,41,575	55.46	-0.16
	(B)Total(B)= (B)(1)+(B)(2)									
	TOTAL (A)+(B)	15,87,085	1,68,810	17,55,895	55.92	15,89,985	1,51,590	17,41,575	55.46	-0.16
(C)	Shares held by Custodian for GDRs & ADRs									
	GRAND TOTAL (A)+(B)+(C)	29,71,190	1,68,810	31,40,000	100	29,88,410	1,56,570	31,40,000	100	-

ii) Shareholding of Promoters

Sr. No.	Name of Promoters	Shareholding at the beginning of the Year (1 st April, 2019)			Shareholding at the end of the Year (31 st March, 2020)			% Change during the year
		No. of Shares	% to Total Shares of the Company	% of Total Shares pledged / encumbered to total Shares	No. of Shares	% to Total Shares of the Company	% of Total Shares pledged / encumbered to total Shares	
1	Jitendra Shakerlal Sura	2,00,921	6.40	-	2,05,921	6.56	-	0.16
2	Sura Jitendra Shankerlal HUF	1,98,230	6.31	-	1,98,230	6.31	-	-
3	Nayana Jitendra Sura	2,48,568	7.92	-	2,48,568	7.92	-	-
4	Jimish Jitendra Sura	6,62,106	21.09	-	6,62,106	21.09	-	-
5	Sukeshi Kamlesh Gandhi	33,600	1.07	-	33,600	1.07	-	-
6	Pooja Jimish Sura	50,000	1.59	-	50,000	1.59	-	-
	Total	13,93,425	44.38	-	13,98,425	44.54	-	0.16

(iii) Change in Promoters' Shareholding

Particulars of change in shareholding of promoters	Shareholding at the beginning of the year (1 st April, 2019)		Cumulative shareholding during the year	
	No. of shares	% of total shares of company	No. of shares	% of total shares of company
At the beginning of the year	200,921	6.40	200,921	6.40
Name of Promoters:	Change in during the year:			
1 Jitendra Shakerlal Sura	5,000 (Shares Purchased from open market)			
At the end of the year (31 st March, 2020)	205,921 Shares (6.56 %)			

(iv) Shareholding Pattern of top Shareholders (other than Directors, Promoters and Holders of GDRs & ADRs)

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year (1 st April, 2019)		Shareholding at the end of the year (31 st March, 2020)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Investor Education and Protection Fund	1,75,449	5.59	1,75,449	5.59
2	Jawaharlal M Shah	89,300	2.84	89,300	2.84
3	Mahendra Girdharilal	76,798	2.45	76,798	2.45
4	Dheeraj Kumar Lohia	42,911	1.367	50,463	1.607
5	Rajen J Shah	17,792	0.57	17,792	0.57
6	Lajja Ravi Shah	15,000	0.48	15,000	0.48
7	Jagrutiben D Patel	2,700	0.08	14,546	0.46
8	Dilipkumar Natvarlal Patel	100	0.003	14,509	0.46
9	Neena Sanjay Shah	975	0.38	13,123	0.41
10	Chelluri Sarath	11,350	0.37	12,650	0.40

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Directors	Shareholding at the beginning of the year (1 st April, 2019)		Shareholding at the end of the year (31 st March, 2020)		% Change in share holding during the year
		No. of Shares	% of Total Shares of the company	No. of Shares	% of Total Shares of the company	
1	Jitendra Shakerlal Sura	2,00,921	6.40	2,05,921	6.56	0.16
2	Jimish Jitendra Sura	6,62,106	21.09	6,62,106	21.09	-
3	Umed Fifadra	4000	0.12	4000	0.12	-

V. INDEBTEDNESS

Indebtedness of the company including interest outstanding/ accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net change	-	-	-	-
Indebtedness at the end of the Financial Year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount (Rs. In Lacs)
		Mr. Jitendra S Sura Chairman & Managing Director	Mr. Jimish J Sura Executive Director (Finance) & CFO	
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	28.70	24.50	53.20
(b)	Value of perquisites u/s 17(2) of Income-Tax Act, 1961	3.10	6.49	9.60
(c)	Profits in lieu of salary under section 17(3) Income- Tax Act, 1961	-	-	-
2	Stock Option			
3	Sweat Equity			
4	Commission (as % of profit / others)			
5	Others (Variable Component)	-	6.48	6.48
	Total	31.80	37.47	69.28

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Independent Directors					Non-Executive Directors	Amount Total (In Rs.)
		Chandrakant R Patel	Sunil C Vakil	Umed A Fifadra	Asim Chandra	Deepti Sharma	Pooja J Sura	
1	Fee for attending board committee meetings	20,000	20,000	70,000	50,000	50,000	20,000	230,000
2	Commission	-	-	-	-	-	-	-
3	Others	-	-	-	-	-	-	-
	Total	20,000	20,000	70,000	50,000	50,000	20,000	230,000

C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel
		Kavaljit Dhillon (Company Secretary)
1	Gross salary	
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.40
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	0.12
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission (as % of profit / others)	-
5	Others (Variable Components)	-
	Total	2.52

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type		Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A.	COMPANY Penalty Punishment Compounding			NIL		
B.	DIRECTORS Penalty Punishment Compounding			NIL		
C.	OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding			NIL		

On behalf of the Board
Sd/-

Place : Vadodara
Date : 29.06.2020

Jitendra Shankerlal Sura
Chairman & Managing Director
DIN : 0480172

**Annexure V to Board's Report
FORM NO. MR-3**

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March 2020

[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
CIN: L45200MH1973PLC017072
Mumbai.

We 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 our 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 authorized representatives during the conduct of secretarial audit of the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 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 Byelaws framed thereunder;
- (iv) 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; - (Not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable during the period).
 - d. The Securities and Exchange Board of India (ShareBased Employee Benefits) Regulations, 2014);(Not applicable during the period
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;).(Not applicable during the period).
 - f. 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;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during Period);
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable during the Period); and
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015.

We have also examined compliance with the applicable clauses of Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2).

- (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 1999 & Copy Right Act 1957;
 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;

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

Based on the representation given by the Management of the Company and as verified by us, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates.

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.

We 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.

Further we have to state that we have not carried out the Physical Inspection of any records maintained by the Company due to prevailing lock down conditions owing to COVID 2019 across the country. We have relied on the records as made available by the Company through digital mode and also on the Management Representation Letter issued by the Company.

This Report is to be read with our letter of even date which is annexed as Annexure I 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
UDIN: F002655B000393628**

Date : June, 29, 2020
Place : Mumbai

ANNEXURE I TO SECRETARIAL AUDIT REPORT

To,
The Members,
CONART ENGINEERSLIMITED
CIN: L45200MH1973PLC017072
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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the practices and processes we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we 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. Our examination was limited to the verification of procedure on test basis.
6. 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: F002655B000393628**

Date : June, 29, 2020
Place : Mumbai

ANNEX-A

Secretarial compliance report of CONART ENGINEERS LIMITED Listed entity) for the yearended 31st March, 2020

I Sanjay Dholakia, Practising Company Secretary have examined:

- (a) All the documents and records made available to us and explanation provided by CONART ENGINEERS LIMITED (“the listed entity”),
- (b) The filings / submission made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,

For the year ended (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act ,1992 (“SEBI Act”) and the Regulations , circulars ,guidelines issued thereunder ; and
- (b) The Securities Contract (Regulation) Act ,1956 (“SCRA”) , rules made thereunder and the Regulation , circulars , guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI Act”);

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined,include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations ,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations ,2018; (Not Applicable during the period).
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not Applicable during the period).
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not Applicable during the period).
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
And circulars / guidelines issued thereunder.

Note: The aforesaid list of SEBI regulations is only the list of Regulations which were applicable to the Company during the year under review.

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder , except in respect of matters specified below :-

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Deviations	Observations /Remarks Of The Practising Company Secretary
1.	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my /our examination of those records.
- (c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars /guidelines issued thereunder :

Sr. No.	Action Taken By	Details Of Violation	Details Of Action Taken E.G. Fines, Warning Letter, Debarment, Etc.	Observations/ Remarks Of The Practising Company Secretary, If Any.
1.	NIL	NIL	NIL	NIL

Further we have to state that we have not carried out the Physical Inspection of any records maintained by the Company due to prevailing lock down conditions owing to COVID 2019 across the country. We have relied on the records as made available by the Company through digital mode and also on the Management Representation Letter issued by the Company.

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

**Practising Company Secretary
Proprietor**

**Membership No. 2655 /CP No. 1798
UDIN: F002655B000393641**

Date : June, 29,2020
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
Mumbai

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of 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'), produced before me by 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 Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status on the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year as ending as on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

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.

Further we have to state that we have not carried out the Physical Inspection of any records maintained by the Company due to prevailing lock down conditions owing to COVID 2019 across the country. We have relied on the records as made available by the Company through digital mode and also on the Management Representation Letter issued by the Company.

For SANJAY DHOLAKIA & ASSOCIATES
(SANJAY R DHOLAKIA)

Practising Company Secretary
Proprietor

Membership No. 2655 /CP No. 1798
UDIN: F002655B000393661

Date : June, 29, 2020
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, 2020, 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, 2020, 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:

Revenue Recognition under IND AS 115: Revenue from contract with customers: Fixed price contracts	How our audit assessed the key matter
<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 fixed price contracts includes:</p> <ul style="list-style-type: none"> - Obtained an understanding of the system processes and controls implemented by company for recording and computing revenue. - With regards to information technology: <ul style="list-style-type: none"> o Assessed the IT environment which the business system operates in and tested the system controls over which the revenue is recognized; o Tested IT controls over appropriateness of cost and revenue reports generated by the system; 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

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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("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.

Place : Mumbai
Date : 29th June 2020

**For Pereira and Subramanian
Chartered Accountants**

(P. B. Subramanian)
PARTNER

Membership No. 039414
Firm Registration No. 112364W
UDIN: 20039414AAAAAY4997

ANNEXURE 'A' TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of CONART ENGINEERS LIMITED for the year ended 31st March, 2020.

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

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) The Company has physically verified certain assets during the period in accord with a programme of verification, which in our opinion provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to no material discrepancies were noticed on such verification. In our opinion fixed assets have been properly dealt with in the books of accounts.
- (c) In our opinion and according to the information and explanations given to us in our opinion and according to the information and explanations given to us, the title deed of the immovable properties, including property, plant and equipment of the company are held in the name of the company.
2. In respect of its inventories, in our opinion and according to the information and explanations given to us, the management at reasonable intervals has physically verified the inventory and no material discrepancies were noticed on physical verifications.
3. The company has not 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, thus this clause is not applicable
4. In respect of loans, investments, guarantees, and security all mandatory provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. In our opinion and according to the information and explanation given to us, the company has not accepted deposits from the public as per section 73 to 76 or any other relevant provisions of the Companies Act, 2013.
6. 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 (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	Customs Service Tax and Excise Tax Appellate Tribunal	10,78,053

8. The company does not have outstanding loans or borrowing from a financial institution, bank, Government or dues to debenture holders, thus this clause is not applicable
9. The company doesn't raise any money by way of initial public offer or further public offer (including debt instruments), thus this clause is not applicable
10. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the period.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals Mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. Company is not a Nidhi Company, thus this close is not applicable
13. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;
14. The company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, thus this clause is not applicable
15. The company hasn't entered into any non-cash transactions with directors or persons connected with him, thus this clause is not applicable
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, thus this clause is not applicable

**For Pereira and Subramanian
Chartered Accountants**

(P. B. Subramanian)

PARTNER

Membership No. 039414

Firm Registration No. 112364W

Place : Mumbai

Date : 29th June 2020

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 2020 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 2020, 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 Pereira and Subramanian
Chartered Accountants**

(P. B. Subramanian)
PARTNER

Membership No. 039414
Firm Registration No. 112364W

Place : Mumbai
Date : 29/06/2020

BALANCE SHEET AS AT 31ST MARCH 2020

Particulars	Note No	As at 31st March,2020 Rupees	As at 31st March,2019 Rupees
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	2,97,76,967	3,48,21,844
(b) Intangible Assets	4	86,666	1,35,756
(c) Investment Property	5	1,22,74,100	1,62,37,550
(d) Financial Assets			
(i) Investment	6	12,86,998	12,80,797
(ii) Loans and advances	7	17,51,730	23,57,887
(d) Income Tax Assets	8	23,12,182	18,70,920
(e) Other Current Assets	9	1,85,408	87,886
Total Non-Current Assets		4,76,74,051	5,67,92,640
Current Assets			
(a) Inventories	10	2,83,16,733	4,18,32,570
(b) Financial Assets			
(i) Investments	11	6,81,62,522	3,13,34,749
(ii) Trade Receivable	12	9,50,66,342	10,76,22,698
(iii) Cash and Cash Equivalents	13	84,87,860	1,91,25,480
(iv) Loans and advances	14	24,34,289	7,47,988
(c) Other Current Assets	15	1,65,891	1,98,453
Total Current Assets		20,26,33,637	20,08,61,938
TOTAL ASSETS		25,03,07,688	25,76,54,578
EQUITY AND LIABILITIES			
Equity			
(a) Share Capital	16	3,14,00,000	3,14,00,000
(b) Other Equity	17	17,41,01,504	16,40,14,520
		20,55,01,504	19,54,14,520
Liabilities			
Non-Current Liabilities			
(a) Deferred Tax Liabilities (net)	18	15,70,515	10,53,262
(b) Long Term Provisions	19	1,93,299	2,68,611
		17,63,814	13,21,873
Current Liabilities			
(a) Financial Liabilities			
(i) total outstanding Dues from Micro and Small Enterprises	20	4,77,521	1,75,126
ii) total outstanding Dues from creditors other than Micro and Small Enterprises	20	3,20,80,397	4,82,61,536
(b) Other Current Liabilities	21	44,65,089	68,64,623
(c) Current Income Tax Liabilities	22	0	10,14,862
(d) Short – Term Provisions	23	60,19,363	46,02,038
TOTAL CURRENT LIABILITIES		4,30,42,370	6,09,18,185
TOTAL EQUITY AND LIABILITIES		25,03,07,688	25,76,54,578

Background

1

Significant Accounting Policies

2

Notes to the financial statements

30 to ...

See accompanying notes to the financial statements

As per our report of even date

For Pereira & Subramanian

Chartered Accountants

(P.B Subramanian)

Partner

Membership No. 039414

Firm Registration No. 112364W

Mumbai

Dated :29th, June, 2020

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 :29th, June, 2020

(Jimish J Sura)

Executive Director (Finance)

DIN - 03096064

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020

Particulars	Note No	From (01/04/19 to 31/03/20) Rupees <i>This Year</i>	From (01/04/18 to 31/03/19) Rupees <i>Previous Year</i>
I Revenue From Operations	24	25,21,72,020	31,02,85,736
II Other Income	25	66,97,134	44,84,640
III TOTAL INCOME		25,88,69,154	31,47,70,376
IV EXPENSES :			
(a) Cost of Materials Consumed	26	11,34,49,152	13,97,77,539
(b) Changes in Inventories of Finished Goods Work-in-Progress	27	1,10,30,064	(1,16,93,551)
(c) Employee Benefit Expenses	28	1,53,01,894	1,50,32,707
(d) Finance Costs	29	95,115	29,192
(e) Depreciation and Amortization	30	50,51,168	49,52,799
(f) Other Expenses	31	9,83,16,159	14,40,70,760
TOTAL EXPENSES		24,32,43,552	29,21,69,446
V PROFIT BEFOR TAX (III - IV)		1,56,25,602	2,26,00,930
VI Tax Expenses			
(a) Current Tax		31,95,000	58,63,706
(b) Deferred Tax		5,17,253	18,412
Total Tax Expenses		37,12,253	58,82,118
VII PROFIT FOR THE YEAR (V - VI)		1,19,13,349	1,67,18,812
VIII OTHER COMPREHENSIVE INCOME			
(A) (i) Items that will be reclassified subsequently to the statement of profit and loss :			
(a) Net changes in fair values of investments other than equity shares carries at fair value through OCI		23,94,516	10,22,961
(ii) Income Tax on items that will be reclassified subsequently to statement of profit and loss :		(6,02,652)	(2,81,826)
(B) (i) Items that will not be reclassified subsequently to the statement of profit and loss :			
(a) Remeasurement of defined employee benefit plans		2,23,443	1,30,558
(b) Changes in fair values of investment in equities carried at fair value through OCI		0	0
(ii) Income Tax on items that will not be reclassified subsequently to statement of profit and loss :		(56,236)	(35,969)
TOTAL OTHER COMPREHENSIVE INCOME / (LOSSES)		19,59,071	8,35,725
IX TOTAL COMPREHENSIVE INCOME FOR THE YEAR		1,38,72,420	1,75,54,537
X Earnings per equity share :- Basic & Diluted Rs.			
Weighted average number of equity shares (face value of Rs. 10/- each)		3.79	5.32
Background	1		
Significant Accounting Policies	2		
XI NOTS FORMING PART OF THE FINANCIAL STATEMENTS	32 to.		

As per our report of even date
For Pereira & Subramanian
Chartered Accountants
(P.B Subramanian)
Partner
Membership No. 039414
Firm Registration No. 112364W
Mumbai
Dated :29th, June, 2020

For and on behalf of the Board
Conart Engineers Limited

(Jitendra S Sura) Chairman & Managing Director DIN - 00480172	(Jimish J Sura) Executive Director (Finance) DIN - 03096064
(Kavaljitkaur Dhillon) Company Secretary, ACS 53248	
Vadodara Dated :29th, June, 2020	

CASH FLOW STATEMENT

	March, 2020		March, 2019	
	Rupees	Rupees	Rupees	Rupees
A Cash Flow From Operating Activities				
Profit/(loss) for the year		1,38,72,420		1,75,57,210
Adjustments to reconcile net profit to net cash provided by operating activities:				
Depreciation	50,51,168		49,52,799	
Interest Charged	95,115		29,192	
Profit on Sale of Assets	(40,20,080)		(18,339)	
Income tax and deferred Tax	37,12,253		58,82,118	
Provision written back	(1,05,982)		(7,27,987)	
Provision for Decrease in Investment			7,995	
Prior Year tax adjustment	3,329		1,15,102	
Share of profit in Firm	(6,201)		(1,036)	
(Profit)/Loss on sale of investment	(8,49,691)		0	
Dividend Received	(1,750)		(3,38,731)	
Interest Received	(5,33,420)	33,44,741	(13,78,254)	85,22,859
Operating Profit Before Working Capital Changes		1,72,17,161		2,60,80,069
Adjustments:				
Inventories	1,35,15,837		(1,38,80,089)	
Sundry Debtors	1,25,56,356		(3,33,19,428)	
Loans and Advances and other receivables	(15,30,019)		(16,54,713)	
Trade Payable and other payables	(1,73,31,221)	72,10,952	2,19,84,540	(2,68,69,690)
Cash Generated From Operations		2,44,28,113		(7,89,621)
Direct Taxes Paid	37,68,600		41,06,886	
Net Cash From Operating Activities		2,06,59,514		(48,96,507)
B Cash Flow From Investing Activities				
Purchase of Fixed Assets	(37,21,947)		(90,60,886)	
Interest Received	5,33,420		13,78,254	
Sale of Fixed Assets	77,84,827		2,65,776	
Sale of Investment	2,02,01,877		37,22,072	
Share of profit from partnership firm	6,201		1,036	
Purchase of Investment	(5,22,22,710)		(10,30,919)	
Dividend Received	1,750	(2,74,16,582)	3,38,731	(43,85,936)
Net Cash Used in Investing Activities		(2,74,16,582)		(43,85,936)
C Cash Flow From Financing Activities				
Interim Dividend Paid	(31,40,000)		0	
Interest Charged	(95,115)		(29,192)	
Dividend Distribution Tax	(6,45,436)		0	
Loan Repaid	0	(38,80,551)	(6,51,173)	(6,80,365)
Total Of A+B+C		(1,06,37,620)		(99,62,808)
Cash and Cash Equivalents Opening	1,91,25,480		(2,90,88,288)	
Cash and Cash Equivalents Closing	84,87,860	1,06,37,620	1,91,25,480	(99,62,808)

As per our report of even date
For Pereira & Subramanian
Chartered Accountants
(P.B Subramanian)
 Partner
 Membership No. 039414
 Firm Registration No. 112364W
 Mumbai
 Dated :29th, June, 2020

For and on behalf of the Board
Conart Engineers Limited

(Jitendra S Sura)
 Chairman & Managing Director
 DIN - 00480172
(Kavaljitkaur Dhillon)
 Company Secretary, ACS 53248

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

Vadodara
 Dated :29th, June, 2020

STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

Balance as at April 1, 2018	Changes in equity share capital during the period	Balance as at March 31, 2019
3,14,00,000	0	3,14,00,000

(Rs. Crores)

Balance as at April 1, 2019	Changes in equity share capital during the period	Balance as at March 31, 2020
3,14,00,000	0	3,14,00,000

B. OTHER EQUITY

	Reserves and Surplus		
	Securities Premium	General Reserve	Retained Earnings
Balance as at April 1, 2018	1,97,73,600	55,18,895	12,11,67,488
Profit for the year	0	0	1,67,18,813
Other Comprehensive Income	0	0	8,35,725
Total Comprehensive Income	0	0	1,75,54,538
Balance as at March 31, 2019	1,97,73,600	55,18,895	13,87,22,026
Balance as at April 1, 2019	1,97,73,600	55,18,895	13,87,22,026
Profit for the year	0	0	1,19,13,349
Other Comprehensive Income	0	0	19,59,071
Total Comprehensive Income	0	0	1,38,72,420
Interim Dividend paid	0	0	(31,40,000)
Dividend Distribution Tax	0	0	(6,45,436)
Balance as at March 31, 2020	1,97,73,600	55,18,895	14,88,09,009

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

As per our report of even date
For Pereira & Subramanian
Chartered Accountants
(P.B Subramanian)
 Partner
 Membership No. 039414
 Firm Registration No. 112364W
 Mumbai
 Dated :29th, June, 2020

For and on behalf of the Board
Conart Engineers Limited

(Jitendra S Sura)
 Chairman & Managing Director
 DIN - 00480172
(Kavaljitkaur Dhillon)
 Company Secretary, ACS 53248

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

Vadodara
 Dated :29th, June, 2020

NOTES FORMING PART OF BALANCE SHEET**NOTE - “1” :****BACKGROUND**

Conart Engineers Limited is a Public Limited company incorporated in India having CIN L45200MH1973PLC017072. The address of its Corporate Office is 17, Ground Floor, Jay Bharat Society, Nr. Solanki Palace, 3rd Road Old Khar, Khar West, Mumbai – 400 052 and Branch Office is 2nd Bombay Shopping Centre, R. C. Dutt Road, Vadodara – 390 007 and 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, 2020 were approved by the Board of Director and authorized for issue on June 29, 2020.

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

These consolidated 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 fair value of the consideration given in exchange for goods and 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.

These financial statements have been prepared in accordance with Ind-AS as notified under the Companies (Indian Accounting Standards) Rule, 2015 read with Section 133 of the Companies Act, 2013.

c. 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.

d. PROPERTY, PLANT AND EQUIPMENT

Fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use and net changes on foreign exchange contracts and adjustments arising from exchange rate variation attributable to assets, less recoverable taxes, trade discounts and rebate, accumulated depreciation and impairment loss except plant & machinery, which have revalued, are stated at revalued figure.

Depreciation is provided on the Straight-Line Method at the manner 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.

e. FINANCE COST

Borrowing costs that are directly attributable to the acquisition or construction of the qualifying assets are capitalized as a part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to statement of profit and loss for the period for which they are incurred.

f. 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.

Stock 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.

Cost Formula used for valuation of inventories is first-in First-out method

g. FINANCIAL INSTRUMENTS:

i) Financial Assets

a. Initial Recognition and measurement

All financial instruments are initially recognized 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. Purchase and sale of financial assets are recognized 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 whose objective is to hold asset the asset in order to collect contractual cash flow 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 whose 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. Other equity instruments

All other equity investments are measured at fair value, with changes recognized in statement of profit and loss, except for those equity investments for which the company has elected to present the value changes in Other Comprehensive Income.

d. Impairment of Financial Assets

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 loss 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

All Financial Liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognized in statement of profit and loss as finance cost

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) Derecognition of Financial Instruments

The company derecognizes a financial asset when the contractual rights to the cash flow from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition 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.

h. 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 extend 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 /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.

h. 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 BenefitsDefined 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.

i. FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are recorded at the exchange rates prevailing on the date of transaction. Gains & Losses arising out of subsequent fluctuations are accounted for on actual payment or realization. Monetary assets & liabilities denominated in foreign currency as at the Balance Sheet date are converted at the exchange rates prevailing on that date. Exchange differences are recognized in the Profit & Loss Account.

j. TAXES ON INCOME

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

J. IMPAIRMENT OF NON-FINANCIAL ASSETS – PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

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

Impairment loss is recognised in statement of profit and loss to the extent the carrying amounts of assets exceed 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.

K. PROVISIONS & 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.

L. CASH AND CASH EQUIVALENTS

The Company considers all highly liquid financial instruments, which are readily convertible into know amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balance with banks which are unrestricted for withdrawal and usage.

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. 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) Derecognition:

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 Derecognition 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.

o. INVESTMENT PROPERTY

The investment properties held by the company are valued at cost at which it was acquired. There is no existence and amounts of restrictions on the realizability of investment property or the remittance of income and proceeds of disposal nor are there any contractual obligations.

During the year under consideration all the investment properties has generated the rental income.

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.

Notes to Accounts “3”

NON-CURRENT ASSETS

(a) **Property, Plant and Equipment**

Description	Freehold Land	Buildings	Plant and equipment	Computer equipment	Vehicles	Office equipment	Furniture and fixtures	Total
Cost as at April 1,2019	12,40,641	81,67,360	5,59,09,000	5,44,054	1,21,70,564	9,87,670	16,66,918	8,06,86,207
Additions	0	0	2,07,703	15,246	34,31,068	67,930	0	37,21,947
Disposals	0	46,75,544	6,08,448	0	23,54,765	0	0	76,38,757
Cost as at March 31 ,2020	12,40,641	34,91,816	5,55,08,255	5,59,300	1,32,46,867	10,55,600	16,66,918	7,67,69,397
Accumulated depreciation as at April 1, 2019	0	15,11,890	3,39,07,432	4,08,120	79,31,102	6,42,582	14,63,239	4,58,64,365
Depreciation for the period	0	1,05,769	35,66,740	57,341	11,15,835	19,942	1,36,451	50,02,078
Disposals	0	11,13,650	5,23,337	0	22,37,026	0	0	38,74,013
Accumulated depreciation as at March 31, 2020	0	5,04,009	3,69,50,835	4,65,461	68,09,911	6,62,524	15,99,690	4,69,92,430
Net carrying amount as at March 31,2020	12,40,641	29,87,807	1,85,57,420	93,839	64,36,956	3,93,076	67,228	2,97,76,967

Notes to Accounts “4”

(b) **Intangible assets**

Description	Computer Software
Cost as at April 1,2019	2,65,900
Additions	0
Disposals	0
Cost as at March 31 ,2020	2,65,900
Accumulated depreciation as at April 1, 2019	1,30,144
Depreciation for the period	49,090
Disposals	0
Accumulated depreciation as at March 31, 2020	1,79,234
Net carrying amount as at March 31,2020	86,666

Description	Freehold Land	Buildings	Plant and equipment	Computer equipment	Vehicles	Office equipment	Furniture and fixtures	Total
Cost as at April 1,2018	12,40,641	81,67,360	5,07,34,404	4,71,934	1,07,52,556	9,13,295	16,66,918	7,39,47,108
Additions	0	0	73,63,008	72,120	14,66,383	74,375	0	89,75,886
Disposals	0	0	21,88,412	0	48,375	0	0	22,36,787
Cost as at March 31, 2019	12,40,641	81,67,360	5,59,09,000	5,44,054	1,21,70,564	9,87,670	16,66,918	8,06,86,207
Accumulated depreciation as at April 1, 2018	0	8,65,036	3,22,50,889	3,97,570	74,74,390	5,99,584	13,31,220	4,29,18,689
Depreciation for the period	0	6,46,854	35,99,841	10,550	5,02,668	42,998	1,32,019	49,34,930
Disposals	0	0	19,43,300	0	45,956	0	0	19,89,256
Accumulated depreciation as at March 31, 2019	0	15,11,890	3,39,07,430	4,08,120	79,31,102	6,42,582	14,63,239	4,58,64,363
Net carrying amount as at March 31,2019	12,40,641	66,55,470	2,20,01,570	1,35,934	42,39,462	3,45,088	2,03,679	3,48,21,844

Notes to Accounts "4"

(b) Intangible assets

Description	Computer Software
Cost as at April 1, 2018	1,80,900
Additions	85,000
Disposals	0
Cost as at March 31, 2019	2,65,900
Accumulated depreciation as at April 1, 2018	1,12,275
Depreciation for the period	17,869
Disposals	0
Accumulated depreciation as at March 31, 2019	1,30,144
Net carrying amount as at March 31, 2019	1,35,756

Particulars	No. of Shares	As at 31st March, 2020 Rupees	As at 31st March, 2019 Rupees
Notes to Accounts "5"			
NON – CURRENT ASSETS			
(c) Investment in Property			
Flats Held for Resale		1,22,74,100	1,62,37,550
The Company is a Partner in Clue Realestate Marketing Enterprises LLP. On Cessation 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.		1,22,74,100	1,62,37,550
Notes to Accounts "6"			
(d) Financial Assets			
(i) Investments			
(a) Investment in Equity Instruments			
UNQUOTED			
In Fully Paid-up Equity Shares of The Saraswat Co-op. Bank Ltd.	1,000	10,000	10,000
	1,000	10,000	10,000
CURRENT NON-TRADE INVESTMENTS			
QUOTED			
In Fully Paid-up Equity Shares of Mindvision Capital (Kailash Ficom Ltd.) 900		13,500	13,500
Bubna Major Bio-tech Ltd.	12,000	9,600	9,600
Nutech Organic Ltd.	2,500	2,500	2,500
Pan Asia Industries Ltd.	1,800	1,800	1,800
Mcnally Sayaji Engineers Ltd.	4,000	1,40,000	1,40,000
		1,67,400	1,67,400
Less: Provision for Difference in fair Value		(1,17,455)	(1,17,455)
		49,945	49,945
		59,945	59,945
(b) INVESTMENT IN PARTNERSHIP FIRM.			
M/s Clue Realestate Marketing Enterprises 40%		12,27,053	12,20,852
(Partners Details)		12,27,053	12,20,852
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 %		
Total Capital of All Partners of Clue Realestate Marketing Enterprises LLP is Rs.3,00,000.00		12,86,998	12,80,797
Notes to Accounts "7"			
Loan			
Sundry Deposits		17,51,730	23,57,887
		17,51,730	23,57,887
Notes to Accounts "8"			
d) Income Tax Assets			
Advance Tax including TDS		1,23,47,570	61,43,920
Less: Provision for Income Tax		1,00,35,388	42,73,000
		23,12,182	18,70,920
Notes to Accounts "9"			
(e) Other Non-Current Assets			
Others		1,85,408	87,886
		1,85,408	87,886

Particulars	As at 31st March, 2020 Rupees	As at 31st March, 2019 Rupees
Notes to Accounts “10”		
(a) Inventories		
(As per inventory taken, valued and certified by the Director)		
Raw Materials: Construction Materials	39,97,455	62,85,543
Work-In-Progress	2,27,66,994	3,37,97,058
Finished Goods/Stock (Including Stock of Completed Flats)	3,95,736	3,95,736
Stock of Stores, Spares, Shuttering and Scaffoldings	11,56,548	13,54,233
	2,83,16,733	4,18,32,570

(b) Financial Assets

Notes to Accounts **“11”**

(i) Investments

	No. of Units	Amount	No. of Units	Amount
(a) Investment in Mutual Funds				
(i) ICICI Prudential - Ultra Short Terms Fund Growth	14,27,715.730	2,90,77,001	8,17,270.087	1,54,30,386
(ii) ICICI Prudential Floating Interest Fund	47,666.577	1,43,08,440	0.000	0
(iii) HDFC Liquid Fund	845.238	32,82,581	0.000	0
(iv) Franklin India Low Duration Fund	2,23,328.941	46,04,886	0.000	0
(v) Aditya Biral Sun Life Cooprate Bond Fund	3,86,524.220	54,28,578	3,86,524.220	52,85,603
(vi) ICICI Prudential Regular Saving Fund	2,69,163.064	58,53,704	2,69,163.064	53,47,866
(vii) SBI Arbitrage Opportunities Fund	2,19,578.497	56,07,332	2,19,578.497	52,70,894
The Amount shown above are at fair Value		6,81,62,522		3,13,34,749
		6,81,62,522		3,13,34,749

Particulars	As at 31st March, 2020 Rupees	As at 31st March, 2019 Rupees
Notes to Accounts “12”		
(ii) Trade Receivable		
Unsecured, Considered Good Debts Exceeding Six Months	3,20,43,735	3,69,32,491
	3,20,43,735	3,69,32,491
Others	6,30,22,607	7,06,90,207
	9,50,66,342	10,76,22,698

Notes to Accounts **“13”**

(iii) Cash and Cash Equivalents

Balance with Scheduled Banks		
In Current Accounts	39,79,771	50,85,056
In Margin Money Account	32,12,009	19,47,283
In Fixed Deposit	11,68,262	1,17,47,313
Cash on Hand	1,27,818	3,45,828
	84,87,860	1,91,25,480

Notes to Accounts **“14”**

(iv) Loans

(Unsecured, considered good)		
Advances Recoverable in Cash or in Kind or for Value to Be Received	24,34,289	7,47,988
	24,34,289	7,47,988

Particulars	As at 31st March, 2020 Rupees	As at 31st March, 2019 Rupees
Notes to Accounts “15”		
(c) Other Current Assets		
Others	1,65,891	1,98,453
	1,65,891	1,98,453
Notes to Accounts “16”		
EQUITY AND LIABILITIES		
Equity		
(a) Share Capital		
AUTHORISED		
40,00,000 (P.Y.40,00,000) Equity Shares of Rs.10.00 each	4,00,00,000	4,00,00,000
	4,00,00,000	4,00,00,000
ISSUED, SUBSCRIBED AND PAID UP:		
31,40,000 (P.Y.31,40,000) Equity Shares of Rs.10.00 each	3,14,00,000	3,14,00,000
	3,14,00,000	3,14,00,000

No.	Amount	AS AT 31st March,2020		AS AT 31st March,2019	
		No.	Amount	No.	Amount
a) Reconciliation of the number of equity shares and Preferential shares outstanding at the beginning and at the end of the year :					
Equity Shares of Rs.10/- each fully Paid-up					
Shares Outstanding at the beginning of the year		31,40,000	3,14,00,000	31,40,000	3,14,00,000
Addition: During the Year		0	0	0	0
Shares Outstanding at the end of the year		31,40,000	3,14,00,000	31,40,000	3,14,00,000

b) Terms / rights attached to equity 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.

The Detail of Shareholders holding more than 5% shares:

Name of Shareholders	AS AT 31st March,2020		AS AT 31st March,2019	
	No. of Shares	%	No. of Shares	%
1) Jitendra S Sura HUF	1,98,230	6.31	1,98,230	6.31
2) Jimish J Sura	6,62,106	21.09	6,62,106	21.09
3) Jitendra S Sura	2,05,921	6.56	2,00,921	6.40
4) Nayna J Sura	2,48,568	7.92	2,45,568	7.82
5) Investor Education and Protection Fund	1,75,449	5.59	1,75,449	5.59

	AS AT 31st March,2020		AS AT 31st March,2019	
	No.	Amount	No.	Amount
Notes to Accounts “17”				
(b) Other Equity				
Share Premium				
Per last Balance Sheet		1,97,73,600		1,97,73,600
Addition: During the Year		0		0
Balance at the Close of the Year		1,97,73,600		1,97,73,600
GENERAL RESERVE				
Per last Balance Sheet		55,18,895		55,18,895
Retained Earnings				
As per Last Balance Sheet	13,87,22,025		12,11,67,488	
Add : Profit for the Year	1,38,72,420		1,75,54,537	
Less: Interim Dividend Paid	(31,40,000)			
Less: Dividend Distribution Tax	(6,45,436)	14,88,09,009	0	13,87,22,025
Balance at the Close of the Year		17,41,01,504		16,40,14,520

Particulars	As at 31st March, 2020 Rupees	As at 31st March, 2019 Rupees
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Notes to Accounts “18”		
(b) Deferred Tax Liabilities	15,70,515	10,53,262

DETAILS OF DEFERRED TAX LIABILITY

The Company has during the year Recognized in the profit & loss accounts a difference of Rs.5,17,253.00 Between net, deferred tax liabilities of Rs.10,53,262/- As on 31st March,2020 and on the deferred tax liabilities of Rs.15,70,515/- As on 31st March,2020

Deferred Tax Liability		
Depreciation	16,14,742	11,27,264
Total	16,14,742	11,27,264
Deferred Tax Assets		
Leave Encashment	44,227	74,002
Total	44,227	74,002
Net Deferred Tax Liabilities	15,70,515	10,53,262

Notes to Accounts “19”		
Long — Term Provisions		
Leave encashment Provisions	1,93,299	2,68,611
	1,93,299	2,68,611

CURRENT LIABILITIES

Notes to Accounts “20”		
Total dues from Micro and small enterprises		
Trade Payable for Material & Labour	4,67,620	1,75,126
Others	9,901	0
	4,77,521	1,75,126
Total Dues from creditors other than micro and small Enterprises		
Trade Payable for Material & Labour	3,12,91,586	4,72,86,294
Others	7,88,811	9,75,242
	3,20,80,397	4,82,61,536

Note: There are no delays in payment to Micro and Small enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act 2006 except followings, This information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

S. No	Name of the Party	Total Amount Due	31st, March, 2020	31st, March, 2019	Amount overdue	Reason
1)	Keyur N Shah - Lab	Rs.1,16,878.40	1,16,878	0	0	-----
2)	J.B Infrastructure	Rs.55,979.00	55,979	55,979	55,979	As per Agreed Terms
3)	Conmech Cutnifix Pvt Ltd	Rs.3,217.60	3,218	1,00,167	0	-----
4)	J.P.Construction	Rs.1,31,830.00	1,31,830	0	1,31,830	As per Agreed Terms
5)	M.G. Traders	Rs.1,005.00	1,005	1,005	1,005	As per Agreed Terms
6)	Krisna Cotrex - Lab	Rs.1,58,710.00	1,58,710	0	86,581	As per Agreed Terms
7)	Aarpee Construction	Rs.00.00	0	146	0	-----
8)	Item Secure Pvt Ltd	Rs.00.00	0	17,829	0	-----
9)	Shreenath Petroluem	Rs.9,900.66	9,901	0	0	-----

Particulars	As at 31st March, 2019 Rupees	As at 31st March, 2018 Rupees
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Notes to Accounts “21”

(b) Other Current Liabilities

Statutory Liabilities	41,15,136	66,74,701
Others	3,49,953	1,89,922
	44,65,089	68,64,623

Notes to Accounts “22”

Current Liabilities

(c) Current Income Tax Liabilities

Provision for Income Tax	0	61,81,500
Advance Tax including TDS	0	51,66,638
	0	10,14,862
Provision for Income Tax		

Notes to Accounts “23”

(d) Short – Term Provisions

Provision for Employee Benefits	16,33,908	20,85,284
Other Provisions	43,85,455	25,16,754
	60,19,363	46,02,038

Notes to Accounts “24”

Revenue From Operations

Sales and Services	25,21,72,020	31,02,85,736
TOTAL	25,21,72,020	31,02,85,736

Notes to Accounts “25”

Other Income

Interest Received	5,33,420	13,78,254
Dividend from Investment	1,750	3,38,731
Short Term Gain in Mutual Fund - Non STT	8,49,691	0
Shares of Profit in Partnership Firms	6,201	1,036
Bad Debts Recovery	2,25,349	0
Profit on Sale of Assets	40,73,974	18,339
Other Income	10,06,749	27,48,280
TOTAL	66,97,134	44,84,640

Particulars	As at 31st March, 2019 Rupees	As at 31st March, 2018 Rupees
Notes to Accounts “26”		
(a) Cost of Materials Consumed		
Material Purchased	11,11,61,064	14,22,16,501
Add. Opening Stock of Raw Materials	62,85,543	38,46,581
Less : Closing Stock of Raw Materials	(39,97,455)	(62,85,543)
MATERIAL CONSUMED	11,34,49,152	13,97,77,539
Notes to Accounts “27”		
(b) Changes in Inventories of Finished Goods Work-in-progress		
Closing Stock of Work-in-Progress	2,27,66,994	3,37,97,058
Closing Stock of Finished Goods	3,95,736	3,95,736
Less : Opening Stock of Work-in-Progress	3,37,97,058	2,21,03,507
Less : Opening Stock of Finished Goods	3,95,736	3,95,736
TOTAL	1,10,30,064	(1,16,93,551)
Notes to Accounts “28”		
(c) Employee Benefits Expense		
Salaries, Wages and Bonus	1,32,27,211	1,28,86,466
Contribution to P.F and other Funds	10,58,758	11,40,188
Staff Welfare Expenses	10,15,925	10,06,053
TOTAL	1,53,01,894	1,50,32,707
Notes to Accounts “29”		
(d) Finance Costs		
Interest on Fixed Loans	0	26,874
Bank Commission Charges	18,102	2,318
Bank Guarantee Commission	77,013	0
TOTAL	95,115	29,192
Notes to Accounts “30”		
(e) Depreciation and Amortization Exp		
i) Tangible Assets	50,02,078	49,34,930
ii) Intangible Assets	49,090	17,869
	50,51,168	49,52,799

Particulars	As at 31st March, 2020 Rupees	As at 31st March, 2019 Rupees
Notes to Accounts "31"		
(f) Other Expenses		
1) MANUFACTURING AND OTHER DIRECT EXP		
Stores, Spares, Shuttering Consumed	2,83,205	4,17,505
Contract Labour Payments	3,28,93,140	4,67,04,278
Payment to sub Contractor with Material	4,43,14,853	7,32,14,906
Professional and Consulting Fees	55,47,071	60,55,014
Coolie, Cartage, Transportation	1,88,495	3,34,220
Machinery Hire Charges	8,30,415	16,05,322
Equipment Contract Payment	0	4,53,228
Repairs & Maintenance to Machinery	6,41,584	9,91,043
Site Expenses	23,01,857	29,25,442
Contractual Expenses	19,32,423	53,347
Gas and Fuel	16,61,926	28,75,890
	9,05,94,969	13,56,30,195
2) ADMINISTRATION AND SELLING EXP		
Rent, Rates and Taxes	5,12,953	4,88,550
Traveling and Conveyance	7,93,256	7,86,207
Compensation for use of Premises	14,69,364	15,98,970
Insurance Premium	4,34,102	3,10,899
	32,09,675	31,84,626
Payment to Auditors for:		
Audit Fees	80,000	80,000
Audit Fees - Income Tax Matters	10,000	10,000
Tax Audit	60,000	60,000
Out of Pocket Expenses	31,623	19,351
Sub-Total	1,81,623	1,69,351
Repairs to Other Assets	3,51,823	3,52,534
Miscellaneous Expenses	7,58,989	10,14,363
Loss on Assets Sold & Discarded	53,894	95
Bad Debts	0	2,46,037
Professional and Consulting Fees - Others	9,91,433	14,38,995
Loss on Sales of Flats	0	1,35,500
Postage, Telephone and Telex	1,58,065	2,14,240
Printing and Stationery	1,70,773	2,13,627
Electricity Charges	1,67,582	1,72,776
Business Promotion Exp	3,19,315	97,713
Motor Vehicle Expenses	13,58,018	12,00,708
	43,29,892	50,86,588
TOTAL	9,83,16,159	14,40,70,760

NOTES "32"

CONTINGENT LIABILITIES

Guarantee given to the Bank Rs.46,50,000/- (Previous Year Rs.1,21,10,780/-)

Service Tax Liabilities of Rs.10,78,053.00 for the F.Y.2012-13,2013-14 & 2014-15 which is Pending before the Appellate Authority.

NOTES "33"

Estimated amount of contract remaining to be executed on capital account and not provided for is Nil (Previous year Nil).

As on 31/03/20 **As on 31/03/19**
(Rupees) **(Rupees)**

NOTES “34”

AUDITORS REMUNERATION

Audit fees	80,000	80,000
Audit Fees – Income Tax Matters	10,000	10,000
Tax audit fees	60,000	60,000
Out of Pocket Expenses	22,803	5,620
Service Tax & GST	27,000	27,000
Total	1,99,803	1,82,620

NOTES “35”

MANAGERIAL REMUNERATION

Salary and Commission	53,20,323	52,20,000
Contribution to Superannuation Fund	6,48,000	5,94,000
Perquisites and Benefit	9,60,366	9,51,946
Total	69,28,689	67,65,946

NOTES “36”

EXPENDITURE IN FOREIGN CURRENCY

Travelling Expenses	NIL	Nil
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NOTES “37”

Earning in foreign Currency :	NIL	NIL
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NOTES “38”

Since the company is operating in one segment i.e. construction, segment wise reporting is not applicable.

NOTES “39”

Name and Nature of Transaction with related parties: 2019-2020

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

Name of Related Parties & Nature of Transaction Value of Transaction

Name of Person	Relationship	Nature of Transaction	Volume of Transaction As on 31/03/20 (Rupees)	Volume of Transaction As on 31/03/19 (Rupees)
Jitendra S Sura	Key Person Relative	Rent	60,000/-	60,000/-
		Remuneration	31,80,983/-	31,37,740/-
Jimish J Sura	Key Person Relative	Rent	2,16,000/-	2,16,000/-
		Remuneration	37,47,706/-	36,28,206/-
		Sale of Bungalow	38,00,000/-	00/-
Pooja J Sura	Key Person Relative	Sale of Bungalow	38,00,000/-	00/-
Jitendra S Sura - HUF	HUF of Key Person Relative	Rent	2,34,000/-	2,40,000/-
Prachi N Desai	Key Person Relative	Rent	2,16,000/-	2,16,000/-
Spun Conart Developers	Erstwhile Partnership Firm	Share of Profit / Loss	00/-	(4,221/-)
Clue Realestate Marketing Enterprises LLP	LLP Where Company is a Partner	Investment in Partnership Firm	1,20,000/-	1,20,000/-
		Loan to Partnership Firm	11,00,852/-	10,95,595/-
		Share of Profit / Loss	6,201/-	5,257/-

NOTES "40"

EARNING PER SHARE

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. Earnings per share has been calculated as under:

	As on 31/03/20 (Rupees)	As on 31/03/19 (Rupees)
Profit after taxation		
Profit after taxation before extra ordinary items	1,19,13,349	1,67,18,813
Weighted average no. of shares	31,40,000	31,40,000
Earning per share Basic and Diluted (After extra in Rs. Ordinary items)	3.79	5.32
Earning per share before extra ordinary items Basic and Diluted	3.79	5.32

NOTES "41"

INVESTMENT PROPERTY

Sr. No	Particulars	As on 31/03/20 (Rupees)	As on 31/03/19 (Rupees)
1.	Rental Income	4,76,622	5,52,233
2.	Expenses	0	0

NOTES "42"

Sundry Debtors and Creditors & advance are subjected to confirmation by the respective parties. Necessary Adjustments in account will be made in the year in which discrepancy, if any, may be noticed.

NOTES "43"

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 “44”

In accordance with Accounting Standard (AS) 15 - “Employee Benefits” an amount of Rs. 1.45 Lac (Previous Year Rs.2.55 Lac) as contribution towards defined contribution plans is recognized as expense in the Profit and Loss Account. The disclosures in respect of the Defined Benefit Gratuity Plan (to the extent of information made available by LIC) are given below:

	31/03/2020	31/03/2019
a Assumption As On		
Discount Rate	7.250%	7.50%
Salary Escalation	7.00%	7.00%
b Table Showing changes in present value of obligation As on		
Present value of obligations as at beginning of year	5220631	5026585
Interest cost	391547	402127
Current Service Cost	146303	149176
Benefits Paid	(2458748)	(226899)
Actuarial (gain)/loss on obligations	(223443)	(130358)
Present value of obligations as at end of year	3076290	5220631
c. Table Showing changes in the fair value of plan assets As on		
Fair value of plant assets at beginning of year	5308317	3843111
Expected return on plan assets	382795	389453
Contributions	29134	1302652
Benefits Paid	(2458748)	(226899)
Actuarial (gain)/loss on Plan assets	NIL	NIL
Fair value of plant assets at end of year	3261498	5308317
d. Table Showing changes in the fair value of plan assets		
Fair value of plant assets at beginning of year	5308317	3843111
Actual return of plan assets	382795	389453
Contributions	29134	1302652
Benefits Paid	(2458748)	(226899)
Fair value of plant assets at end of year	3261498	5308317
Funded status	185208	87686
Excess of Actual over estimated return on plan assets	NIL	NIL
(Actual rate of return= Estimated rate of return as ARD falls on 31 st March)		
e. Actuarial Gain/Loss recognized		
Actuarial Gain/Loss on obligations	223443	130358
Actuarial Gain/Loss for the year – plan assets	NIL	NIL
Actuarial Gain/Loss on obligations	(223443)	(130358)
Actuarial Gain/Loss recognized in the year	(223443)	(130358)
f. The amounts to be recognized in the balance sheet and statements of Profit and loss		
Present value of obligations as at the end of year	3076290	5220631
Fair value of plant assets at end of year	3261498	5308317
Funded status	185208	87686
Net asset/liability recognized in the year	185208	87686
g. Expenses Recognized in statement of Profit and loss		
Current Service Cost	146303	149176
Interest cost	391547	402127
Expected return on plan assets	(382795)	(389453)
Net Actuarial Gain/Loss recognized in the year	(223443)	(130358)
Expenses Recognized in statement of Profit and loss	(68388)	31492

NOTES “45”

Figures have been rounded off to the nearest rupee.

NOTES “46”

Previous year figures have been regrouped / reclassified wherever necessary.

As per our report of even date

For Pereira & Subramanian

Chartered Accountants

(P.B Subramanian)

Partner

Membership No. 039414

Firm Registration No. 112364W

Mumbai

Dated :29th, June, 2020

**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 :29th, June, 2020

(Jimish J Sura)

Executive Director (Finance)

DIN - 03096064

Dear Sir/Madam,

Sub: Updating the necessary KYC details of first registered and/or joint holders.

We refer to the SEBI circular no .SEBI/HO/MIRSD/D OP1/CIR/P/20 18/73 dated 20th April, 2018, where in SEBI has directed all listed Companies to record the PAN and BANK ACCOUNT details of all their shareholders holding shares in physical mode through their RTA. A copy of the said circular can be accessed at www.sharexindia.com =>Downloads=>RTA =>KYC. Accordingly your Company has requested for registering the PAN details of all the shareholders (including joint holders, if any) and the BANK ACCOUNT details of the registered shareholders.

We would like to register other KYC details such as email id, mobile number, specimen signature and nomination. In this context, we request you to kindly initiate the step for updating your KYC details and forward the all the self-attested supporting documents within 30 days of this letter to our RTA, **SHAREX DYNAMIC (INDIA) PVT LTD., C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083. Tel: 2851 5606/ 5644/ 6338.**, considering the below mentioned points. Single copy of supporting document is sufficient for updating multiple subject s. In the absence of response, enhanced due diligence will be applicable.

A. **For updating PAN of the first registered and/or joint shareholder**

- Self- attested legible copy of PAN card (exempted for Sikkim Shareholders)

B. **For updating Bank Account details of the registered shareholder**

1. **In cases wherein the original cancelled cheque leaf has the shareholder's name printed on it**

- **For address proof : Self-attested legible copy of Aadhar / passport / utility bill (not older than 3 months)**
- Original cancelled cheque leaf containing the Bank A/ c No., Bank Name, type of account, IFSC C ode, MICR Code and the name of the shareholder printed on the cheque leaf. OR

2. **In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name print edo nit**

- **For address proof : Self-attested legible copy of Aadhar / passport / utility bill (not older than 3 months)**
- Original cancelled cheque leaf containing the details, Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code.
- Legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same bank with his signature, name, employee cod e, designation, bank seal & ad dress stamp, pho ne no . and date of at testation.

C. **For updating the Specimen signature of the first registered and/or joint shareholders**

- Affidavit duly not arised on non-judicial stamp paper of Rs.100/ (available on www.sharexindia.com=>Downloads=>RTA=>KYC
- Banker's verification (available on www.sharexindia.com=>Downloads=>RTA=>KYC
- Original cancelled cheque containing the details, Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.
- Legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same Ban k with his signature, name, employee cod e, designation, bank seal &address stamp, pho ne no . and date of attestation. (if **the cancelled cheque leaf does not contain shareholder name**)

D. **For Change of address, if any:**

- **Old Address Proof : Old Utility Bill? New Address Proof : Aadhar / Passport / Utility Bill (not older than 3 months)**

E. **For registering Email id:**Email-id of the first registered shareholder for all future communication in electronic mode (i. e.Go Green Initiative)

F. **For registering MobileNo.:Mobileno. of the first registered shareholder for future direct communication.**

G. **For registering Nominee:**You are requested to register the Nomination (Form SH -13) to your folio. Nomination form (SH -13) is available on our website at www.sharexindia.com=>Downloads=>RTA =>KYC

You are also advised to take note of the recent SEBI notification regarding Compulsory Transfer of Securities in Dematerialized form only w.e.f 05.12.2018. Please read the said circular available on [http ://www.sharexindia.co m/KYC/ BSE-Circular.pdf](http://www.sharexindia.co m/KYC/ BSE-Circular.pdf)

Thanking you,

For Conart Engineers Limited

Sd/-

Kavaljitkaur Dhillon

Company Secretary

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