

49th ANNUAL REPORT 2022-23

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Jitendra S. Sura (DIN:00480172)
Chairman & Managing Director

Mr. Jimish J. Sura (DIN: 03096064)
Executive Director - Finance & CFO

Mr. Umed A Fifadra (DIN: 0049036)
Independent Director
(Retire on 27.09.2022)

Ms. Deepti Sharma (DIN:03630613)
Independent Director

Mr. Nirmal Parikh (DIN: 07507113)
Independent Director

Mr. Jignesh Shah (DIN: 01790926)
Independent Director
(Appointed w.e.f. 24.08.2022)

REGISTERED OFFICE

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

ANNUAL GENERAL MEETING

49th AGM of the Company is scheduled to be held on Tuesday, 26th September, 2023 at 3.00 pm through video conferencing

COMPANY SECRETARY

Ms. Kavaljitkaur H. Dhillon

BRANCH OFFICE

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

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STATUTORY AUDITORS

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

REGISTRAR & TRANSFER AGENT

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

SECRETARIAL AUDITORS

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

BANKERS

HDFC Bank
Bank of Baroda [BOB]

NOTICE

NOTICE is hereby given that 49th Annual General Meeting of CONART ENGINEERS LIMITED will be held on Tuesday, 26th September, 2023 at 3.00 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, 2023, including Audited Balance Sheet as at 31st March, 2023, 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. Jitendra Sura (DIN 00480172), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:**No. 3: Variation/revision in the terms and conditions of the remuneration of Mr. Jitendra Sura (DIN-00480172)**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and Schedule V and the applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, and all other applicable provisions of the Companies Act, consent of the Company be and is hereby accorded to revise the terms & conditions of payment of managerial remuneration of Mr. Jitendra Sura (DIN: 00480172), Managing Director, as mentioned hereunder, which shall be effective from November 15, 2022 till the remaining period of his tenure up to October 31, 2024, upon the terms and conditions, including the remuneration to be paid in the event of inadequacy of profits in any financial year, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Jitendra Sura .

Resolved Further That the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company."

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

Place: Vadodara

Date: 30.05.2023

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. Jitendra Sura
DIN	00480172
Date of Birth	18th October, 1950
Date of Appointment	1 st December, 1978
Shareholding in company	205,921
Qualification	Civil Engineer
Expertise in Specific Functional Area	Civil Construction and Engineering
Directors in other public limited companies	Nil
Chairperson of Board Committees in other public limited companies	Nil
Membership of committees in other public limited companies	Nil

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. 3:

Mr. Jitendra Sura is a Civil Engineer and has been working with the Company since long, in different capacities. Considering Mr. Jitendra Sura's immense contribution to the Company and future challenges, it is proposed to revise his terms of remuneration.

The Board discussed and consider various criteria at length for proposal for revision in managerial remuneration of Mr. Jitendra Sura as Managing Director and evaluate the performance of the Managing Director linked to strategic objectives of the Company.

Evaluation criteria included the accountability, governance, board operations, legal responsibilities, financial overview, board management relations and personal leadership. The Committee may compare existing remuneration and proposed remuneration of the Managing Director in comparable industries/ companies in the region.

It is submitted that revision of remuneration will be a justifiable combination of fixed and performance-based pay to the Managing Director. The proposed remuneration, if approved, will ensure the Company to attract, motivate and retain high caliber and competent person while reflecting the short- and long-term performance objectives and goal of the Company

REMUNERATION:

By way of Salary, perquisites and Allowance, aggregating to Rs 31,30,400/- Per Annum

Followings are the proposed variation in the terms & conditions of the remuneration:

Particulars	Amount (Rs.) Per annum
Basic Salary	Rs. 25,20,000/-
Vehicle	Up to Rs. 1,00,000/-
Mobile	Up to Rs. 25,000/-
Food Voucher	Up to Rs. 50,000/-
Petrol	Up to Rs. 1,50,000/-
Books & Periodicals	Up to Rs. 36,000/-
Internet	Up to Rs. 12,000/-
Education	Up to Rs. 2400/-
Driver Salary	Up to Rs. 1,50,000/-
Attire Allowance	Up to Rs. 60,000/-
Washing Allowance	Up to Rs. 25,000/-

Accordingly, Special 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.

NOTES:

1. *The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 20th September, 2023 to Tuesday, 26th September, 2023 (both days inclusive) for annual closing.*
2. ***To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.***
3. *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.*
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.

9. Electronic copy of the Notice of 49th Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
10. 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.
11. Members may also note that the Notice of the 49th Annual General Meeting and the Annual Report for 2022-23 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 id celcs@conartengineers.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

1. 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 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting 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.
2. 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.
3. 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 AGM without restriction on account of first come first served basis.
4. 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.
5. 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 AGM will be provided by NSDL.
6. 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.nsdl.com.
7. 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, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

The remote e-voting period begins on Saturday, 23rd September, 2023 at 09:00 A.M. and ends on Monday, 25th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 19th September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 19th September, 2023.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: center; gap: 20px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to

	<p>access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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. Password details for shareholders other than Individual shareholders 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.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request 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
2. 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 If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THEAGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 in advance mentioning their name demat account number/folio number, email id, mobile number at celcs@conartengineers.com. The same will be replied by the company suitably.
6. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

BOARD'S REPORT

To the Members of
CONART ENGINEERS LIMITED

Your Directors have pleasure in presenting 49th Annual Report of Conart Engineers Limited along with the Audited Financial Statements for the year ended March 31, 2023.

FINANCIAL PERFORMANCE (STANDALONE)

The Financial Performance for fiscal 2022-23 is summarized in the following table:

(Rs. In Lacs)

Particulars	2022-2023	2021-2022
Revenue from Operations	3548.56	3655.88
Expenses	3256.70	3482.52
Profit Before Finance Cost, Depreciation & Amortization Exp	291.86	173.36
Finance Cost	2.69	0.03
Depreciation & Amortization Exp.	54.35	46.51
Profit from operations and Before Tax	234.82	126.82
Other Income	18.30	46.72
Profit before Tax	253.12	173.53
Tax Expenses: (a) Current Tax	57.70	44.20
(b) Deferred Tax	(2.03)	0.86
Profit for the period	197.45	128.47
Net Comprehensive Income	24.62	40.98
Profit for the period after Comprehensive Income	222.07	169.45
Paid up Equity Share Capital	314.00	314.00
Earnings Per Share (Rs.)	6.29	4.09

COMPANY'S PERFORMANCE OVERVIEW

The Company has incurred a profit of Rs. 222.07 during the year as compared to previous year profit of Rs. 169.45 lacs and an Earning per Shares of Rs. 6.29 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, except loan on vehicles.

DIVIDEND

The Board of Directors are of the opinion that the profit is to be ploughed back and hence do not recommend dividend this year.

HOLDING COMPANY

Your Company does not have any holding company, as defined under the Companies Act, 2013 as on March 31, 2023.

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, 2023.

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, 2023

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 & CFO	662,107
3.	Ms. Deepti Sharma	Independent Director	-
4.	Mr. Nirmal Parikh	Independent Director	-
5.	Mr. Jignesh Shah	Independent Director	-

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

During the year 2022-23 under review, the tenure of Mr. Umed Fifadra as an Independent Director is expired in the AGM of 2022. On 24th August, 2022, Mr. Jignesh Shah was appointed as Additional Independent Director and, in the AGM of 2022, he was regularized and appointed as Independent Director of the Company for the term of 5 years.

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 2022-23

Sr. No.	Date of Board Meeting	Total No. of Directors	Total No. of Directors Present
1.	30.05.2022	5	5
2.	10.08.2022	5	5
3.	24.08.2022	5	5
4.	14.11.2022	5	5
5.	13.02.2023	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. Jitendra 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.

During the year, meeting of Independent Directors was held on 13th February, 2023 to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between

the management and the Board. The Independent Directors discussed, among other matters, the performance of the Company and risk faced by it, the flow of information to the Board, competition, strategy, leadership strengths and weaknesses, governance, compliance, Board movements, human resources matters and performance of executive directors including Chairman.

Familiarisation Programme for Independent Directors

Independent Directors are familiarized 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. Jignesh Shah	Independent Director	Member
3.	Mr. Nirmal Parikh	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 2022-23

Sr. No.	Date of Board Meeting	Total No. of Directors	Total No. of Directors Present
1.	30.05.2022	5	5
2.	10.08.2022	5	5
3.	14.11.2022	5	5
4.	13.02.2023	5	5

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. Nirmal Parikh	Independent Director	Chairman
2.	Ms. Deepti Sharma	Independent Director	Member
3.	Mr. Jignesh Shah	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.

As per the Companies (Amendment) Act, 2017, enforced on May 7, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified by the Members at every Annual General Meeting., so the said ratification of Auditors.

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 2022-23, 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-IV** 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, 2022 AND DATE OF THIS REPORT.

There were no material changes and commitments affecting the financial position of the Company between the end offinancial year (March 31, 2023) and the date of this Report.

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 2022-23, 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 2022-23 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 was 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 2022-23.

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, institutionalizing mission critical capabilities in the organization, 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, 2023 to the Bombay Stock Exchange on 16th April, 2023.

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, 2023, 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 2022-23.

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 rnt.helpdesk@linkintime.co.in 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 : **30.05.2023**

Jitendra Shankerlal Sura
Chairman & Managing Director
DIN : 00480172

Annexure- I

Management Discussion and Analysis Report

Industry Overview :

The construction industry in India has witnessed significant growth over the years, driven by factors like urbanization, population growth, government initiatives, and foreign direct investment. The construction industry in India is one of the largest sectors in terms of employment generation and economic contribution. It contributes around 9% to India's GDP and employs a significant portion of the country's workforce. The industry also focuses on adopting advanced construction techniques and technologies to boost efficiency and productivity. In addition, construction sector in India has attracted significant foreign direct investment (FDI) inflows, indicating the growing interest of foreign companies in the market.

Opportunities:

The construction industry in India is expected to witness continued growth and opportunities in the coming year. The government's focus on infrastructure development, affordable housing, and sustainable construction will drive the industry forward. Additionally, the implementation of technological advancements and automation can enhance productivity and efficiency. With the right strategies and a focus on addressing challenges, companies operating in the construction sector can expect favourable prospects in the coming year.

Threats:

Construction projects in India frequently experience cost overruns due to factors like inaccurate cost estimation, delays in approvals, and fluctuating material prices. The industry must navigate a complex web of regulations and bureaucratic processes, including obtaining permits, clearances, and complying with labour laws. Delays and inefficiencies in regulatory procedures can hinder project timelines and increase costs. The shortage of skilled labour in India's construction industry remains a major challenge. The demand for skilled workers often exceeds the supply, leading to project delays, compromised quality, and increased labour costs.

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

India's robust economic growth and rapid industrial development have cemented its position as a prominent player in the global manufacturing landscape, offering abundant opportunities for Industrial Construction Companies. Over the past few decades, India has witnessed a remarkable economic transformation, with a significant focus on industrialization and manufacturing, creating a fertile ground for growth. Contributing to the nation's development, Industrial Construction Companies find ample scope in this evolving landscape. The government's unwavering commitment to 'Make in India' and its pro-manufacturing policies further attract investments, solidifying India's status as a preferred manufacturing destination. Embracing technological advancements and automation will undoubtedly boost productivity and efficiency, unlocking even more possibilities. By adopting the right strategies and effectively addressing challenges, we can confidently expect a promising year ahead.

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.

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

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 2022-23.

Sr. No.	Name of Director	Category of Directors	Ratio
1	Mr. Jitendra S Sura	Chairman & Managing Director	9.58 : 1
2	Mr. Jimish J Sura	Executive Director (Finance) & CFO	11.31 : 1

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

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

- 3 Percentage increase in the median remuneration of employees in the Financial Year: The median remuneration of the employees in F.Y. 2022-23 was increased by 5 %

- 4 Number of permanent employees on the roll of the Company: There were 51 employees as on 31st March, 2023.

- 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

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.	Jitendra Sura HUF	KMP is member of HUF	Rent	2,34,000/-
3.	Prachi Desai	Relative of KMP	Rent	4,32,000/-
4.	Standard Belex India Pvt Ltd	Firm Director has interest	Materials Purchased	1,21,40,020
5.	Clue Realestate Marketing Enterprises LLP	LLP Where Company is a Partner	Investment in Partnership Firm Loan to Partnership Firm Share of Profit / Loss	1,20,000/- (1,20,000) 3,454

Note:

- (i) Duration of all contracts or arrangements or transactions were from 1st April, 2022 to 31st March, 2023.
- (ii) The Board was approved the above related party transactions on its meeting hold on 30th May, 2022.
- (iii) Terms of contract for arrangements or transactions were mutually agreed by the Company and related party.

On behalf of the Board
Sd/-

Place : Vadodara
Date : 30.05.2023

Jitendra Shankerlal Sura
Chairman & Managing Director
DIN : 0480172

Annexure V
FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31stMARCH 2023

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

To,
The Members,
CONART ENGINEERS LIMITED
Mumbai.

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 my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit of the Company, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2023 according to the provisions of:

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

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

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

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

I further report & confirm that the company has maintained Structured Digital Database in compliance with the Regulation 3(5) and 3(6) of Securities And Exchange Board of India (Prohibition Of Insider Trading) Regulations, 2015 for the year ended 31.03.2023.

I further report that

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

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

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

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

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

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

**Practising Company Secretary
Proprietor**

**Membership No. 2655 /CP No. 1798
UDIN: F002655E000454469
Peer Reviewed Firm No. 2036/2022**

Date : 30th May 2023
Place : Mumbai

ANNEXURE I TO SECRETARIAL AUDIT REPORT

To,
The Members,
CONART ENGINEERSLIMITED
Mumbai.

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

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

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

**Practising Company Secretary
Proprietor**

**Membership No. 2655 /CP No. 1798
UDIN: F002655E000454469
Peer Reviewed Firm No. 2036/2022**

Date : 30th May 2023
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 disclosures received from the Directors (as enlisted in Table A) to **CONART ENGINEERS LIMITED** having CIN L45200MH1973PLC017072 and having registered office at 17, Ground Floor, Jay Bharat Society Nr. Solanki Palace, 3rd Road, Old Khar, Khar West Mumbai 400052 (hereinafter referred to as 'the Company'), for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and based on the disclosures of the Directors, I hereby certify that none of the Board of Directors (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the period ended as on 31st March, 2023.

Table A

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

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

For SANJAY DHOLAKIA & ASSOCIATES
(SANJAY R DHOLAKIA)

Practising Company Secretary
Proprietor

Membership No. 2655 /CP No. 1798
UDIN: F002655E000454480
Peer Reviewed Firm No. 2036/2022

Date : 30th May 2023
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, 2023, 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, 2023, **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 item rate 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - F. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
 - G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.
 - ii) The company does not have any material foreseeable losses on long-term contracts including derivative contracts as at 31st March 2023
 - 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, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place : Mumbai
Date : 30th May 2023

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

Govind Prasad
PARTNER
M. No.: 047948
UDIN:23047948BGTRII3170

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, 2023.

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

1. Property, Plant and Equipment:

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

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

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

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

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

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

2. Inventory:

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

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

3. Loans, Guarantee and Advances given:

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

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

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

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

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

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

5. Deposits:

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

6. Maintenance of costing records:

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

7. Deposit of statutory liabilities:

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

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

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

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

9. Default in repayment of borrowings:

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

10. Funds raised and utilisation:

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

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

11. Fraud and whistle-blower complaints:

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

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

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

12. Nidhi Company:

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

13. Related Party Transactions:

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

14. Internal Audit:

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

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

15. Non Cash Transactions:

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

16. Registration under RBI act:

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

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

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

17. Cash Losses:

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

18. Resignation of Statutory Auditors:

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

19. Material uncertainty on meeting liabilities:

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

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

The same is not applicable to the company

21. Qualifications or adverse auditor remark in other group companies

This Clause is not applicable to the company

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

Place : Mumbai
Date : 30th May 2023

Govind Prasad
PARTNER
M. No.: 047948
UDIN:23047948BGTRII3170

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 2023 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 2022, 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.

Place : Mumbai
Date : 30th May 2023

For Govind Prasad & Co.
Chartered Accountants
FRN: 114360W
Govind Prasad
PARTNER
M. No.: 047948
DIN:23047948BGTRII3170

BALANCE SHEET AS AT 31ST MARCH 2023

		Rs. in Hundred	
Particulars	Note No	As at 31st March, 2023 <i>This year</i>	As at 31st March, 2022 <i>Previous year</i>
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	5,30,263.33	3,92,574.62
(b) Other intangible assets	4	203.55	288.65
(c) Investment property	5	61,130.50	61,130.50
(d) Financial Assets			
(i) Investment	6	633.99	12,886.12
(e) Income Tax Assets	7	3,071.77	22,969.07
(f) Other non-current assets	8	13,127.49	13,144.73
Total Non-Current Assets		6,08,430.63	5,02,993.69
Current Assets			
(a) Inventories	9	6,69,260.30	4,91,818.19
(b) Financial Assets			
(i) Investments	10	7,73,544.95	7,22,255.23
(ii) Trade Receivable	11	6,17,733.09	9,97,817.00
(iii) Cash and Cash Equivalents	12	2,77,497.73	57,368.84
(iv) Loans	13	20,947.35	25,409.66
(c) Other Current Assets	14	2,380.81	1,335.02
Total Current Assets		23,61,364.23	22,96,003.94
TOTAL ASSETS		29,69,794.86	27,98,997.63
EQUITY AND LIABILITIES			
Equity			
(a) Share Capital	15	3,14,000.00	3,14,000.00
(b) Other Equity	16	22,13,875.45	19,91,801.84
		25,27,875.45	23,05,801.84
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Long – term Borrowings	17	3,611.95	0.00
(b) Provisions	18	-	2,451.27
(c) Deferred tax liabilities (net)	19	14,332.61	8,077.84
		17,944.56	10,529.11
Current Liabilities			
(a) Financial Liabilities			
i) Trade payables			
a) total outstanding Dues from Micro and Small Enterprises	20	11,187.11	38,918.90
b) total outstanding Dues from creditors other than Micro and Small Enterprises	20	2,62,232.17	3,06,570.36
(b) Other Current Liabilities	21	1,03,068.00	88,649.22
(c) Provisions	22	47,487.56	48,528.20
TOTAL CURRENT LIABILITIES		4,23,974.84	4,82,666.68
TOTAL EQUITY AND LIABILITIES		29,69,794.86	27,98,997.63
Background	1		
Significant Accounting Policies	2		
See accompanying notes to the financial statements	30 to ...		
For Govind Prasad & Co Chartered Accountants (Govind Prasad) Partner Membership No. 047948 Firm Registration No. 114360W Mumbai Dated : 30th, May, 2023	For and on behalf of the Board Conart Engineers Limited (Jitendra S Sura) Chairman & Managing Director DIN - 00480172 (Kavaljitkaur Dhillon) Company Secretary, ACS 53248 Vadodara Dated : 30th, May, 2023	(Jimish J Sura) Executive Director (Finance) DIN - 03096064	

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2023

		Rs. in Hundred	
Particulars	Note No	For the year ended 31st March 2023 <i>This Year</i>	For the year ended 31st March 2022 <i>Previous Year</i>
I Revenue From Operations	23	35,48,556.76	36,55,878.40
II Other Income	24	18,304.51	46,716.88
III Total income		35,66,861.27	37,02,595.28
IV Expenses			
(a) Cost of materials consumed	25	21,24,686.86	14,68,160.75
(b) Changes in inventories of finished goods and work-in-progress	26	(1,64,783.90)	26,132.72
(c) Employee benefit expenses	27	2,51,089.82	2,28,209.48
(d) Finance costs	28	2,690.18	26.67
(e) Depreciation and amortization expenses	29	54,352.23	46,506.38
(f) Other expenses	30	10,45,704.17	17,60,024.44
Total expenses		33,13,739.36	35,29,060.44
V Profit before tax		2,53,121.91	1,73,534.84
VI Tax Expenses			
(a) Current Tax		57,700.00	44,200.00
(b) Deferred Tax		6,254.77	864.00
(c) Prior year tax adjustment		(8,283.63)	-
Total Tax Expenses		55,671.14	45,064.00
VII Profit for the year		1,97,450.77	1,28,470.84
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		33,722.61	51,582.21
(ii) Income Tax on items that will be reclassified subsequently to statement of profit and loss :		(8,487.31)	(12,982.21)
(B) (i) Items that will not be reclassified subsequently to the statement of profit and loss :			
(a) Remeasurement of defined employee benefit plans		(818.45)	3,183.45
(b) Changes in fair values of investment in equities carried at fair value through OCI		-	-
(ii) Income Tax on items that will be not be reclassified subsequently to statement of profit and loss :		205.99	(801.21)
Total other comprehensive income		24,622.84	40,982.24
IX Total comprehensive income for the year		2,22,073.61	1,69,453.08
X Earnings per equity share: Basic & Diluted *		6.29	4.09
Weighted average number of equity shares (face value of Rs. 10/- each) (in actuals)		31,40,000	31,40,000
Background	1		
Significant Accounting Policies	2		
XI See accompanying notes to the financial statements	30 to.		

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

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

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

	Rs. in Hundred			
	As at 31st March, 2023		As at 31st March, 2022	
	Rupees	Rupees	Rupees	Rupees
A Cash Flow From Operating Activities				
Profit/(loss) for the year		2,53,121.91		1,73,534.84
Adjustments to reconcile net profit to net cash provided by operating activities:				
Depreciation	54,352.23		46,506.38	
Finance cost	2,690.18		26.67	
Loss/(Profit) on Sale of Assets	428.14		563.87	
Provision written back	(3,255.55)		(17,249.60)	
Share of profit in Firm	(34.54)		(30.70)	
(Profit)/Loss on sale of investment	(6,905.48)		(13,606.89)	
Dividend Received	(20.00)		(20.00)	
Interest Received	(2,979.64)	44,275.34	(2,408.92)	13,780.81
Operating Profit Before Working Capital Changes		2,97,397.25		1,87,315.65
Adjustments:				
Inventories	(1,77,442.11)		9,505.82	
Trade receivables	3,80,083.91		(3,57,771.63)	
Other receivables	2,615.31		(50,771.21)	
Trade payables	(68,814.43)		68,437.49	
Other payables	10,926.87	1,47,369.55	15,882.50	(3,14,717.03)
Cash Generated From Operations		4,44,766.80		(1,27,401.38)
Direct Taxes Paid (net of refunds)		(37,800.37)		(20,542.18)
Net Cash From Operating Activities		4,06,966.43		(1,47,943.56)
B Cash Flow From Investing Activities				
Purchase of Fixed Assets	(1,92,883.98)		(1,67,107.19)	
Interest Received	2,979.64		2,408.92	
Dividend Recd	20.00		20.00	
Sale of Fixed Assets	500.00		3,519.99	
Proceeds from Partnership Firm	12,286.67			
Sale of Investment	2,14,338.36		5,76,571.43	
Purchase of Investment	(2,25,000.00)	(1,87,759.31)	(3,45,000.00)	70,413.15
Net Cash Used in Investing Activities		(1,87,759.31)		70,413.15
C Cash Flow From Financing Activities				
Proceeds from Borrowings	3,611.95			
Finance Cost	(2,690.18)	921.77		(26.67)
Total Of A+B+C		2,20,128.89		(77,557.08)
Cash and Cash Equivalents Opening	57,368.84		1,34,925.91	
Cash and Cash Equivalents Closing	2,77,497.73	(2,20,128.89)	57,368.84	77,557.07

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

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

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

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2023

Amount in Hundred

A. EQUITY SHARE CAPITAL

I. Current reporting period

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

(Rs. in Hundreds)

II. Previous reporting period

Balance as at April 1, 2021	Changes in equity share capital during the period	Balance as at March 31, 2022
3,14,000	-	3,14,000

B. OTHER EQUITY

(Rs. in Hundreds)

	Reserves and Surplus			Total
	Securities Premium	General Reserve	Retained Earnings	
I. Current reporting period				
Balance as at April 1, 2022	1,97,736.00	55,188.95	17,38,876.89	19,91,801.84
Profit for the year	-	-	1,97,450.77	1,97,450.77
Other Comprehensive Income	-	-	24,622.84	24,622.84
Total Comprehensive Income	-	-	2,22,073.61	2,22,073.61
Interim Dividend paid	-	-	-	-
Dividend Distribution Tax	-	-	-	-
Balance as at March 31, 2023	1,97,736.00	55,188.95	19,60,950.50	22,13,875.45
II. Previous reporting period				
Balance as at April 1, 2021	1,97,736.00	55,188.95	15,69,423.57	18,22,348.52
Profit for the year	-	-	1,28,471.08	1,28,471.08
Other Comprehensive Income	-	-	40,982.24	40,982.24
Total Comprehensive Income	1,97,736.00	55,188.95	1,69,453.32	19,91,801.84
Interim Dividend paid	-	-	-	-
Dividend Distribution Tax	-	-	-	-
Balance as at March 31, 2022	1,97,736.00	55,188.95	17,38,876.89	19,91,801.84

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

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

NOTE - “1” :

CORPORATE INFORMATION

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

The financial statements for the year ended March 31, 2023 were approved by the Board of Director and authorized for issue on 30th May,2023.

NOTE - “2” :

SIGNIFICANT ACCOUNTING POLICIES

a. STATEMENT OF COMPLIANCE

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

b. BASIS OF ACCOUNTING

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

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

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

c. Current and non-current classification

I. Assets

The entity classifies an asset as current when:

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

All other assets are classified as non-current.

II. Liabilities

The entity classifies a liability as current when:

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

All other liabilities are classified as non-current.

The operating cycle considered as 12 months by the management

d. Use of estimates

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

e. Property plant and equipment

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

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

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

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

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

f. Investment property

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

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

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

g. Intangible assets

a) Measurement at recognition:

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

b) Amortization:

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

c) De-recognition:

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

h. Impairment of non-financial assets

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

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

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

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

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

i. Financial Instruments:

i) Financial Assets

a. Initial Recognition and measurement

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

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

b. Subsequent Measurement

i) Financial Instruments measured at Amortised Cost (AC)

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

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

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

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

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

c. Impairment of Financial Assets

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

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

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

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

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

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

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

ii) Financial Liabilities

i) Initial Recognition and Measurement

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

ii) Subsequent measurement

Financial Liabilities are carried at amortized cost using effective interest method

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

iii) De-recognition of Financial Instruments

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

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

iv) Offsetting

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

j. Income taxes

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

i) Current Tax

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

ii) Deferred Tax

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

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

k. Inventories

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

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

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

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

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

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

l. Cash and cash equivalents

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

m. Equity instruments

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

n. Provisions and contingent liabilities

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

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

o. Contract receipts / revenue recognition

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

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

Contract revenue:

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

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

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

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

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

Sale of goods & Services:

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

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

Interest and dividend:

Interest income is recognized using effective interest method.

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

p. Employee benefit expenses

Short Term Employee benefits

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

Post-Employment Benefits

Defined Contribution Plans

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

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

Defined Benefit Plans

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

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

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

Property, Plant and Equipment “3”

Rs. in Hundred

Description	Freehold Land	Buildings	Plant and equipment	Computer equipment	Vehicles	Office equipment	Furniture and fixtures	Total
Cost as at April 1,2022	12,406.41	34,918.16	6,82,009.85	7,441.85	1,18,346.07	14,039.19	16,929.18	8,86,090.71
Additions	-	-	1,60,588.96	381.36	27,032.73	2,520.64	2,360.29	1,92,883.98
Disposals	-	-	18,562.78	-	-	-	-	18,562.78
Cost as at March 31 ,2023	12,406.41	34,918.16	8,24,036.03	7,823.21	1,45,378.80	16,559.83	19,289.47	10,60,411.91
Accumulated depreciation as at April 1, 2022	-	6,143.51	3,86,589.14	5,816.16	68,951.38	9,086.72	16,929.18	4,93,516.09
Depreciation for the period	-	551.71	40,077.53	645.93	10,933.85	1,954.45	103.66	54,267.13
Disposals	-	-	17,634.64	-	-	-	-	17,634.64
Accumulated depreciation as at March 31, 2023	-	6,695.22	4,09,032.03	6,462.09	79,885.23	11,041.17	17,032.84	5,30,148.58
Net carrying amount as at March 31, 2023	12,406.41	28,222.94	4,15,004.00	1,361.12	65,493.57	5,518.66	2,256.63	5,30,263.33
Cost as at April 1,2021	12,406.41	34,918.16	5,66,170.45	6,474.09	1,13,983.28	11,284.89	16,929.18	7,62,166.46
Additions	-	-	1,53,806.37	967.76	9,578.76	2,754.30	-	1,67,107.19
Disposals	-	-	37,966.97	-	5,215.97	-	-	43,182.94
Cost as at March,31 ,2022	12,406.41	34,918.16	6,82,009.85	7,441.85	1,18,346.07	14,039.19	16,929.18	8,86,090.71
Accumulated depreciation as at April 1, 2021	-	5,591.80	3,89,538.08	5,140.96	62,220.55	7,455.20	16,600.59	4,86,547.18
Depreciation for the period	-	551.71	32,134.53	675.20	10,746.44	1,631.52	328.59	46,067.99
Disposals	-	-	35,083.47	-	4,015.61	-	-	39,099.08
Accumulated depreciation as at March 31, 2022	-	6,143.51	3,86,589.14	5,816.16	68,951.38	9,086.72	16,929.18	4,93,516.09
Net carrying amount as at March 31, 2022	12,406.41	28,774.65	2,95,420.71	1,625.69	49,394.69	4,952.47	-	3,92,574.62

Other Intangible assets “4”

Description	Computer Software
Cost as at April 1,2022	2,659.00
Additions	0
Disposals	0
Cost as at March 31 ,2023	2,659.00
Accumulated depreciation as at April 1, 2022	2,370.35
Depreciation for the period	85.10
Disposals	0
Accumulated depreciation as at March 31, 2023	2,455.45
Net carrying amount as at March 31, 2023	203.55
Cost as at April 1,2021	2,659.00
Additions	-
Disposals	-
Cost as at March,31 ,2022	2,659.00
Accumulated depreciation as at April 1, 2021	1,931.96
Depreciation for the period	438.39
Disposals	-
Accumulated depreciation as at March 31, 2022	2,370.35
Net carrying amount as at March 31, 2022	288.65

Particulars	Rs. in Hundred	
	As at 31st March, 2023 Rupees	As at 31st March, 2022 Rupees
Investment Property “5”		
Flats Held for Resale	61,130.50	61,130.50
The Company is a Partner in Clue Realestate Marketing Enterprises LLP. On Ceasation of Business of the LLP, the stock of Flats lying in the LLP has been sold to the Partners in their Profit sharing ratio at fair value.	61,130.50	61,130.50
Investments “6”		
(a) Investment in Equity Instruments		
UNQUOTED		
<u>Investment carried at cost</u>		
In Fully Paid-up Equity Shares of The Saraswat Co-op. Bank Ltd.	100.00	100.00
	100.00	100.00
QUOTED		
<u>In Fully Paid-up Equity Shares of</u>		
Mindvision Capital (Kailash Ficom Ltd.)	135.00	135.00
Bubna Major Bio-tech Ltd.	96.00	96.00
Nutech Organic Ltd.	25.00	25.00
Pan Asia Industries Ltd.	18.00	18.00
Mcnally Sayaji Engineers Ltd.	1,400.00	1,400.00
	1,674.00	1,674.00
Less: Provision for Difference in fair Value	(1,174.55)	(1,174.55)
	499.45	499.45
	599.45	599.45
(b) INVESTMENT IN PARTNERSHIP FIRM.		
<u>M/s Clue Realestate Marketing Enterprises 40%</u>	34.54	12,286.67
(Partners Details)		
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	633.99	12,886.12
Income Tax Assets “7”		
Advance Tax including TDS	69,053.09	1,10,841.74
Less: Provision for Income Tax	65,981.32	87,872.67
	3,071.77	22,969.07
Other Non-Current Assets “8”		
Sundry Deposits	12,275.25	10,733.65
Others	852.24	2,411.08
	13,127.49	13,144.73

Particulars	Rs. in Hundred	
	As at 31st March, 2023 Rupees	As at 31st March, 2022 Rupees
Inventories “9”		
(As per inventory taken, valued and certified by the Director)		
Raw Materials: Construction Materials	92,535.83	83,777.72
Work-in-progress	5,60,336.11	3,95,552.21
Finished Stock (Including Stock of Completed Flats)	3,957.36	3,957.36
Stores, spares, shuttering and scaffoldings	12,431.00	8,530.90
	6,69,260.30	4,91,818.19

Investments “10”

Investment carried at fair value through OCI

	No. of Units		Amount	
(a) Investment in Mutual Funds				
(i) Franklin India Low Duration Fund	-	-	3,206.681	1,025.79
(ii) ICICI Prudential Midium Trem Bond Fund - G	-	-	1,75,246.952	62,670.59
(iii) ICICI Prudential 1637 / Credit Risk Fund - G	6,38,956.576	1,69,210.40	6,38,956.576	1,60,857.96
(iv) ICICI Prudential AMP / Asset Allocator Fund - G	2,87,947.638	2,45,075.69	2,87,947.638	2,27,741.24
(v) ICICI Prudential IMPG / Regular Saving Fund - G	2,94,264.499	1,71,593.57	2,94,264.499	1,64,432.06
(vi) Nippon India Ultra Short Duration Fund - G	5,437.523	1,87,665.29	3,216.367	1,05,527.59
The Amount shown above are at fair Value			7,73,544.95	7,22,255.23
			7,73,544.95	7,22,255.23

Particulars	Rs. in Hundred	
	As at 31st March, 2023 Rupees	As at 31st March, 2022 Rupees
Trade receivable “11”		
Unsecured, Considered Good		
Debts Exceeding Six Months	2,40,264.03	2,42,916.56
	2,40,264.03	2,42,916.56
Others	3,77,469.06	7,54,900.44
	6,17,733.09	9,97,817.00

As at 31st, March, 2023

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

As at 31st, March,2022

Trade Receivable ageing schedule	Less than 6 mths	6 mth - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) Undisputed Trade Receivables - considered good	7,51,948.79	86,808.57	85,071.08	24,149.72	49,838.83	9,97,816.99
(ii) Undisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables - considered good	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Dndisputed Trade Receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00

Particulars	As at 31st March, 2023 Rupees	Rs. in Hundred As at 31st March, 2022 Rupees
Cash and cash equivalents “12”		
A) Cash and Cash Equivelant		
<u>Balance with Scheduled Banks</u>		
In Current Accounts	2,30,316.94	53,756.20
In Fixed Deposit	-	1,000.00
Cash on Hand	1,504.27	1,436.12
	2,31,821.21	56,192.32
B) Other Balances with Banks		
in Margin money account	44,500.00	-
in unpaid dividend account	1,176.52	1,176.52
	45,676.52	1,176.52
GRAND TOTAL	2,77,497.73	57,368.84
Loans “13”		
(Unsecured, considered good)		
Advances Recoverable in Cash or in Kind or for Value to Be Received	20,947.35	25,409.66
	20,947.35	25,409.66
Other current assets “14”		
Others	2,380.81	1,335.02
	2,380.81	1,335.02
Equity share capital “15”		
AUTHORISED CAPITAL		
40,00,000 Equity Shares of Rs.10.00 each	4,00,000.00	4,00,000.00
<i>P.Y. 40,00,000 Equity Shares of Rs.10.00 each</i>		
	4,00,000.00	4,00,000.00
ISSUED, SUBSCRIBED AND PAID UP CAPITAL :		
31,40,000 Equity Shares of Rs.10.00 each	3,14,000.00	3,14,000.00
<i>P.Y. 31,40,000 Equity Shares of Rs.10.00 each</i>		
	3,14,000.00	3,14,000.00

	AS AT		AS AT	
	31st March,2023		31st March,2022	
	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	3,14,000.00	31,40,000	3,14,000.00
Changes during the year	-	-	-	-
Shares Outstanding at the end of the year	31,40,000	3,14,000.00	31,40,000	3,14,000.00

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

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

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

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

Name of Shareholders	AS AT		AS AT	
	31st March,2023		31st March,2022	
	No. of Shares	%	No. of Shares	%
1) Jitendra S Sura HUF	1,98,230	6.313	1,98,230	6.313
2) Jimish J Sura	6,62,107	21.086	6,62,107	21.086
3) Jitendra S Sura	2,05,921	6.558	2,05,921	6.558
4) Nayna J Sura	2,48,568	7.916	2,48,568	7.916
5) Investor Education and Protection Fund	1,74,899	5.570	1,74,899	5.570

d) Details of promoters shareholding

Promoter Name	No of Shares	% of holding	% Change during the year
As at 31st March 2023			
1) Jitendra S Sura HUF	1,98,230	6.313	No Change
2) Jimish J Sura	6,62,107	21.086	No Change
3) Jitendra S Sura	2,05,921	6.558	No Change
4) Nayna J Sura	2,48,568	7.916	No Change
5) Pooja Jimish Sura	50,000	1.592	No Change
6) Sukeshi Kamlesh Gandhi	33,600	1.070	No Change
As at 31st March 2022			
1) Jitendra S Sura HUF	1,98,230	6.31	No Change
2) Jimish J Sura	6,62,107	21.09	No Change
3) Jitendra S Sura	2,05,921	6.56	No Change
4) Nayna J Sura	2,48,568	7.92	No Change
5) Pooja Jimish Sura	50,000	1.59	No Change
6) Sukeshi Kamlesh Gandhi	33,600	1.07	No Change

	AS AT 31st March,2023 Amount	AS AT 31st March,2022 Amount
Other Equity “16”		
Share Premium		
Per last Balance Sheet	1,97,736.00	1,97,736.00
Changes during the year	-	-
Balance at the Close of the Year	1,97,736.00	1,97,736.00
GENERAL RESERVE		
Per last Balance Sheet	55,188.95	55,188.95
Changes during the year	-	-
Balance at the Close of the Year	55,188.95	55,188.95
Retained Earnings		
As per Last Balance Sheet	17,38,876.89	15,69,423.57
Add : Profit for the Year	2,22,073.61	1,69,453.32
Balance at the end of the Year	22,13,875.45	19,91,801.84

	Rs. in Hundred	
Particulars	As at 31st March, 2023 Rupees	As at 31st March, 2022 Rupees
Financial Liabilities “17”		
(i) Long – term Borrowings	3,611.95	0.00
	3,611.95	0.00

From Banks *

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

Provisions “18”		
Provision for employee benefits	0.00	2,451.27
	0.00	2,451.27

Deferred tax liabilities (net) “19”		
Deferred Tax Liabilities (net)	14,332.61	8,077.84

DETAILS OF DEFERRED TAX LIABILITY

The Company has during the year Recognized in the profit & loss accounts a difference of Rs5,63,784/- Between net, deferred tax liabilities of Rs.13,71,568/- As on 31st March,2023 and on the deferred tax liabilities of Rs.8,07,784/- As on 31st March,2022

Deferred Tax Liability		
Depreciation	14,332.61	8,694.78
Total	14,332.61	8,694.78
Deferred Tax Assets		
Leave Encashment	-	616.94
Total	-	616.94
Net Deferred Tax Liabilities	14,332.61	8,077.84

Trade payables “20”		
Total dues of Micro ,Small and Medium Enterprises		
Trade Payable for Material & Labour	11,187.11	38,918.90
Others	-	-
	11,187.11	38,918.90

Total dues of creditors other than Micro ,Small and Medium Enterprises		
Trade Payable for Material & Labour	2,54,195.16	2,99,939.86
Others	8,037.01	6,630.50
	2,62,232.17	3,06,570.36

As at 31st March 2023

Trade Payable ageing Schedule	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	4,799.97	4,300.79	233.26	1,293.30	10,627.32
(ii) Others	2,34,832.90	18,165.89	6,248.75	2,984.63	2,62,232.17
(iii) Disputed Dues - MSME	0.00	0.00	0.00	559.79	559.79
(iv) Disputed Dues - Others	0.00	0.00	0.00	0.00	0.00

As at 31st March 2022

Trade Payable ageing Schedule	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	36,107.63	958.17	1,293.30	559.79	38,918.89
(ii) Others	2,63,445.95	28,016.13	8,506.45	6,042.00	3,06,010.53
(iii) Disputed Dues - MSME	0.00	0.00	0.00	559.79	559.79
(iv) Disputed Dues - Others	0.00	0.00	0.00	0.00	0.00

Particulars	Rs. in Hundred	
	As at 31st March, 2023 Rupees	As at 31st March, 2022 Rupees
Other Current Liabilities “21”		
Current Maturity of Long-term debts #	1,388.05	0.00
Statutory Liabilities	48,715.45	58,997.34
Others	5,560.20	4,228.14
Advance from Customer	47,404.30	25,423.74
	1,03,068.00	88,649.22

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

Provisions “22”

(d) Short – Term Provisions

Other Provisions	47,487.56	48,528.20
	47,487.56	48,528.20

Revenue From Operations “23”

Sales and Services	35,48,556.76	36,55,878.40
TOTAL	35,48,556.76	36,55,878.40

Other Income “24”

Interest Received	2,979.64	2,408.92
Dividend from Investment	20.00	20.00
Short Term Gain in Mutual Fund - Non STT	6,905.48	18,423.94
Shares of Profit in Partnership Firms	34.54	30.70
Profit on Sale of Assets	-	1,046.64
Other Income	8,364.85	24,786.68
TOTAL	18,304.51	46,716.88

Cost of Materials Consumed “25”

Material Purchased	21,33,444.97	14,86,399.38
Add: Opening Stock of Raw Materials	83,777.72	65,539.09
Less : Closing Stock of Raw Materials	(92,535.83)	(83,777.72)
MATERIAL CONSUMED	21,24,686.86	14,68,160.75

Particulars	Rs. in Hundred	
	As at 31st March, 2023 Rupees	As at 31st March, 2022 Rupees
Changes in Inventories of Finished Goods Work-in-progress “26”		
Closing Stock of Work-in-Progress	5,60,336.11	3,95,552.21
Closing Stock of Finished Goods	3,957.36	3,957.36
Less : Opening Stock of Work-in-Progress	3,95,552.21	4,21,684.93
Less : Opening Stock of Finished Goods	3,957.36	3,957.36
TOTAL	(1,64,783.90)	26,132.72
Employee Benefits Expense “27”		
Salaries, Wages and Bonus	2,22,609.84	2,06,597.94
Contribution to P.F and other funds	13,697.66	12,401.98
Staff Welfare Expenses	14,782.32	9,209.56
TOTAL	2,51,089.82	2,28,209.48
Finance Costs “28”		
Bank Commission Charges	334.98	16.67
Bank Guarantee Commission	2,355.20	10.00
TOTAL	2,690.18	26.67
Depreciation and Amortization Exp “29”		
i) Tangible Assets	54,267.13	46,067.99
ii) Intangible Assets	85.10	438.39
	54,352.23	46,506.38

Particulars	Rs. in Hundred	
	As at 31st March, 2023 Rupees	As at 31st March, 2022 Rupees
Other Expenses “30”		
1) MANUFACTURING AND OTHER DIRECT EXPENSES		
Stores, Spares, Shuttering Consumed	1,963.38	4,862.94
Contract Labour Payments	5,06,597.73	5,72,887.25
Payment to sub Contractor with Material	3,38,415.66	9,48,963.66
Professional and Consulting Fees - Employee	2,715.36	17,553.80
Coolie, Cartage, Transportation	1,786.80	2,579.50
Equipment Contract Payment	4,284.61	285.60
Machinery Hire Charges	18,755.36	27,473.21
Repairs & Maintenance to Machinery	4,432.12	3,859.90
Site Expenses	37,893.79	35,475.80
Contractual Expenses	53.26	-
Gas and Fuel	15,902.08	28,583.56
	9,32,800.15	16,42,525.22
2) ADMINISTRATION AND SELLING EXP		
Rent, Rates and Taxes	4,623.99	4,737.72
Traveling and Conveyance	6,229.05	6,959.98
Compensation for use of Premises	22,775.00	17,293.37
Insurance Premium	3,064.83	2,431.23
	36,692.87	31,422.30
Payment to Auditors for:		
Audit Fees	1,000.00	800.00
Audit Fees - Income Tax Matters	150.00	100.00
Tax Audit	850.00	600.00
Out of Pocket Expenses	188.29	48.00
Sub-Total	2,188.29	1,548.00
Repairs to Other Assets	10,408.04	8,014.33
Miscellaneous Expenses	4,463.29	5,550.86
Loss on Assets Sold & Discarded	428.14	1,610.51
Bad Debts	17,994.37	29,911.15
Professional and Consulting Fees - Others	9,548.37	8,927.03
Loss on Sales of Flats	-	4,778.00
Interest on GST,Vat,Service Tax etc	121.10	55.66
Postage, Telephone and Telex	1,258.99	1,434.56
Printing and Stationery	1,096.51	1,481.33
Electricity Charges	1,021.53	1,434.31
Business Promotion Exp	2,958.87	5,974.88
Motor Vehicle Expenses	24,723.65	15,356.30
	74,022.86	84,528.91
TOTAL	10,45,704.17	17,60,024.44

CONTINGENT LIABILITIES **“31”**

	31 st March 2023 (Rupees)	31 st March 2022 (Rupees)
Guarantee given to bank	1,21,00,000.00	0,000
Service tax liabilities*	10,78,053	10,78,053

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

Capital Commitment **“32”**

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

Title deeds of immovable property “33”

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

Relationship with Struck off Companies “34”

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

Corporate Social Responsibility (CSR) “35”

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

31st March 2023 **31st March 2022**
(Rupees) **(Rupees)**

Payments to Statutory auditor “36”

Audit fees	100,000	80,000
Audit Fees – Income Tax Matters	15,000	10,000
Tax audit fees	85,000	60,000
Out of Pocket Expenses	16,039	4,800
Total	216,039	1,54,800

Managerial Remuneration “37”

Salary and Commission	54,60,000	53,77,167
Contribution to Superannuation Fund	7,93,800	6,54,489
Perquisites and Benefit	5,48,634	5,86,393
Total	68,02,434	66,18,049

Expenditure in Foreign Currency “38”

NIL Nil

Earning in foreign Currency “39”

: NIL NIL

Segment reporting “40”

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

Related party transactions “41”

A. List of Related Parties during the year

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

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

Name of Person	Nature of Transaction	Volume of Transaction As on 31/03/23 (Rupees)	Volume of Transaction As on 31/03/22 (Rupees)
Jitendra S Sura	Rent	60,000	60,000
	Remuneration	27,77,647	27,44,767
Jimish J Sura	Rent	0	0
	Remuneration	40,24,787	38,73,282
Jitendra S Sura HUF	Rent	2,34,000	2,34,000
Prachi N Desai	Rent	4,32,000	4,32,000
Standard Belex India Pvt Ltd	Materials Purchase	1,21,40,020	0
Clue Real Estate Marketing Enterprises LLP	Investment in Partnership Firm	1,20,000	1,20,000
	Loan to Partnership Firm	(1,20,000)	11,05,597
	Share of Profit / Loss	3,454	3,070

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

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

EARNING PER SHARE “42”

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

	31st March 2023	31st March 2022
	(Rupees)	(Rupees)
Profit after taxation	1,97,450.77	1,28,470.84
Weighted average no. of shares (In actuals)	31,40,000	31,40,000
Earning per share (Basic and Diluted)	6.29	4.09

Analytical Ratios

Rs. In Hundred

Sr. no.	Particulars	Formula	For the year ended 31st Mar 2023		For the year ended 31st Mar 2022	
			Values	Ratio	Values	Ratio
1	Current Ratio	Current Assets Current liabilities	23,61,364.23 4,23,974.84	5.57	22,96,003.94 4,82,666.68	4.76
Current assets and current liabilities include total current assets and current liabilities as appearing in the balance sheet.						
2	Debt to equity ratio	Total Debt Total Equity	3611.95 25,27,875.45	0.00	- 23,05,801.84	0.00
Total debt includes long-term borrowings whereas total equity includes shareholders' funds						
3	Debt service coverage ratio	Not applicable as there is no loan repayment commitment.				
4	Return on equity	Net Income Average Shareholder's Equity	1,97,450.77 24,16,838.64	0.08	1,28,471.08 22,21,075.18	0.06
Net income is profit after tax whereas shareholders' equity is shareholders' fund.						
5	Inventory turnover ratio	COGS Average inventory	31,43,792.93 4,81,901.52	6.52	33,65,028.17 4,12,575.93	8.16
COGS includes purchase cost, changes in inventory and other direct expenses. Average inventory is simple average of opening and closing inventory						
6	Trade receivables turnover ratio	Net credit sales Average debtors	35,48,556.76 8,07,775.05	4.39	36,55,878.40 8,18,931.19	4.46
Net credit sales is total credit sales during the year. Average debtors is the simple average of opening and closing trade receivables						
7	Trade payables turnover ratio	Net credit purchase Average creditors	21,33,444.97 3,09,454.27	6.89	14,86,399.38 3,19,895.32	4.65
Net credit purchase is total credit purchases during the year. Average creditors are the simple average of opening and closing trade payables						
8	Net capital turnover ratio	Net annual sales Average working capital	35,48,556.76 18,75,363.33	1.89	36,55,878.40 17,59,078.02	2.08
Net credit sales is total credit sales during the year. Average working capital is the simple average of opening and closing working capital						
9	Net profit ratio	Profit after tax Total sales	1,97,450.77 35,48,556.76	0.06	1,28,471.08 36,55,878.40	0.04
Profit after tax is total profit after tax and total sales is revenue from operations						
10	Return on capital employed	Earnings before interest and taxes Capital employed	2,55,812.09 25,42,208.06	0.10	1,73,561.52 23,13,879.68	0.08
Earnings before interest and taxes. Capital employed includes shareholders' fund, long term and short-term borrowings						
11	Return on investment	Profit after tax Capital employed	1,97,450.77 25,42,208.06	0.08	1,28,471.08 23,13,879.68	0.06
Profit after tax is total profit after tax. Capital employed includes shareholders' fund, long term and short-term borrowings						

INVESTMENT PROPERTY “43”

Sr. No	Particulars	31 st March 2023	31 st March 2022
		(Rupees)	(Rupees)
1.	Rental Income	2,42,700	3,51,700
2.	Expenses	Nil	Nil

NOTES “44”

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

NOTES “45”

Sundry Loan & Advances and other assets are, in the opinion of management stated at the amount realizable in the ordinary course of business and provision for all known and determined liabilities are adequate and not in excess of the amounts reasonably required.

NOTES “46”

In accordance with Indian Accounting Standard (IND AS) 19 - “Employee Benefits” disclosures in respect of the Defined Benefit Gratuity Plan (to the extent of information made available by LIC) are given below:

	31 st March 2023	31 st March 2022
A Assumption As On		
Discount Rate	7.250%	7.00%
Salary Escalation	7.00%	7.00%
B Present value of obligations		
Present value of obligations as at beginning of year	24,78,964	32,79,082
Interest cost	1,73,527	2,29,536
Current service cost	81,780	1,29,713
Benefits paid	0	(8,41,022)
Actuarial (gain)/loss	81,845	(3,18,345)
Present value of obligations as at end of the year	28,16,116	24,78,964
C. Changes in fair value of planned assets		
Fair value of planned assets at beginning of the year	27,20,072	33,76,275
Expected return on planned assets	1,81,268	1,84,818
Contributions	0	0.00
Benefits paid	0	(8,41,022)
Fair value of planned assets at the end of the year	29,01,340	27,20,072
D. Actuarial gain/loss recognized		
Actuarial gain/loss on obligations	(81,845)	3,18,345
Actuarial Gain/Loss for the year – plan assets	Nil	Nil
Actuarial Gain/Loss on obligations	81,845	(3,18,345)
Actuarial Gain/Loss recognized in the year	81,845	(3,18,345)
E. Amounts recognized in the balance sheet		
Present value of obligations as at the end of year	28,16,116	24,78,964
Fair value of planned assets at end of year	29,01,340	27,20,072
Funded status	85,224	2,41,108
Net asset/liability recognized in the year	85,224	2,41,108
F. Amounts recognized in the statement of profit and loss		
Current service cost	81,780	1,29,713
Interest cost	1,73,527	2,29,536
Expected return on planned assets	(1,81,268)	(1,84,818)
Expenses recognized in the statement of profit and loss	1,55,884	(1,43,915)

Effects due to COVID-19 “47”

The company has evaluated the impact of COVID-19 resulting from:

- a. the possibility of constraints to render services which may require revision of estimations of costs to complete the contract because of additional efforts;
- b. onerous obligations;
- c. penalties relating to breaches of service level agreements, and
- d. Termination or deferment of contracts by customers.

The company has concluded that the impact of COVID-19 is not material based on these estimates. Due to the nature of the pandemic, the company continues to monitor developments to identify significant uncertainties relating to revenue in future periods

Rounding off “48”

Figures have been rounded off to the nearest rupee.

Reclassification and re-grouping. “49”

Previous year figures have been regrouped / reclassified wherever necessary.

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

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

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

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