



Conart Engineers Limited[®]

NOTICE

Notice is hereby given that the Thirty Eighth Annual General Meeting of the Share holders of **CONART ENGINEERS LIMITED** will be held at AOTS ALUMINI ASSOCIATION OF WESTERN INDIA, 3rd floor, India Printing House, 42, G. D. Ambekar Marg, Wadala, Mumbai 400 031 on Friday 21st September 2012 at 3.00 P.M to transact with or without modification(s) as may be permissible, the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Sevantilal P. Shah who retires by rotation and being eligible offers himself for re-appointment.
- 3) To appoint a Director in place of Mr. Pradip Sural who retires by rotation and being eligible offers himself for re-appointment.
- 4) To appoint the Auditors of the Company to Hold office from the conclusion of this Meeting till the conclusion of the next Annual general Meeting of the Company and to fix their remuneration, and for the purpose, to pass the following resolution, which will be proposed as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Govind Prasad & Co., Chartered Accountants, (Bombay), be and are hereby re-appointed as the auditors of the Company and to hold office from the conclusion of this Meeting till conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and are hereby authorised to fix their remuneration of the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered by deleting the existing Article 141 and substituting in place thereof the following as Article 141-

Article 141: The fees payable to a Director for attending each Board meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a Committee thereof and adjournments thereto attended by him. The Directors, subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.”

By order of the Board of Directors
For **CONART ENGINEERS LIMITED**

(Mr. Jitendra S. Sura)
Chairman / Managing Director

Place: Mumbai
Date: 6th August, 2011

Registered Office:
35, Manoj Udyog,
40/A, G.D. Ambekar Marg,
Wadala, Mumbai 400 031.

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED TO BE A MEMBER.**
2. **THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 14th September, 2012 to 21st September, 2012 (Both Days Inclusive)
4. Relevant details of Directors seeking appointment/re-appointment, as required by Clause 49 of the Listing Agreement are annexed.
5. Members are requested to notify immediately about any change of address with PIN CODE to their Depository Participants (DPs) in respect of their Demated Shares and to the Company in respect of their Physical Share Certificates.
6. Shareholders are advised to convert their shares into the dematerialised form if they have not converted them so far.
7. Members / Proxies should bring the attendance slip, duly filed in for the attending the meeting.
8. Consequent upon the amendment of Section 205(A) of the Companies Act and the introduction of Section 205(C) by the Companies (Amendment) Act, 1999 the amount of dividend from year 1997-98 remaining unpaid or unclaimed for a period of Seven years from the date of transfer to the Unpaid Dividend Account of the Company has been transferred to the Investor Education and Protection Fund (the fund) set up by the Government of India and no payments shall be made in respect of any such claims by the fund.
9. The relative explanatory statement, pursuant to Section 173 (2) of the Companies Act, 1956 is attached hereto.
10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialised form with their respective Depository Participants and in respect of shares held in physical form with CEL.

By order of the Board of Directors
For **CONART ENGINEERS LIMITED**

(Mr. Jitendra S. Sura)
Chairman / Managing Director

Place: Mumbai
Date: 4th August, 2012

Registered Office: 35, Manoj Udyog, 40/A, G.D. Ambekar Marg, Wadala, Mumbai 400 031.



EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item # 5

Your Directors recommend to alter the Articles of Association by changing the Article 141 (Sitting Fees) in order to make compliance with the provisions of the Companies Act, 1956 read with rule 10B of Companies (Central Government's) General Rules and Forms, 1956 from time to time. Your Directors, therefore, recommend the resolution for your approval.

None of the Directors is in any way concerned or interested in passing the proposed resolution.

BRIEF BIOGRAPHY OF DIRECTORS PROPOSED TO BE APPOINTED / REAPPOINTED, AS REQUIRED IN TERMS OF LISTING AGREEMENT :

(a) Mr. Sevantilal P. Shah

Name Of Director	Mr. Sevantilal P. Shah
Date of Birth	01/12/1935
Date of Appointment	29/10/2002
Qualification	B.S. Mechanical Engineering
Expertise in specific functional areas	Automobiles Engineering
List of Public Companies in which Directorships held	Conart Engineers Limited
Chairman / Member of the Committee of the Board of Directors of the company	Commercial Automobiles Ltd. Jabalpur / Kanpur
Chairman / Member of the Committees of Directors of other companies Audit Committee Shareholder's / Investors' Grievance Committee Remuneration Committee	
No. of Equity Shares held in company	NIL

(b) Mr. Pradip Sura

Name Of Director	Mr. Pradip Sura
Date of Birth	10/05/1957
Date of Appointment	13/07/2006
Qualification	B.Pharm
Expertise in specific functional areas	Interior Contractor
List of Public Companies in which Directorships held	NIL
Chairman/Member of the Committees of The Board of Directors of the Company	Conart Engineers Limited. Member of Audit Committee
Chairman / Member of the Committees of Directors of other companies Audit Committee Shareholder's / Investors' Grievance Committee Remuneration Committee	None
No. of Equity Shares held in company	215449 Nos.



DIRECTORS' REPORT

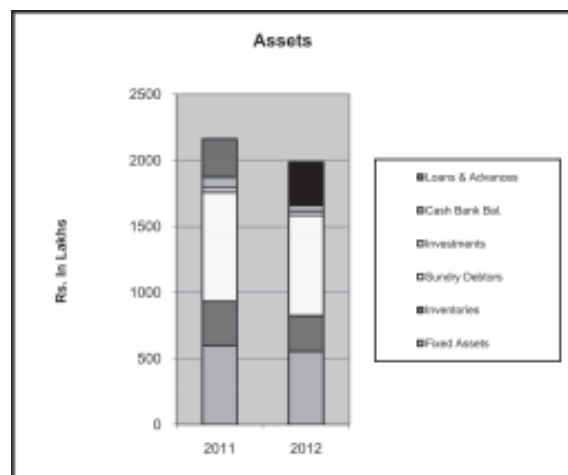
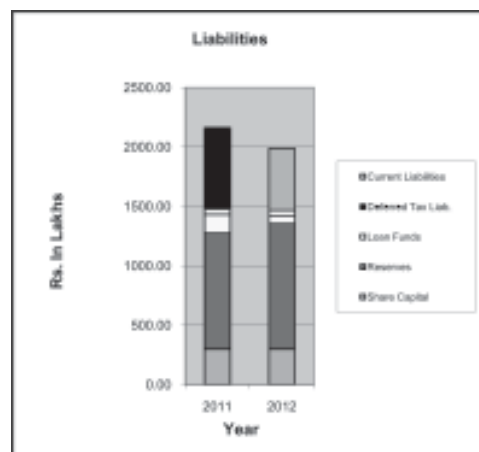
TO THE MEMBERS OF CONART ENGINEERS LIMITED

The Directors have pleasure in presenting their Thirty-Eighth Annual Report and the Audited Statement of Accounts for the Financial year ended March 31, 2012.

FINANCIAL REVIEW

(Rupees In Lakhs)

	<u>20011-12</u>	<u>2010-11</u>
Gross revenue	2652.15	3902.07
Total expenditure	2520.59	3818.76
Operating Profit	131.56	83.31
Other Income	45.84	85.82
Profit Before Interest and Depreciation	177.40	169.13
Interest	19.87	20.89
Depreciation	47.83	47.87
Profit Before Tax	109.70	100.37
Provision for Taxation		
(a) Current	(28.41)	(16.05)
(b) Deferred Tax earlier year written Back	0.00	0.00
(c) Deferred Tax	2.57	6.89
(d) Fringe Benefit	0.00	0.00
(e) Prior Year Tax Adjustment	0.00	0.00
Profit after Tax	78.72	77.43
Balance Brought forward from earlier year	779.80	702.37
Amount available for appropriations	858.53	779.80
Appropriation		
Transfer to General Reserve	0.00	0.00
Proposed Dividend	0.00	0.00
Tax on Proposed Dividend	0.00	0.00
Balance carried to Balance sheet	858.53	779.80



PERFORMANCE REVIEW:

Your company has registered a robust growth in turnover of about 12%. The increase in price of Materials and Labour continues to marginally affect the profits of your company. Your company is aggressively marketing to increase orders and increase turnover. Your directors are pursuing various strategies to ensure a promising future.

BUSINESS PROSPECTS:

In the current Budget the Government has earmarked huge funds for development of infrastructure. The Real Estate sector is also reviving since the corporate world has forecast a turnaround. The capex plans are now being implemented by corporate world. The Government is also committed to boost the Indian economy for overall growth. All these factors are positive indicators for your company.

NEW STANDARD ADOPTED:

Your company has successfully renewed its accreditation as an ISO 9001:2008 company from Joint Accreditation System of Australia and Newzeland (JAS-ANZ). Your Directors are confident that a bright future lies ahead for the Real Estate Sector and your company.

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.



DEPOSITORY SYSTEM:

87.37% of the equity shares of the company are dematerialised as on 31st March 2012.

DIRECTORS:

In accordance with the provisions of The Companies Act, 1956 and in accordance with the Articles of Association of the Company, Mr. Harshad Jhaveri and Mr. Pradip R. Sura retire by rotation and being eligible for the reappointment have offered themselves for reappointment.

DIRECTORS' RESPONSIBILITY STATEMENT

The applicable Accounting Standards have been followed in the preparation of the Annual Accounts and proper explanation has been furnished, relating to material departures.

Accounting policies have been selected and applied consistently and reasonably, and prudent judgements and estimates have been made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.

Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities. The Annual Accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE:

A separate report on corporate Governance is furnished along with this report and the Auditors' Certificate regarding the compliance of the said code is annexed there to.

FIXED DEPOSIT:

The Company has not accepted any deposits from the public / directors.

PARTICULARS OF EMPLOYEES:

The Company has no employee drawing remuneration equal to or more than the limits prescribed U/S 217(2A) of the Companies Act, 1956

CONSERVATION OF ENERGY

The Company has taken the required steps and has been consistently exercising necessary vigilance in the direction of Energy conservation, which is of paramount importance.

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the financial year, total foreign exchange used and earned was Rs. NIL/- and Rs. NIL/- respectively.

TECHNOLOGY ABSORPTION

The Company is continuously upgrading its Machinery in consonance with the latest technology in the construction industry.

AUDITORS

M/s. Govind Prasad & Co. Chartered Accountants, the Auditors of the Company hold office till the conclusion of this ensuing Annual General Meeting and are eligible for reappointment. The Company has received a letter from M/s Govind Prasad & Co. Chartered Accountant to the effect that their appointment as Auditors, if made would be within the limits under Section 224(1B) of the Companies Act, 1956.

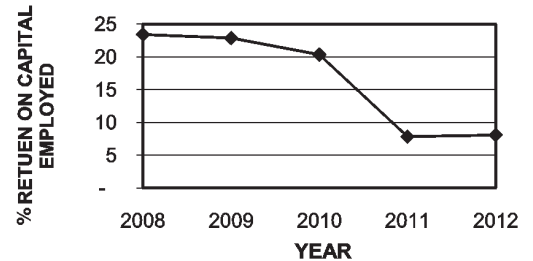
LISTING OF SHARES

The companies Equity Shares are presently listed on Mumbai Stock Exchange.

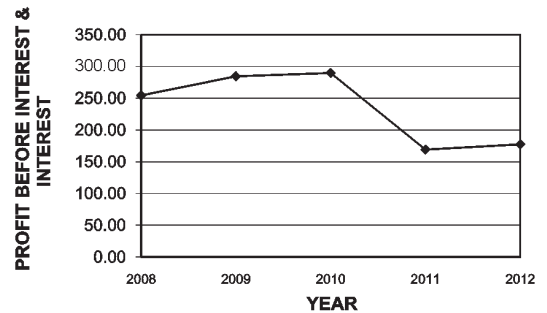
APPRECIATION

The Board wishes to place on record its gratitude to the Company's bankers, 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.

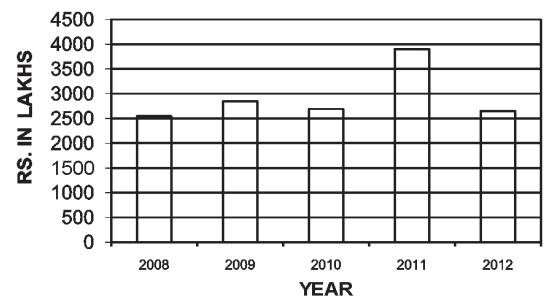
RETURN ON CAPITAL EMPLOYED



PROFIT BEFORE INT, DEP, & TAX



SALES



On behalf of the Board of Directors
For **CONART ENGINEERS LIMITED**

(Mr. Jitendra S. Sura)
Chairman / Managing Director

Place: Mumbai
Date: 4th August, 2012



AUDITOR'S REPORT

To the Members of **Conart Engineers Ltd.**

1. We have audited the attached Balance Sheet of M/s **Conart Engineers Ltd.** as on 31st March 2012 and also the Profit & Loss Account of the Company and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) order 2003 issued by the Central Government of India in terms of section 227(4A) of the Companies Act 1956, we give in the enclosure a statement on the matters specified in paragraph 4 of the said order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanation, 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 appears from our examination of such books.
 - (c) The Balance Sheet, Profit & Loss Account and the cash flow statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, Profit & Loss Account and cash flow statement dealt with by the report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - (e) On the basis of the written representation received from the directors as on 31st March 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
5. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with significant accounting policies and other notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - (i) in the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2012.
 - (ii) in the case of Profit & Loss Account of the **Profit** for the year ended on that date.
 - (iii) in the case of the cash flow statement of the cash flows for the year ended on that date.

For **GOVIND PRASAD & CO.**

CHARTERED ACCOUNTANTS

GOVIND PRASAD

Proprietor

Membership No. 47948

Place: Mumbai

Date : 4th August, 2012



Re: CONART ENGINEERS LTD.

(Referred to in paragraph 3 of our report of even date)

- (i) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has physically verified certain assets during the year in accordance with a programme of verification, which in our opinion provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to no material discrepancies were noticed on such verification.
 - (c) In our opinion and according to the information and explanations given to us, the Company has not made any substantial disposals during the year.
- (ii) In respect of its Inventories:
 - (a) As explained to us, inventories were physically verified during the year by the management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii) In respect of loans, secured or unsecured granted or taken by the Company to or from companies, firms or other parties covered in the register maintained U/S 301 of the Companies Act, 1956. according to the information and explanations given to us
 - a) The Company has not taken any loan from party covered in Register U/S 301 of the Companies Act, 1956.
 - e) The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the registered maintained u/s 301 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the company, carried out in accordance with the auditing standards generally accepted in India and according to the information and explanation given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act 1956;
 - (a) To the best of our knowledge and belief and according the information and explanations given to us, transactions that needed to be entered into the register have been so entered.
 - (b) According to the information and explanations given to us, the transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanation given to us, the company has not accepted deposits from the public as per section 58A and 58AA of the Act.
- (vii) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (viii) According to information and explanation given to us, the maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub section (1) of section 209.
- (ix) According to the information and explanations given to us in respect of statutory and other dues:
 - (e) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues with the appropriate authorities during the year outstanding for more than six months as at the last day of the financial year.
 - (f) The company does not have any disputed amount in respect of Income Tax, Sales Tax, Wealth Tax, Custom Duty etc.
- (x) According to the information and explanations given to us, the company does not have accumulated loses at the end of the financial year. Further, the company has not incurred cash losses in the current year as well as in the immediate preceding financial year.
- (xi) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institutions and banks.
- (xii) According to information and explanations given to us, the company has not granted any loan and advances on the basis of security by way of pledge of shares, debentures and other securities.



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- (xiii) The nature of the Company's business/activities during the year is such that clauses (xiii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company for the year ended.
- (xiv) Since the company is also dealing in investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. Also the shares and other securities have been held by the company in its own name.
- (xv) In our opinion and according to the information and explanations given to us, the company has not given any guarantee to any banks for loans taken by others.
- (xvi) To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were, prima facie, applied by the Company during the year for the purposes for which the loans were obtained, other than temporary deployment pending application.
- (xvii) According to the cash flow statement and other records examined by us and the information and explanations given to us, on an overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investment and vice versa, other than temporary deployment pending application.
- (xviii) The Company has not made any preferential allotment of shares during the year.
- (xiv) According to the information and explanations given to us, the company has not issued any debentures and hence clause xix is not applicable.
- (xx) The Company has not raised any money by public issue during the year.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For **GOVIND PRASAD & CO.**
CHARTERED ACCOUNTANTS

GOVIND PRASAD
Proprietor
Membership No. 47948

Place: Mumbai
Date : 4th August, 2012



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BALANCE SHEET AS AT 31ST MARCH, 2012

	SCHEDULE	AS AT 31ST MAR 2012 Rupees	AS AT 31ST MAR 2011 Rupees
SOURCES OF FUNDS	"1"		
SHAREHOLDER'S FUNDS			
(a) Share Capital			
Authorised			
30,00,000 Enquity Shares of Rs. 10/- each		<u>30,000,000</u>	<u>30,000,000</u>
ISSUED, SUBSCRIBED AND PAID UP			
30,00,000 Enquity Shares of Rs. 10/- each		<u>30,000,000</u>	<u>30,000,000</u>
Fully Paid - up			
The Detail of Shareholders holding more than 5% shares :			
<u>Name of Share holders</u>	<u>Holding</u>	<u>% of CAP</u>	
1) Tejas Vinod Sura	209470	6.982%	
2) Pradip Ramesh Sura	204449	6.815%	
3) Vinod S. Sura HUF	202400	6.747%	
Note	"2"		
b) RESERVES AND SURPLUS			
CAPITAL RESERVE			
Per last Balance Sheet		179,898	277,163
Less : Transfer to Profit and loss Account		<u>97,265</u>	<u>97,265</u>
		<u>82,633</u>	<u>179,898</u>
SECURITY PREMIUM			
Per last Balance Sheet		14,000,000	14,000,000
GENERAL RESERVE			
As per Last Balance Sheet		5,518,895	5,518,895
Balance in Profit and Loss Statement			
As per Last Balance Sheet		77,980,041	70,237,350
Add : Profit the Year		7,873,144	7,742,690
Add : Prior year Tax Adjustment		150,716	
		<u>105,605,429</u>	<u>97,678,833</u>

As per our report of even date

For Govind Prasad & Co.

Chartered Accountants

Govind Prasad

Proprietor

Jitendra S. Sura

Chairman & Managing Director

Tejas V. Sura

Jt. Managing Director

Place : Mumbai

Date : 4th August, 2012



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PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

Particulars	Note No.	A S AT	AS AT
		31ST MARCH 2012 Rupees	31ST MAR 2011 Rupees
I INCOME			
1 Revenue from operations	18	265,215,317	390,206,675
2 Other Income	19	4,584,426	8,581,980
Total Revenue (I+II)		269,799,743	398,788,655
II Expenses :			
3 Cost of Materials Consumed	20	115,607,933	158,924,902
4 Changes in inventories of finished goods work-in-progress	21	(1,042,700)	11,199,678
5 Employee benefits expense	22	24,668,857	24,897,659
6 Finance costs	23	1,986,778	27,710,54
7 Depreciation and amortization exp	24	4,782,658	47,870,66
8 Other Expenses	25	112,825,677	186,171,545
Total Expenses		258,829,203	388,751,904
Profit before Tax		10,970,540	10,036,751
Tax Expenses			
Current		2,840,600	1,605,000
Deferred		256,796	689,061
Profit for the Year		7,873,144	7,742,690
Earning per equity share of face value of Rs.10/- each Basic and diluted (in Rs.)		2.62	2.58
Significant Accounting Policies	26		
Notes to the financial statements	27		

As per our report of even date

For and on behalf of the Board

For Govind Prasad & Co.
Chartered Accountants

Govind Prasad
Proprietor

Jitendra S. Sura
Chairman & Managing Director

Tejas V. Sura
Jt. Managing Director

Place : Mumbai
Date : 4th August, 2012



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SCHEDULE FORMING PART OF BALANCE SHEET	AS AT 31ST MAR 2012 Rupees	AS AT 31ST MAR 2011 Rupees
SCHEDULE "1"		
SHAREHOLDER'S FUNDS		
(a) Share Capital		
Authorised		
30,00,000 Equity Shares of Rs. 10/- each	30,000,000	30,000,000
ISSUED, SUBSCRIBED AND PAID UP		
30,00,000 Equity Shares of Rs. 10/- each	30,000,000	30,000,000
Fully Paid - up		
The Detail of Shareholders holding more than 5% shares :		
Name of Share holders	Holding	% of CAP
1) Tejas Vinod Sura	209470	6.982%
2) Pradip Ramesh Sura	204449	6.815%
3) Vinod S. Sura HUF	202400	6.747%
SCHEDULE "2"		
b) RESERVES AND SURPLUS		
CAPITAL RESERVE		
Per last Balance Sheet	179,898	277,163
Less : Transfer to Profit and loss Account	97,265	97,265
	82,633	179,898
SECURITY PREMIUM		
Per last Balance Sheet	14,000,000	14,000,000
GENERAL RESERVE		
As per Last Balance Sheet	5,518,895	5,518,895
Balance in Profit and Loss Statement		
As per Last Balance Sheet	77,980,041	70,237,350
Add : Profit the Year	7,873,144	7,742,690
Add : Prior year Tax Adjustment	150,716	
	105,605,429	97,678,833
SCHEDULE "3"		
NON – CURRENT LIABILITIES		
(a) LONG – TERM BORROWINGS		
SECURED LOAN		
From Banks *	1,946,320	9,815,162
*H.P of Car , Vehicles Machinery Pur		
Repayment of term loans are:-on EMI basis		
1) HDFC - Jeep GJ 06 DG 7815- 7 th of every month		
2) HDFC - JCB GJ 06 DH 312-20 th of every month		
3) HDFC - Jeep GJ 06 BQ 2697-7 th of every month		
4) HDFC - Car GJ 06 DQ 5052-5 th of every month		
Long-Term Loan(Baroda)	EMI Amount	Secured against
1) HDFC - Jeep GJ 06 DG 7815	11,294	Jeep
2) HDFC - JCB GJ 06 DH 312	72,875	JCB
3) HDFC - Jeep GJ 06 BQ 2697	9,645	Jeep
4) HDFC - Car GJ 06 DQ 5052	35,376	Car
Total	1,946,320	9,815,162



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	AS AT 31ST MARCH 2012 Rupees	AS AT 31 MARCH 2011 Rupees
SCHEDULE “4”		
(b)Deferred Tax Liability (Net)	5,164,943	4,908,147
<u>DETAILS OF DEFERD TAX LIABILITY</u>		
The Company has during the year in accordance with Account Standard AS-22 " Accounting for Taxes on Income " issued by the Institute of Chartered Accountants of India ", Recognized in the profit & loss accounts a difference of Rs.256796/- Between net, deferred tax liabilities of Rs.5164943/- As on 31st March 2012 and on the deferred tax liabilities of Rs.4908147/ - As on 31st March,2011.		
Deferred Tax Liability	5,432,670	5,230,858
Depreciation		
Deferred Tax Assets		
Less : Employer Benefits	267,727	322,711
Net Deferred Tax Liabilities	<u>5,164,943</u>	<u>4,908,147</u>
<u>CURRENT LIABILITIES</u>		
SCHEDULE “5”		
(a) Short-term borrowings		
Cash credit From Bank of Baroda *	<u>4,174,750</u>	<u>5,667,598</u>
(b) Trade Payable		
Trade Payable only material & labour	38,099,424	44,236,562
Others	1,321,680	755,404
	<u>39,421,104</u>	<u>44,991,966</u>
*C.C. from Bank is Secured by Hypothecation of Book debts. Personal Guarantee of the following properties.		
1) Office No - 35 belong to Mr. Tejas V Sura, Mr Jimish J Sura, Ms Teena H Gandhi, Ms Shweta D Shah, Ms Prachi J Sura at Manoj Ind Premises, wadala, Mumbai 2) Office No - 36 belong to Ramesh S Sura (HUF), Vinod S Sura (HUF) and Jitendra S Sura (HUF) at Manoj Ind Premises, wadala, Mumbai		
3) Resi property Spun Villa Plot No - 2 , Vadodara, belong to Mr Jitendra Sura, MD , Conart Engg Ltd.		
4) Office Premises No - 11 to 16 2nd floor Bombay Shopping Center Vadodara ad measuring about 5942 sq ft belong to Mr Tejas sura, Me Pradip Sura, Mr Jimish Sura and Ms Prachi Sura. — Personal guarantee/s of Mr Jitendra S Sura, Mr Tejas V.Sura, Mr Jimish J Sura, Mr Pradip Sura,Ms Prachi Sura, Ms Shweta D Shah, Ms Teena H Gandhi as well as and the adult co-parcenors of Ramesh S Sura (HUF),Vinod S Sura (HUF), and Jitendra S Sura(HUF)		
SCHEDULE “6”		
(c) Other Current Liabilities		
Current Maturities of long-term debt: #	2,994,645	0
Due to Director	928,382	423,229
Bank Book Overdraft	0	75,709
Other Liabilities	5,347,532	9,224,404
Advance from Customer	317,933	1,816,342
	<u>9,588,492</u>	<u>11,539,684</u>
*H.P of Car , Vehicles Machinery Pur		
Repayment of term loans are:-on EMI basis		
1) HDFC – Concrete Pump- 1st of every month		
2) HDFC – Compartment Batcher- 1st of every month		
3) ICICI Bank -Car MH-02-BP-7215- 15th of every month		
1) HDFC - Jeep GJ 06 DQ 938 - 7th of every month		
2) HDFC - Jeep GJ 06 DQ 964 - 7th of every month		
3) Kotak - Mobile Concrete Mixer M/C - 20th of every month		
4) HDFC - Tractor GJ 06 AP 8533- 1st of every month		



Conart Engineers Limited[®]

AS AT
31ST MARCH 2012
Rupees

AS AT
31 MARCH 2011
Rupees

- 5) HDFC - Tractor GJ 06 AP 8638- 5th of every month
6) Kotak - Concrete Pump-1st of every month

Secured Loan (Mumbai)

Short-Term Loan

	<u>EMI Amount</u>	<u>Secured against</u>
1) HDFC – Concrete Pump	47,430	Concrete Pump
2) HDFC – Compartment Batcher	58,590	Compartment Batcher
3) ICICI Bank -Car MH-02-BP-7215	35,165	Car

Secured Loan (Baroda)

Short-Term Loan

	<u>EMI Amount</u>	<u>Secured against</u>
1) HDFC - Jeep GJ 06 DQ 938	10,635	Jeep
2) HDFC - Jeep GJ 06 DQ 964	10,635	Jeep
3) Kotak - Mobile Concrete Mixer M/C	87,475	Concrete Mixer
4) HDFC - Tractor GJ 06 AP 8533	14,690	Tractor
5) HDFC - Tractor GJ 06 AP 8638	17,770	Tractor
6) Kotak - Concrete Pump	54,500	Concrete Pump

SCHEDULE “7”

(d) Short – Term Provisions

Provision for Employee benefits	2,047,698	11,653,756
# Other	942,293	
	<u>2,989,991</u>	<u>11,653,756</u>

SCHEDULE “8”

FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	Cost as on 01.04.11	Additions During the Year	Sale / Adjustments	Cost as on 31.03.12	As on 01.04.11	During the Period	Adjustments	As on 31.03.12	As on 31.03.12	As on 31.03.11
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
LAND (FREEHOLD)	963,011	0	0	963,011	0	0	0	0	963,011	963,011
BUILDING	4,890,624	330,836	0	5,221,460	383,260	163,377	0	546,637	4,674,823	4,507,364
PLANT AND MACHINERY	61,522,020	182,795	0	61,704,815	19,575,302	3,065,438	0	22,640,740	39,064,075	41,946,719
COMPUTER	1,157,860	62,318	84,300	1,135,878	592,032	169,875	81,612	680,295	455,583	565,829
FURNITURE AND FIXTURE	2,490,260	0	0	2,490,260	1,044,537	114,915	0	1,159,452	1,330,808	1,445,723
OFFICE EQUIPMENT AND AIR CONDITIONER	1,539,556	189,864	78,509	1,650,911	851,445	74,016	69,441	856,020	794,891	688,112
VEHICLES	13,550,862	0	860,456	12,690,406	3,836,364	1,273,572	524,065	4,585,871	8,104,535	9,714,497
CURRENT YEAR	86,114,193	765,813	1,023,265	85,856,741	26,282,940	4,861,193	675,118	30,469,015	55,387,726	59,831,255
PREVIOUS YEAR	74,230,178	12,408,586	524,570	86,114,194	21,738,137	4,869,995	325,193	26,282,939	59,831,255	52,492,042

Note : Opening balance of Plant and Machinery includes Rs. 24,31,745 added on account of revaluation.

SCHEDULE “9”

INTANGIBLE ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	Cost as on 01.04.11	Additions During the Year	Sale / Adjustments	Cost as on 31.03.12	As on 01.04.11	During the Period	Adjustments	As on 31.03.12	As on 31.03.12	As on 31.03.11
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
COMPUTER – SOFTWARE	113,204	5,400	0	118,604	29,279	18,730	0	48,009	70,595	83,924
CURRENT YEAR	113,204	5,400	0	118,604	29,279	18,730	0	48,009	70,595	83,924
PREVIOUS YEAR	44,304	68,900	0	113,204	14,943	14,336	0	29,279	83,925	29,360
TOTAL	86,227,397	771,213	1,023,265	85,975,345	26,312,219	4,879,923	675,118	30,517,024	55,458,321	59,915,179
Less :Transfer from Capital Revaluation Reserve						97,265				
NET	86,227,397	771,213	1,023,265	85,975,345	26,312,219	4,782,658	675,118	30,517,024	55,458,321	59,915,179



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	AS AT 31ST MARCH 2012 Rupees		AS AT 31ST MARCH 2011 Rupees
SCHEDULE "10"			
(III) Capital Work In Progress			0
	No. of	Face	No. of
SCHEDULE "11"	Shares	Value	Shares
NON – CURRENT ASSETS			
(b) NON-CURRENT INVESTMENTS			
LONG TERM NON TRADE INVESTMENT			
UNQUOTED			
In Fully Paid-up Equity Shares of			
The Saraswat Co-op. Bank Ltd.	1000	1000	10,000
Parekh Micro Electronics (India) Ltd.	17000	17000	425,000
		18,000	435,000
CURRENT NON-TRADE INVESTMENTS			
QUOTED			
	Fully Paid		
In Fully Paid-up Equity Shares of			
Kailash Ficom Ltd.	900	900	13,500
Bubna Major Bio-tech Ltd.	12000	12000	9,600
Nutech Organic Ltd.	2500	2500	2,500
Pan Asia Industries Ltd.	1,800	1,800	1,800
Sayaji Iron & Engineering Co. Ltd.	4,000	4,000	140,000
			167,400
Less: Provision for Diminution in Value of Investments (Net)			(11,400)
			(11,400)
Note: no transactions for the year			
INVESTMENT IN PARTNERSHIP FIRM.			
M/s Spun Conart Associates	35 %	5,058	5,058
(Partners Details)			
1) M/s Conart Engineers Ltd -	35.00 %		
2) Mr Virendra O Parekh -	12.50 %		
3) Mrs Neelam V Parekh -	12.50 %		
4) Mr Umesh Patel -	12.50 %		
5) Mr Ankit U Patel -	12.50 %		
5) M/s Samarth Land Concepts pvt ltd-	15.00 %		
M/s Spun Conart Devlopers	18.75 %	2,286,415	2,211,803
(Partners Details)			
1) M/s Conart Engineers Ltd -	18.75 %		
2) The Spun pipe & Construction Co (Baroda)			
Pvt Ltd -	50.00 %		
3) Geetaben Rohit Katakia -	18.75 %		
4) Virendra O Parekh -	12.50 %		
Other non-current Investment			
M/s Clue Real estate Marketing Enterprises	40%	120,000	644,825
(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 Umesh K Patel -	25.00 %		
5) M/s Samarth Land Concepts pvt ltd-	15.00 %		
Note:			3,452,686
1. Aggregate amount of Market Value of quoted investment is Rs.381195/-(P.Y.Rs.960580/-)			



SCHEDULE	“12”		
(d) Long-term Loan and Advances			
Clue Real estate Marketing Enterprises LLP – Loan #	16,933,437		0
Advance Tax & TDS & Net Of Provision	10,765,365		8,483,097
Deposits and Earnest Money	2,191,613		3,202,877
	<u>29,890,415</u>		<u>11,685,974</u>
#Clue Real estate Marketing Enterprises LLP			
Loan to concerns where Directors are interested			
(2) CURRENT ASSETS			
SCHEDULE	“13”		
(a) Inventories			
(As per inventory taken, valued and certified by the Director)			
Construction Materials	7,622,518		14,264,813
Work-In-Progress	16,897,335		15,854,635
Finished Goods/Stock (Including Stock of Completed Flats)	1,055,282		1,055,282
Stock of Stores, Spares, Shuttering and Scaffolding	1,478,232		2,102,078
	<u>27,053,367</u>		<u>33,276,808</u>
SCHEDULE	“14”		
(b) Trade Receivable			
Unsecured, considered good			
# Debts exceeding six months	34,763,628		22,007,367
Others	41,174,326		60,467,647
	<u>75,937,954</u>		<u>82,475,014</u>
SCHEDULE	“15”		
(c) Cash and Cash equivalents			
Balance with Scheduled Banks			
In Current Accounts	204,286		1,105,660
In Margin Money Account	2,846,490		4,649,865
In Fixed Deposit	937,529		1,476,299
Cash on Hand	644,169		796,641
	<u>4,632,474</u>		<u>8,028,465</u>
SCHEDULE	“16”		
(d) Short Term-Loan and Advances			
(Unsecured, considered good)			
Advances recoverable in cash or in kind or for value to be received	1,488,070		16,695,372
	<u>1,488,070</u>		<u>16,695,372</u>
SCHEDULE	“17”		
(e) Other Current Assets			
Prepaid Expenses	1,427,955		624,537
	<u>1,427,955</u>		<u>624,537</u>
SCHEDULE	“18”		
REVENUE FROM OPERATIONS			
Sales and Services	264,005,429		390,206,675
Consultancy Fees	1,209,888		0
	<u>265,215,317</u>		<u>390,206,675</u>



SCHEDULE	“19”		
OTHER INCOME			
Interest Received		1,640,357	3,262,984
Dividend from Investment (Gross)		2,000	10,000
Shares of Profit in Partnership Firms		893,057	2,721,906
Other Income		2,049,012	5,318,996
TOTAL		4,584,426	11,313,886
SCHEDULE	“20”		
MATERIALS CONSUMED			
Total Material Purchase		108,965,638	166,889,327
Add. Opening Stock of Raw Materials		14,264,813	6,300,388
Less :Closing Stock of Raw Materials		(7,622,518)	(14,264,813)
NET MATERIALS CONSUMED		115,607,933	158,924,902
SCHEDULE	“21”		
INCREASE/(DECREASE) IN WORK-IN-PROGRESS AND FINISHED GOODS			
Closing Stock of Work-in-Progress		16,897,335	15,854,635
Closing Stock of Finished Goods		1,055,282	1,055,282
Less : Opening Stock of Work-in-Progress		15,854,635	27,054,313
Less : Opening Stock of Finished Goods		1,055,282	1,055,282
TOTAL		(1,042,700)	11,199,678
SCHEDULE	“22”		
Employee benefits expense			
Salaries, Wages, Bonus & Commission		20,766,361	20,740,831
Contribution to Provident & Other Funds		2,609,608	2,810,106
Staff Welfare Expenses		1,292,888	1,346,722
TOTAL		24,668,857	24,897,659
SCHEDULE	“23”		
FINANCE COST			
Interest on Fixed Loans		786,263	1,090,122
Interest on other Loans		941,980	998,471
Bank Commission Charges		167,917	347,510
Bank Guarantee Commission		90,618	334,951
TOTAL		1,986,778	2,771,054
SCHEDULE	“24”		
Depreciation and amortization exp			
i) Tangible assets		4,861,193	59,831,255
ii) Intangible assets		18,730	83,924
		4,879,923	59,915,179
Other Expenses			
SCHEDULE	“25”		
1) MANUFACTURING EXPENSES			
Stores, Spares, Shuttering Consumed		3,388,995	12,703,223
Contract Labour Payments		58,893,238	101,181,282
Coolie, Cartage, Transportation		515,939	1,402,046
Machinery Hire Charges		3,572,903	6,895,261
Equipment Contract Payment		12,039,946	20,767,489
Repairs & Maintenance to Machinery		4,017,965	3,208,613
Site Expenses		4,316,064	6,190,046
Gas and Fuel		1,789,045	3,332,509
Octroi		1,630	850
		88,535,725	155,681,319



2) ADMINISSTRATION AND SELLING EXP

Rent, Rates and Taxes	2,886,627	4,890,950
Travelling and Conveyance	1,236,408	1,497,171
Compensation for use of Premises	2,834,114	2,919,885
Insurance Premium	1,643,879	3,095,519
	8,601,028	12,403,525
Payment to Auditors for:		
Audit Fees	75,000	45,000
Company Law Matters	4,000	4,000
Tax Audit	53,000	27,000
Out of Pocket Expenses	20,944	3,554
Sub-Total	152,944	79,554
Repairs to Other Assets	1,122,589	568,588
Miscellaneous Expenses	668,268	885,731
Loss on Assets Sold & Discarded	25,017	53,377
Bad Debts	0	1,778,458
Liquidated Damages	7,868,611	8,223,400
Professional and Consulting Fees	1,904,432	2,266,529
Postage, Telephone and Telex	638,574	795,898
Printing and Stationery	333,513	538,976
Electricity Charges	302,082	336,891
Business Promotion Exp	236,544	185,393
Motor Vehicle Expenses	2,436,350	2,373,906
	15,535,980	18,007,147
TOTAL	112,825,677	186,171,545

SCHEDULE "26"

SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF ACCOUNTING

The Financial Statements are prepared to comply in all material aspects with the applicable accounting principal in India, the Accounting Standards issued by the institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.

The financial statements are prepared in accordance with the historical cost convention using the accrual method of accounting.

2. 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.

3. FIXED ASSETS

Fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation and impairment loss except plant & machinery, which have revalued, are stated at revalued figure.

4. DEPRECIATION

Depreciation is provided on the Straight-Line Method at the rates prescribed under schedule XIV of the companies Act, 1956. In respect of revalued plant & machinery the difference between the depreciation on revalued amount and original cost, calculated on Straight Line Method at the rates prescribed under Schedule XIV of the Companies Act, 1956, is charged to Capital revaluation Reserve.

5. INVENTORIES

- 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.
- Work in progress at initial stages is valued at cost.
- Stock of stores and scaffolding have been valued at cost or net realizable value, whichever is lower having regard to the life of such material used.
- Construction material at site have been valued, at lower of the cost and net realizable value.
- Stock of raw materials is valued at cost or net realizable value, whichever is lower.



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

6. INVESTMENT

- Long term investment are stated at cost However, provision for diminution has been made if, such diminution is permanent in nature.
- Current investments are stated at lower of cost and fair value.

7. CONTRACT RECEIPTS/REVENUE RECOGNITION

- 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 /de-escalations are accounted as and when Certified.
- Other income is recognized on accrual basis.

8. RETIREMENT BENEFITS

Contribution to defined contribution schemes such as provident fund and superannuation are charged to the profit & loss as incurred. The company also provides retirement benefits in the form of Gratuity and leave encashment 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.

9. FOREIGN CURRENCY TRANSACTIONS

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

10. TAXES ON INCOME

Current tax is determined as the amount of tax payable in respect of estimated taxable income for the year. Deferred tax is recognized subject to the consideration of prudence, on timing deference, being the difference between taxable income & accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

11. BORROWING COST

Borrowing cost incurred in relation to the acquisition, construction of assets are capitalized as the part of the cost of such assets up to the date when such assets are ready for intended use. Other borrowing cost are charged as an expenses in the year in which these are incurred.

12. IMPAIRMENT OF ASSETS

Impairment loss is provided to the extent the carrying amounts of assets exceed their recoverable amount. Recoverable amount is the higher of an assets net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from the sale of an asset in an arms length transaction between knowledgeable, willing parties, less the costs of disposal.

13. PROVISIONS & CONTINGENT LIABILITIES

The Company creates a provision where there is present obligation as a result of past event that probably requires an outflow of resources 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.

SCHEDULE "27"

1. CONTINGENT LIABILITIES

Guarantee given to the Bank Rs.1,89,13,000/-(Previous year Rs..2,24,35,500/-)

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

3. AUDITORS REMUNERATION

	As on 31/03/12 (Rupees)	As on 31/03/11 (Rupees)
Audit fees	75,000.00	45,000.00
Tax audit fees	53,000.00	27,000.00
Income tax fees	4,000.00	-
Out of Pocket Expenses	20,944.00	7,554.00
Service Tax	10,712.00	7,828.00
Total	1,63,656.00	87,382.00

4. MANAGERIAL REMUNERATION

	As on 31/03/12 (Rupees)	As on 31/03/11 (Rupees)
Salary and Commission	39,00,000.00	37,87,500.00
Contribution to superannuation fund	10,53,000.00	10,23,605.00
Perquisites and benefit	4,88,423.00	3,98,060.00
Total	54,41,423.00	52,09,165.00



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As employee-wise break-up of contribution to group gratuity scheme is not ascertainable, the amounts related to the individual Director has not been included above.

(ii) Computation of Net Profit in accordance with Section 198 of the Companies Act, 1956.

	As on 31/03/12 (Rupees)	As on 31/03/11 (Rupees)	
Profit / (Loss) before tax as per profit and loss account	1,09,70,540.00	10,036,751.00	
Add: Directors' Remuneration	43,88,423.00	41,85,560.00	
Depreciation	47,82,658.00	47,87,066.00	
5. Loss on sale of Assets (Net)	25,017.00	53,377.00	
	2,01,66,638.00	1,90,62,754.00	
EXPE NDITU RE IN FOREI GN CURR ENCY	Less: Depreciation Under Section 350	48,79,923.00	48,84,331.00
	Add/ (Less) : Profit/(Loss) on sale of assets U/s.350	(25,017.00)	(53,377.00)
	Net Profit / (Loss) u/s. 198 and 309	1,53,11,732.00	1,42,31,800.00
	Traveling expense	NIL	NIL
6. Earning in foreign Currency :	NIL	NIL	

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

8. Name and Nature of Transaction with related parties: 2011-2012

Name of Related Parties & Nature of Transaction Value of Transaction

Name of Person	Relationship	Nature of Transaction	Volume of Transaction in Rs.
Pradip R. Sura (Director)	Key Person Relative	Compensation for use Premises Paid	3,16,,080.00
Jitendra S. Sura (Managing Director)	Key Managerial Person	- Do -	60,000.00
Tejas V. Sura (Jt. Managing Director)	Key Managerial Person	- Do -	3,96,930.00
Ramesh S. Sura HUF	-	- Do -	1.29,096.00
Vinod S. Sura HUF	-	- Do -	1.29,096.00
Jitendra S. Sura HUF	-	- Do -	87,096.00
Jimish J. Sura	Key Person Relative	- Do -	2,50,770.00
Prachi J. Sura	Key Person Relative	- Do -	1,54,870.00
Teena H. Gandhi	Key Person Relative	- Do -	26,970.00
Shweta D. Shah	Key Person Relative	- Do -	26,950.00
P.R. Sura HUF	-	- Do -	60,000.00
Shankarlal Sura Finance Corporation	Directors are Partner	- Do -	2,10,000.00

9. EARNING PER SHARE

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

	As on 31/03/12 (Rupees)	As on 31/03/11 (Rupees)
Profit after taxation after extra ordinary items		
Profit after taxation before extra ordinary items	78,73,144.00	77,42,690
Weighted average no. of shares	78,73,144.00	77,42,690
Earning per share Basic and Diluted	30,00,000.00	30,00,000.00
(After extra in Rs. Ordinary items)	2.62	2.58
Earning per share before extra ordinary items Basic and Diluted	2.62	2.58

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

11. 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.

12. There are no delays in payments to Micro and Small enterprises as required to be disclosed under the Micro, Small and Medium enterprises development act 2006. This information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

13. In accordance with Accounting Standard (AS) 15 - "Employee Benefits" an amount of Rs.6.59 Lac (Previous Year Rs.5.10 Lac) as contribution towards defined contribution plans is recognised as expense in the Profit and Loss Account. The disclosures in respect of the Defined Benefit Gratuity Plan (to the extent of information made available by LIC) are given below:

	31/03/2012	31/03/2011
1 Assumption As On		
Discount Rate		-
Salary Escalation		-
2 Table Showing changes in present value of obligation As on		
Present value of obligations as at beginning of year	4940665	3132075



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Interest cost	395253	250566
Current Service Cost	352177	262458
Benefits Paid	(337541)	(96239)
Actuarial (gain)/loss on obligations	485665	1391805
Present value of obligations as at end of year	4940665	3336527
3. Table Showing changes in the fair value of plan assets As on		
Fair value of plant assets at beginning of year	4559004	3594973
Expected return on plan assets	469029	389586
Contributions	6661327	670684
Benefits Paid	(337541)	(96239)
Actuarial (gain)/loss on Plan assets	NIL	NIL
Fair value of plant assets at end of year	5351819	4559004
4. Table Showing changes in the fair value of plan assets		
Fair value of plant assets at beginning of year	4559004	3594973
Actual return of plan assets	469029	389586
Contributions	661327	670684
Benefits Paid	(337541)	(96239)
Fair value of plant assets at end of year	5351819	4559004
Funded status	486930	(381661)
Excess of Actual over estimated return on plan assets NIL (Actual rate of retrun = Estimated rate of return as ARD falls on 31 st March)		
5. Actuarial Gain/Loss recognized		
Actuarial Gain/Loss on obligations	485665	(1391805)
Actuarial Gain/Loss for the year – plan assets	NIL	NIL
Actuarial Gain/Loss on obligations	(485665)	1391805
Actuarial Gain/Loss recognized in the year	485665	1391805
6. The amounts to be recognized in the balance sheet and statements of Profit and loss		
Present value of obligations as at the end of year	4864889	4940665
Fair value of plant assets at end of year	5351819	4559004
Funded status	486930	(381661)
Net asset/liability recognized in the year	(486930)	381661
7. Expenses Recognized in statement of Profit and loss		
Current Service Cost	352177	262458
Interest cost	395253	250566
Expected return on plan assets	(469029)	(389586)
Net Actuarial Gain/Loss recognized in the year	(485665)	1391805
Expenses Recognized in statement of Profit and loss	(207264)	1515243
14. Current taxation (Net of Provision) represents as under :		
Less: Provision for taxation	<u>2,51,73,465/-</u>	<u>4,26,76,597/-</u>
Current tax including Tds	1,44,08,100/-	3,41,93,097/-
	1,07,65,365	84,83,097

15. Figures have been rounded off to the nearest rupee.

16. Previous year figures have been regrouped / reclassified wherever necessary.

For **GOVIND PRASAD & CO.**
CHARTERED ACCOUNTANTS

GOVIND PRASAD
Proprietor
Membership No. 47948



CASH FLOW STATEMENT

		2012		2011
	Rupees	Rupees	Rupees	Rupees
A Cash Flow From Operating Activities				
Net Profit/(Loss) Before Tax		10,970,540.00		10,036,751.00
Adjustment:				
Depreciation	4,782,658.00		4,787,066.00	
Interest Charged	1,728,243.00		2,088,593.00	
Profit on Sale of Assets	0		-	
Loss on Assets Sold & Discarded	25,017.00		53,377.00	
Provision for Decrease in Investment	-		-	
Asset written off	9,068		-	
Dividend Received	(2000.00)		(10,000.00)	
Interest Received	(1,640,357)	4,902,629.00	(955,385.00)	5,963,651.00
Operating Profit Before Working Capital Charges		15,873,169.00		16,000,402.00
Adjustment:				
Inventories	6,223,441.00		2,924,602.00	
Sundry Debtors	6,537,060.00		8,507,525.00	
Loan & Advances	(1,518,289.00)		(14,033,073.00)	
Trade Payable	(19,180,464.00)	(7,938,252.00)	(1,769,535.00)	(5,385,129.00)
Cash Generated From Operation		(7,934,917.00)		(5,385,129.00)
Interest Received	1,640,357.00		955,385.00	
Direct Tax Paid	(5,453,090.00)		(10,130,506.00)	
Interest Charged	(2,088,593.00)	(5,540,976.00)	(2,088,593.00)	(11,263,714.00)
		(2,393,941.00)		(16,648,843.00)
B Net Cash From Operating Activities				
Cash Flow From Investing Activities				
Purchase of Fixed Assets	(771,213.00)		(12,477,485.00)	
Capital WIP	0		(101,111.00)	
Sale of Fixed Assets	314,062.00		146,000.00	
Sales of Investment	450,213.00		-	
Purchase of Investment	0		13,906,025.00	
Dividend Received	2,000.00	(4,938.00)	10,000.00	1,483,429.00
Net Cash Used in Investment Activities		(4,938.00)		1,483,429.00
C Cash Flow From Financing Activities				
Token Taken	(6,367,045.00)		2,892,277	
I.Tax Refund	480,940.00			
Capital WIP Trf To Fixed Assets	101,111.00			
Unsecured Load / Repaid	0		(2,735,000.00)	
	0	(5,784,994.00)	(3,498,263.00)	(3,340,986)
		(5,784,994.00)		(3,340,986)
TOTAL A+B+C		(3,395,991.00)		(18,506,400.00)
Cash and Cash Equivalents Opening	(8,028,465.00)		(26,534,865.00)	
Cash and Cash Equivalents Closing	4,632,474.00	(3,395,991.00)	8,028,465.00	(18,506,400.00)

Auditor's Certificate:

We have verified the above Cash Flow Statement of Conart Engineers Limited derived from the Audited Financial Statements of the company for the period 1st April 2011 to 31st March 2012 and found the statement to be in accordance therewith and also with the requirements of clause 32 of the Listing agreement with the Stock Exchange.

Additional information as required under part IV of schedule VI to the Companies Act, 1956.

Balance Sheet Abstract and company's General Business Profile

a) Registration Details	17,072
State Code	11
Balance Sheet Date	31st March 2012
b) Capital raised during the year	
Public Issue	NIL



	Right Issue	NIL
	Bonus Issue	NIL
	Private Placement	NIL
c)	Position of Mobilisation and Development of Funds	Rs.in 000
	Total Liabilities	198,891
	Total Assets	198,891
d)	Source of Funds	
	Paid- up Capital	30,000
	Reserves and Surplus	98,679
	Secured Loans	15,483
	Unsecured Loans	-
	Deferred Tax Liabilities	5,165
	Application of Funds	
	Net Fixed Assets	55,458
	Capital WIP	-
	Investment	3,002
	Net Current Assets	91,425
	Miscellaneous Expenditure	-
e)	Performance of the Company	
	Turnover (Gross receipts)	269,800
	Total Expenditure	258,829
	Profit/(Loss) Before Tax	10,971
	Profit/(Loss) After Tax	7,873
	Earning per Share (In Rs.)	2.62
	Dividend Rate On Equity Shares	NIL
f)	Genetic names of principal products services of the company	NIL
	Item code no.(ITC Code)	Not applicable
	Product Description	Construction activity

A. MANAGEMENT DISCUSSION AND ANALYSIS

A) INDUSTRY STRUCTURE & ANALYSIS:

The Government continues to provide various incentives to boost infrastructure. The Construction Industry is integrally linked to infrastructure development. Real Estate Sector revival is in progress. All these factors will continue to give a boost to the Construction Industry.

B) OPPORTUNITIES & THREATS:

Increase in capacities in Manufacturing Sector coupled with development of infrastructure has opened various opportunities for your company. Your company has built up a strong goodwill and continues to be acknowledged as one of the leaders in the construction industry.

Your company continues to evolve strategies to diversify, which are in line with the present business activity of the company. Increased competition continues to drive improved quality standards in the construction industry.

The increase in Material, Labour and utility costs continues to be a cause of concern. The cost of skilled technical personal coupled with scarcity thereof is another cause for concern.

C) SEGMENTS OR PRODUCT-WISE PERFORMANCE

The company has only one segment, construction so segment-wise reporting standard does not apply to it.

D) PERFORMANCE REVIEW

Your company has registered a robust growth in turnover of about 12%. The increase in price of Materials and Labour for ongoing projects continues to affect the profits of your company. While Profit before Tax dropped largely because of a liquidated damages in one of the projects, your directors are pursuing various strategies for new projects to ensure a promising future.

E) BUSINESS PROSPECTS

Looking at the current scenario and future growth potential, Indian Infrastructure Sector is expected to outperform the trends in long term thereby providing excellent opportunities in the sector. The company has Your Directors are confident that a bright future lies ahead for the Real Estate Sector and your company. These are positive indicators for your company..

NEW STANDARD ADOPTED:

Your company has successfully renewed its accreditation as an ISO 9001:2008 company from JAS,Australia and Newzeland (JAS-ANZ).

Your Directors are confident that a bright future lies ahead for the Real Estate Sector and your company.

F) HRD/INDUSTRIAL RELATIONS

a) 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.

b) 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 statement in the management discussion and analysis report cannot be construed as holding out any forecast.



A. REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on corporate governance envisages an attainment of the highest level of transparency, accountability, professionalism and equity in all aspects of its operations and in all interaction with its stake holders including its shareholders. It is not only a statutory compliance but also internally driven need of the Company.

2. BOARD OF DIRECTORS :

(A) COMPOSITION OF BOARD

The present strength of Board is eight. The Board of Directors of the Company comprises of Executive Directors and Non-Executive Directors including five Independent Directors.

None of the Directors on the Board is a member of more than 10 committees or a chairman of more than 5 committees as stipulated in Clause 49 of the Listing Agreement

Name	Designation Category Of Director(s)	Attendance held		On Member / Chairman On BOD/Committee	Remarks
		Board Meeting	AGM 26-9-09		
Mr. Jitendra S. Sura	Managing Director Promoter, Non Independent Director	5	Yes	NONE	
Mr. Tejas V. Sura	Jt. Managing Director Promoter, Non Independent Director	5	Yes	NONE	
Mr. Haresh V. Patel	Non Executive, Independent Director	2	No	NONE	
Mr. Harshad B. Jhaveri	Non Executive, Independent Director	2	Yes	1- Chairman on BoD	
Mr. Sevantilal P. Shah	Non Executive, Independent Director	1	Yes	1-Chairman on BoD	
Mr. Pradip R. Sura	Non Executive, Independent Director	5	Yes	NONE	
Mr. Chandrakant R. Patel	Non Executive, Ind. Dir.	4	No	1-Chairman on BoD	
Mr. Jimish J. Sura	Director Promoter, Non Independent Director	5	Yes	NONE	

Mr. Harshad B. Jhaveri and Mr. Pradip R. Sura are liable to retire by rotation and being eligible offer themselves for reappointment.

(B) NON - EXECUTIVE DIRECTOR'S COMPENSATION AND DISCLOSURES

Non - executive Directors are paid sitting fees for attending Board/committee Meetings. The details of compensation paid to them are disclosed as under :

Name of the Director	Board Meeting	Adult Committee	No. of Meeting attended investors' grievance/Share transfer Committee	Amount (Rs.)
Mr. Haresh V. Patel	2	2	2	7000.00
Mr. Harshad B. Jhaveri	2	2	2	7000.00
Mr. Sevantilal P. Shah	1	1	-	7500.00
Mr. Pradip R. Sura	5	5	5	19000.00
Mr. Chandrakant R. Patel	4	4	4	14000.00

DIRECTORS' SHARE HOLDING IN THE COMPANY

Name of Director	Shareholding in nos.
Mr. Jitendra S. Sura	163538
Mr. Tejas V. Sura	209470
Mr. Pradip R. Sura	204449
Mr. Harshad B. Jhaveri	2400
Mr. Sevantilal P. Shah	100
Mr. Haresh V. Patel	300
Mr. Chandrakant R. Patel	Nil
Mr. Jimish Jirendra Sura	121121

(C) BOARD MEETING(S) HELD DURING THE YEAR

During the financial year 2011-12 total Five Board Meetings were held on 14th May, 2011, 27th June, 2011, 6th August, 2011, 5th November, 2011, 10th February, 2011, The Maximum gap between any two meetings was not more than 4 Months.

(D) CODE OF CONDUCT

The Company's code of conduct, as adopted by the Board of Directors, is applicable to all Directors and senior management. The Board of Director and senior management have affirmed compliance with the code and the declaration received from the managing Director in this regard is given below :



"I hereby declare that all Directors and senior management of the company have affirmed compliance with the code of conduct for the financial year ended on 31st March, 2012

3. AUDIT COMMITTEE

All the members of the Committee are non-executive, independent Directors. The Statutory Auditor is being invited to the Committee meeting. The powers and terms of reference are wide enough covering the matters specified for the Audit Committee under the clause 49 Listing Agreement. Their attendances in the financial year 2011-2012 are as follows:

COMPOSITION	CHAIRMAN/MEMBERS	NO. OF AUDIT COMMITTEE MEETING HELD DURING THE YEAR	NO. OF MEETING ATTENDED
Mr. Harshad B. Jhaveri	Chairman	5	2
Mr. Haresh V. Patel	Member	5	2
Mr. Chandrakant R. Patel	Member	5	4
Mr. Pradip R. Sura	Member	5	5

4. REMUNERATION COMMITTEE

The Committee is formed to decide the remuneration and/or alternation in remuneration of Executive Directors. It is comprised of all the non-executive Director. Their attendances in the financial year 2011-12 are as follows:

COMPOSITION	CHAIRMAN/MEMBERS	ATTENDANCE
Mr. Haresh V. Patel	Chairman	1
Mr. Sevantilal P. Shah	Member	1
Mr. Harshad B. Jhaveri	Member	1

• Remuneration Policy

The Company does not pay remuneration to Non-Executive Directors except sitting fees and reimbursement of expenses for attending for Board Meeting and Committee Meeting thereof. Presently the Company's profit is inadequate to pay remuneration to Executive Directors and hence Schedule XIII part II –A is observed to pay remuneration with consent of the Remuneration Committee. The details of remuneration paid for the financial year 2011-12 is as follows: -

Executive Director	Salary	Perquisites & Allowances	Total	Service contracts notice Period w.e.f. 19-11-2004
Mr. Jitendra S. Sura	15,00,000.00	2,16,085.00	17,16,085.00	5 Years
Mr. Tejas V. Sura	15,00,000.00	1,97,338.00	16,97,338.00	5 Years
Mr. Jimish J. Sura	9,00,000.00	75,000.00	975,000.00	3 Years w.e.f 01-08-2010

(Perquisites and allowance is excluding the contribution to Superannuation Fund)

The Company does not have a scheme for stock option either for the Directors or the employees.

5. SHARE HOLDERS COMMITTEE:

The Company has a "Shareholders/ Investors Grievance Committee to look into various issues relating to shareholders/Investors including transfer of shares, non-receipt of balance-sheet, non-receipt of declared dividends etc.

Name of Members of Shareholder's and Grievance Committee

Name of the Director	No. of Shareholder's and Grievance Committee held during the Year	No. of Meetings attended
Mr. Tejas V. Sura	4	4
Mr. Harshad B. Jhaveri	4	4
Mr. Jitendra S. Sura	4	4
Mr. Pradip R. Sura	4	4

Mr. Tejas V. Sura Jt. Managing Director is the Compliance Officer of the Company for this purpose whose email ID is tejas.sura@conartengineers.com Two investors complaint were received up to 31st March, 2012 and already resolved.

6. GENERAL BODY MEETINGS.

Details of the General Body Meeting and Special Resolution passed there under are as follows:

YEAR	TIME	LOCATION	SPECIAL RESOLUTION
25 th September 2009	3.00 p.m.	Aots Alumni Association of Western India, 3 rd Floor, India Printing House, G. D. Ambekar Marg, Wadala, Mumbai 400 031	NONE
24 th September 2010	3.00 p.m.	Aots Alumni Association of Western India, 3 rd Floor, India Printing House, G. D. Ambekar Marg, Wadala, Mumbai 400 031	NONE
30 th September 2011	3.00 p.m.	Aots Alumni Association of Western India, 3 rd Floor, India Printing House, G. D. Ambekar Marg, Wadala, Mumbai 400 031	NONE



Last year none of the resolutions were put through the Postal Ballot system and question of its conducting does not arise. This year no resolution is proposed to be followed under the Postal Ballot.

7. DISCLOSURES:

During the year under review besides the transactions mentioned below there were no other related party transactions by the Company with the promoters, and management that had a potential conflict with the interest of the Company at large.

8. (A) Basis of Related Party Transactions

Name of Related Parties & Nature of Transaction Value of Transaction

Name of Person	Relationship	Nature of Transaction	Volume of Transaction in Rs.
Pradip R. Sura (Director)	Key Person Relative	Compensation for use Premises Paid	3,16,,080.00
Jitendra S. Sura (Managing Director)	Key Managerial Person	- Do -	60,000.00
Tejas V. Sura (Jt. Managing Director)	Key Managerial Person	- Do -	3,96,930.00
Ramesh S. Sura HUF	-	- Do -	1,29,096.00
Vinod S. Sura HUF	-	- Do -	1,29,096.00
Jitendra S. Sura HUF	-	- Do -	87,096.00
Jimish J. Sura	Key Person Relative	- Do -	2,50,770.00
Prachi J. Sura	Key Person Relative	- Do -	1,54,870.00
Teena H. Gandhi	Key Person Relative	- Do -	26,970.00
Shweta D. Shah	Key Person Relative	- Do -	26,950.00
P.R. Sura HUF	-	- Do -	60,000.00
Shankarlal Sura Finance Corporation	Directors are Partner	- Do -	2,10,000.00

- The company has complied with all the requirements of the Listing Agreement of the Stock Exchange as well as regulations and guidelines of SEBI. Consequently, no penalties are imposed or strictures passed against your company by SEBI, Stock Exchange or any statutory authorities.

(B) Disclosure of Accounting Treatment:

The company has followed all relevant Accounting Standard, while preparing the financial Statement.

(c) Risk Management:

The Board of Directors and the Senior Management team is conscience and vigilant on the material developments taking place in the industry. There is system of regularly monitoring various kind of risks that are inherent to the nature of business and operations of the company.

9. MEANS OF COMMUNICATION:

- The quarterly and half yearly results are published in widely circulating national and local dailies such as Financial Express in English and Dainik Sagar in Marathi. They are not sent individual to the shareholders.
- The company results are displayed on website called www.bseindia.com. The Management Discussion and Analysis forms part of this annual report.

10. GENERAL SHAREHOLDERS' INFORMATION

- AGM : Date, time and venue 21st September, 2012
- Financial Calendar (tentative) 1st April 2012 to 31st March 2013
 - First quarterly result: last week of August 2012
 - Second quarterly result: last week of November 2012
 - Third quarterly result: last week of February 2013
 - Audited result in last week of July 2013 for the year ending 31st March ,2013
- Date of Book Closure 14th September 2012 to 21st September 2012
- Dividend Payment Date N.A.
- Listing of Stock Exchange The share of the company is listed on stock exchange Mumbai also the listing fees for the exchange is paid for the period ended 31st March, 2012
- Stock Code Physical 522231 on Bombay stock exchange.
- Demat ISIN Number for NSDL And CDSL IINE714D01012
- Market Price Data High / Low during each month end in the last financial year. Please see Annexure 'B'
- Performance in comparison to BSE sensex Please see Annexure 'A'
- Registrar and transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd. Unit -1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai - 400 072.
- Share transfer systems All the transfers received are proceeded and approved by the share transfer committee which normally meets once in a month

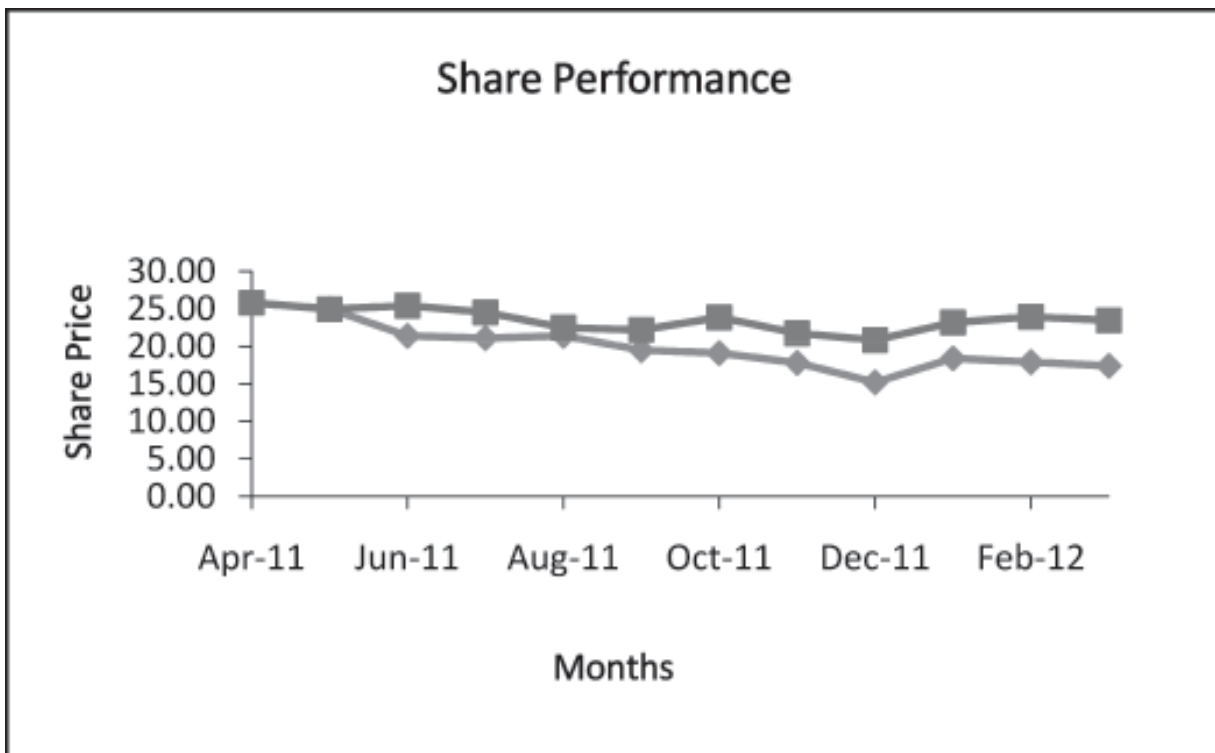


Conart Engineers Limited[®]

- Distribution of shareholding Please see Annexure 'C'
- Dematerialization shares and equity 87.37% of the shares issued by the company have been dematerialised upto 31st March, 2012
- Outstanding GDR Not issued
- Address for correspondence Conart Engineers Limited 35 Manoj Udyog, 40/A, G.D. Ambekar Marg, Wadala Mumbai-400 031. Phone; + 91 (22) 40270999, e mail ID: celcs@conartengineers.com

ANNEXURE "A"

Share Performance of the company in comparison to BSE Sensex



ANNEXURE "B"

High / Low Market Price of the Company's shares traded on The Stock Exchange, Mumbai during the year 2011-12 is furnished below:

Period	Highest (Rupees)	Lowest (Rupees)	Period	Highest (Rupees)	Lowest (Rupees)
Apr-11	25.80	19.50	Oct-11	19.10	19.10
May-11	25.00	19.70	Nov-11	17.15	17.80
Jun-11	21.40	18.30	Dec-11	13.11	15.20
Jul-11	21.10	18.20	Jan-12	14.40	18.40
Aug-11	21.40	15.85	Feb-12	15.75	17.90
Sep-11	19.50	15.30	Mar-12	14.50	17.40



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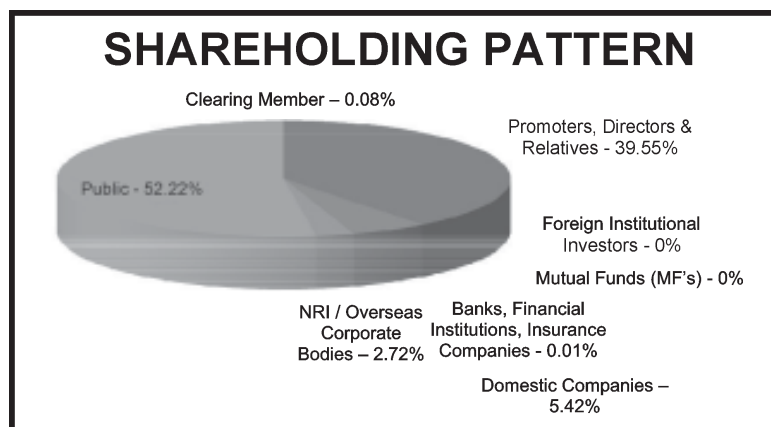
ANNEXURE "C"

Distribution of Shareholding as on 31/03/2011 :

No. of Equity Shares held	No. of Folios	%	No. of Shares	%
Upto to 5000	3853	89.40%	5,821,550	19.41%
5001 to 10000	250	5.80%	2,104,600	7.02%
10001 to 20000	95	2.02%	1,478,870	4.93%
20001 to 30000	35	0.81%	868,550	2.90%
30001 to 40000	17	0.39%	614,410	2.05%
40001 to 50000	8	0.19%	376,860	1.26%
50001 to 100000	23	0.53%	1,671,210	5.57%
100001 and above	29	0.67%	17,063,950	56.88%
Total	4310	100.00%	3,00,00,000	100.00%

SHAREHOLDING PATTERN AS ON 31/03/2010

Category	No. of Shares held	Percentage to total (%)
a. Promoters, Directors & Relatives	1,186,499	39.55
b. Mutual Funds (MF's)	0	0.00
c. Banks, Financial Institutions (FI's), Insurance Companies	200	0.01
d. Foreign Institutional Investors (FI's)	0	0
e. Domestic Companies	162,666	5.42
f. Non Resident Indians/ Overseas Corporate Bodies (NRI's/OCB's)	81,741	2.72
g. Indian Public	1,566,562	52.22
h. Clearing Member	2332	0.08
Total	3,00,000	100.00



Auditors Report on Corporate Governance

To The Members of
Conart Engineers Ltd.

We have examined the compliance of conditions of Corporate Governance by Conart Engineers Ltd. for the year ended on 31st March 2012 as stipulated in clause 49 of the Listing Agreement of the said company with the stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the company for ensuring Compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors & the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the ICAI we have to state that no investor grievances were pending for a period of one month against the company as per records maintain by the shareholders/investors Grievance Committee.

We further state that such compliance 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

Govind Agrawal & Co.

Chartered Accountants

Govind Agrawal

(Proprietor)

Place : **Mumbai**

Date 6th August, 2012

CONART ENGINEERS LIMITED[®]

Registered Office:
35, Manoj Udyog, 40/A, G. D. Ambekar Marg, Wadala, Mumbai-400 031

ATTENDANCE SLIP 38th ANNUAL GENERAL MEETING

Please complete this attendance slip and hand it over at the venue of the Meeting

Name of the Member/s. or Proxy (in BLOCK LETTERS)	Email ID	Regd. Folio/Client ID No.	No. of Shares held

I/We hereby record my/our presence at the 38th Annual General Meeting of the Company held at AOTS ALUMNI ASSOCIATION OF WESTERN INDIA', 3rd Floor, India Printing House, 42, G. D. Ambekar Marg, Wadala, Mumbai - 400 031, on Friday 21st September 2012, at 3.00 p.m.

SIGNATURE OF THE MEMBER/S OR PROXY

CONART ENGINEERS LIMITED[®]

Registered Office:
35, Manoj Udyog, 40/A, G. D. Ambekar Marg, Wadala, Mumbai-400 031

FORM OF PROXY

I/We _____ of _____ in the district of _____ a member/members of the above named Company, hereby appoint _____ of _____ in the district of _____ or failing him _____ as my/our proxy to vote for me/us on my/our behalf at the 37th Annual General Meeting of the Company to be held at AOTS ALUMNI ASSOCIATION OF WESTERN INDIA', 3rd Floor, India Printing House, 42, G. D. Ambekar Marg, Wadala, Mumbai - 400 031, on Friday 21st, September 2012, at 3.00 p.m.

Signed this _____ day of _____ 2012

Folio No.....
DPID.....
Client ID.....
No. of Shares held

1 Rs.
Revenue
Stamp

(Signature)

Notes: The proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the annual general meeting.