

20th  
**ANNUAL REPORT**  
2007-2008

Excellence in Infrastructure services

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**ARTEFACT**  
PROJECTS LTD.



## **BOARD OF DIRECTORS**

**MR. MANOJ B. SHAH**  
MANAGING DIRECTOR

**MR. PANKAJ B. SHAH**  
WHOLE TIME DIRECTOR

**Maj. Gen. (Retd.) B. K. MEHTA**  
DIRECTOR

**MR. ASHOK MEHTA**  
DIRECTOR

**MR. MOHANDAS S. ADIGE**  
DIRECTOR

**MR. GIRISH R. DHABALIA**  
DIRECTOR



**20<sup>TH</sup> ANNUAL REPORT 2007-2008**

**ARTEFACT PROJECTS LIMITED**

**BOARD OF DIRECTORS**

Mr. Manoj B. Shah  
Mr. Pankaj B. Shah  
Mr. Mohandas S Adige  
Maj Gen (Retd.) B.K. Mehta  
Mr. Ashok Mehta  
Mr. Girish R. Dhabalia

**JOINT STATUTORY AUDITORS**

M/s Chaturvedi & Shah  
M/s Naresh Patadia & Co.

**BANKERS**

Canara Bank

**REGISTERED OFFICE**

1<sup>ST</sup> Floor, Bhiwapurkar Chambers, Opp. Yashwant Stadium,  
Dhantoli, Nagpur- 440 012 (Maharashtra, India)

**REGISTRAR & SHARE TRANSFER AGENTS:**

Intime Spectrum Registry Limited  
C-13, Pannalal Silk Mills Compound  
LBS Road, Bhandup West,  
Mumbai-400 078

**CORPORATE WEBSITE**

[www.artefactprojects.com](http://www.artefactprojects.com)





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## OVERVIEW OF PAST 5 YEARS OPERATIONS

5 Years at a Glance

(Rs. Lacs)

Financial Year	2003-04	2004-05	2005-06	2006-07	2007-08
<b>PROFIT &amp; LOSS ACCOUNT</b>					
<b>Revenues :</b>					
Gross Receipt from operations (receipts from Infrastructure Project Services)	793.22	807.51	1,408.66	2077.37	2542.90
	(742.68)	(791.42)	(1,408.66)	(2077.37)	(2542.90)
Other Income	6.13	7.63	33.07	20.81	26.05
<b>Total Income</b>	<b>799.35</b>	<b>815.14</b>	<b>1,441.73</b>	<b>2098.18</b>	<b>2568.95</b>
<b>Expenditure:</b>					
Operating & Administration Expenses	704.75	723.22	1,097.21	1592.16	1967.26
<b>Operating Profit (PBIDT)</b>	<b>94.60</b>	<b>91.92</b>	<b>344.52</b>	<b>506.02</b>	<b>601.69</b>
Interest & Finance Charges	37.76	43.92	54.81	99.39	102.57
<b>PBDT</b>	<b>56.84</b>	<b>48.00</b>	<b>289.71</b>	<b>406.63</b>	<b>499.12</b>
Non Cash Charges	22.64	9.68	135.53	19.90	29.32
<b>PBT</b>	<b>34.20</b>	<b>38.32</b>	<b>154.18</b>	<b>386.73</b>	<b>469.80</b>
Tax	9.75	9.52	46.54	138.12	201.48
<b>PAT for the year</b>	<b>24.45</b>	<b>28.80</b>	<b>107.64</b>	<b>248.61</b>	<b>268.32</b>
Dividend per share proposed (Rs.)	-	-	0.50	0.75	0.75

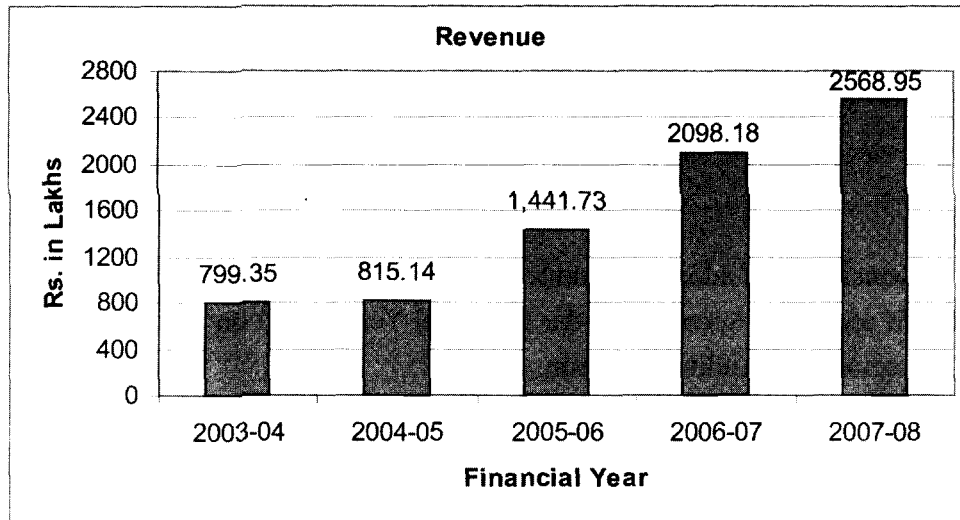
**BALANCE SHEET****(Rs. Lacs)**

<b>Financial Year</b>	<b>2003-04</b>	<b>2004-05</b>	<b>2005-06</b>	<b>2006-07</b>	<b>2007-08</b>
<b>Company's Assets</b>					
Net Block- Fixed Assets-Own	116.49	132.24	32.22	953.98	1401.80
Net Block- Fixed Assets-Leased	171.18	171.02	-----	-----	-----
Investments ( Incl. JVs)	0.01	24.55	16.84	2.01	2.01
Net Current Assets	537.82	591.62	949.54	865.70	968.24
<b>Total Assets</b>	<b>825.50</b>	<b>919.43</b>	<b>1098.60</b>	<b>1821.69</b>	<b>2372.05</b>
<b>Company's Dues</b>					
Secured Loans	163.84	227.47	327.87	812.60	1128.55
<b>Deferred tax liability</b>					<b>18.10</b>
<b>Company's Net Worth</b>					
Equity Share Capital	407.76	407.76	407.76	407.76	407.76
Reserves & Surplus	255.41	284.20	362.97	601.33	817.63
Miscellaneous Expenditure (to the extent not w/off)	1.51			-----	
<b>Total Net worth</b>	<b>661.66</b>	<b>691.96</b>	<b>770.73</b>	<b>1009.09</b>	<b>1225.39</b>
<b>TOTAL LIABILITY</b>	<b>825.50</b>	<b>919.43</b>	<b>1098.60</b>	<b>1821.69</b>	<b>2372.04</b>

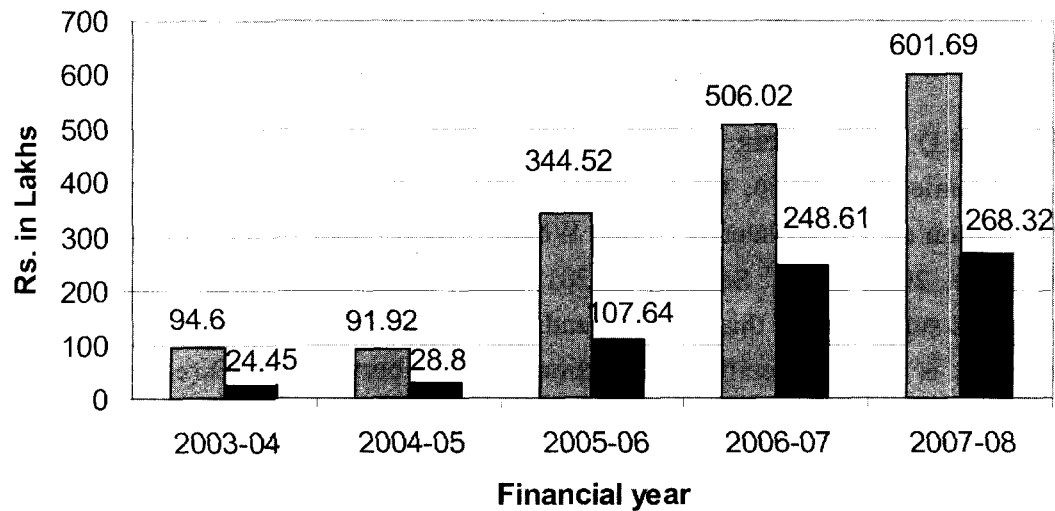
**FINANCIAL RATIOS**

<b>Ratios / Financial Year</b>	<b>2003-04</b>	<b>2004-05</b>	<b>2005-06</b>	<b>2006-07</b>	<b>2007-08</b>
Debt- Equity Ratio (times)	0.25	0.33	0.43	0.81	0.92
Earnings per Share (Rs.)	0.60	0.71	2.64	6.1	6.4
Operating Profit /NW	14.29%	13.28%	44.70%	50.15%	49.10%
PBT / NW	5.17%	5.54%	20%	38.32%	38.34%
PAT/NW	3.69%	4.16%	13.97%	24.64%	21.90%

\* Previous year's figures have been regrouped/ rearranged/ reclassified wherever necessary



**OPERATING PROFIT & PROFIT AFTER TAX**





## NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twentieth Annual General Meeting of the members of the Company will be held on 29<sup>th</sup> September, 2008 at 11.00 a.m. at the registered office of the company 1<sup>st</sup> Floor Bhiwapurkar Chambers, Dhantoli Nagpur-440 012, to transact the following business:

### As Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March 2008, and the Profit and Loss Account for the Financial Year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend as proposed, on Equity Shares of face Value Rs. 10/- each of the company
3. To appoint a Director in place of Mr. Girish Dhabalia, who retires by rotation, and being eligible, seeks reappointment
4. To re-appoint Mr. Mohandas Adige, as Whole-time Director, whose contract of appointment expires on 30<sup>th</sup> September, 2008

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Sections 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves of the re-appointment and terms of remuneration of Mr. Mohandas Adige, Whole-time Director of the Company for the period from 1<sup>st</sup> October, 2008 to 30<sup>th</sup> September, 2011 upon the terms and conditions set out in the draft Agreement submitted to this meeting and for identification signed by a Director thereof, which Agreement is hereby specifically sanctioned with liberty to the Directors to alter and vary the terms and conditions of the said re-appointment and/ or Agreement in such manner as may be agreed to between the Directors and Mr. Mohandas Adige.

5. To appoint M/s Chaturvedi & Shah, Chartered Accountants and M/s Naresh Patadia & Co., Chartered Accountants, as Joint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolutions thereof:





“Resolved that M/s Chaturvedi & Shah, Chartered Accountants and M/s Naresh Patadia & Co., Chartered Accountants, be and are hereby re-appointed as the Joint Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting, on such remuneration as may be determined by the Board of Directors.”

BY ORDER OF THE BOARD OF DIRECTORS

Date: 29<sup>th</sup> August, 2008

REGISTERED OFFICE:

1<sup>st</sup> Floor, Bhiwapurkar Chambers  
Opp. Yeshwant Stadium  
Dhantoli, Nagpur- 440 012

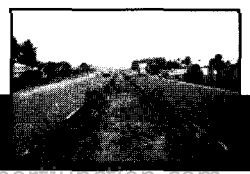
Sd/-

MANOJ B. SHAH  
MANAGING DIRECTOR

NOTES:

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1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members/Proxies should bring the Attendance slip duly filled in for attending the meeting.
3. The members are requested to notify any change of address with Pin code number to the registered office of the company. In respect of members holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of 14<sup>th</sup> of September, 2008 will be considered by the Company.
4. Register of Members/ Transfer Books of the Company will remain closed from 15<sup>th</sup> September, 2008 to 29<sup>th</sup> September, 2008 (both days inclusive) for the purpose of payment of Dividend
5. All the documents referred to in the Notice are open for inspection by the members of the Company at its Registered office between 10.00 A.M. to 1.00 P.M. on any working day of the Company, until the date of ensuing Annual General Meeting or any adjournment or adjournments thereof.
6. Information as required by Clause 49(VIA) of the Listing Agreement





## PROFILE OF MR. GIRISH DHABALIA

Born on 8<sup>th</sup> August, 1963, Mr. Girish Dhabalia has completed his graduation in Commerce and is an Advocate by profession. He is Practicing Taxation Law since 1989. He holds the various positions in different organizations. He is Secretary of Tax Bar Association, Akola and District Representative of Vidarbha Tax Practitioners Association, Nagpur.

He is also member of all India Member of Tax Practitioners Mumbai, District Sales Tax Advisory Committee Akola, and Rotary Club of Akola. He is Chairman of Taxation Committee Vidarbha Chambers of Commerce & Industries, Akola.

### He is also the Trustee of the following:

\* Shri Dasa Sorathia Vanik Gnyati Amrutwadi Trust Shree Dasa Sorathia Vanik Gnyati Ambaben Narsidas Lotia Higher Edn. Soc. Akola

\* Shri Das Sorathia Vanik Gnyati Gordhandas Vastani Medical Relief Trust, Nagpur

\* Shri Das Sorathia Vanik Gnyati Vidya Gruha, Bagasara (Gujarat)

## PROFILE OF MR. MOHANDAS SHENOY ADIGE

(Son of MR. SHENOY ADIGE)

Born on 7<sup>th</sup> November, 1944, Mr. Mohandas Adige is a Metallurgical Engineer from Banaras Hindu University with post graduation studies at the Sheffield University, UK and Diploma in Operations and Financial Management from Jammalal Bajaj Institute of Management Studies, Bombay University. Presently Mr. Mohandas Adige is on the Board of the following Public limited companies as an Independent Director:

1. Nagpur Power & Industries Ltd.
2. Birla Cotsyn Limited
3. Birla Precision Technologies Limited

He has an experience of 38 years in Industry in various capacities in the functional areas including Project Management. He has traveled to various countries for training, business development, technology transfer, purchase of capital equipment, international seminars.

He has been an active member of Confederation of Indian Industry (CII), other Industry associations & NGO's.

He has extensively networked with government bodies, financial institutions & academic institutions. Specialist in Revival & Turnaround of ailing units by re-engineering and reorganizing the units. His contribution to the company as a professional engineer and management expert is of immense value for future growth of company.