

21st Annual Report 2008-09



ARTEFACT PROJECTS LTD.

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Excellence in Infrastructure services



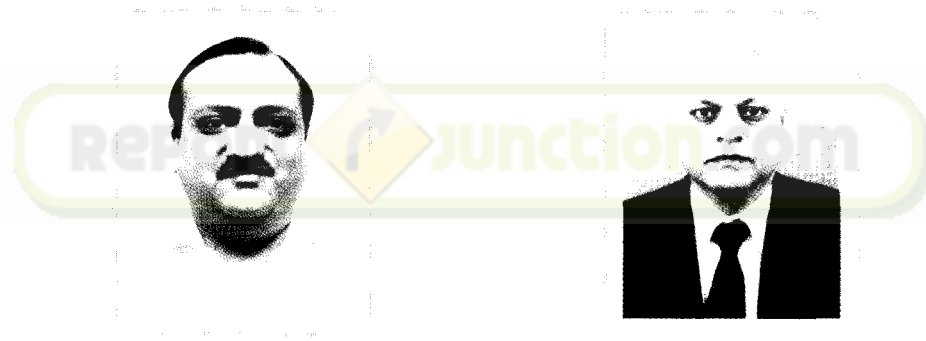


The Key Management Team Comprises of

BOARD OF DIRECTORS



Managing Director



Whole-time Director

Whole-time Director



Independent Director



Independent Director



Independent Director



21ST ANNUAL REPORT 2008 - 2009



ARTEFACT PROJECTS LIMITED

BOARD OF DIRECTORS

Mr. Manoj B. Shah
Mr. Pankaj B. Shah
Mr. Mohandas S. Adige
Mr. Deepak B. Mehta
Mr. Ashok P. Mehta
Mr. Girish R. Dhabalia

JOINT STATUTORY AUDITORS

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

BANKERS
Canara Bank

REGISTERED OFFICE

1st Floor, Bhiwapurkar Chambers, Opp. Yeshwant Stadium,
Dhantoli, Nagpur- 440 012 (Maharashtra, India)
Ph. : +91-712-3018198, 3018260
Fax : +91-712-2427830
E-mail : artefactngp@sancharnet.in
artefactngp@yahoo.com
shareholders@artefactprojects.com

REGISTRAR & SHARE TRANSFER AGENTS:

Link Intime (India) Private Limited
(formerly known as 'Intime Spectrum Registry Limited')
C-13, Pannalal Silk Mills Compound
LBS Road, Bhandup West,
Mumbai-400 078
Ph.: 022 - 25963838, Fax : 022 - 25946969

CORPORATE WEBSITE

www.artefactprojects.com



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OVERVIEW OF PAST 5 YEARS OPERATIONS

5 Years at a Glance

(Rs. Lacs)

FINANCIAL YEAR	2004-05	2005-06	2006-07	2007-08	2008-09
PROFIT & LOSS ACCOUNT					
REVENUES :					
Gross Receipt from operations	807.51	1,408.66	2077.37	2542.90	2960.55
(Receipts from Infrastructure Project Services)	(791.42)	(1,408.66)	(2077.37)	(2542.90)	(2960.55)
Other Income	7.63	33.07	20.81	26.05	23.77
Total Income	815.14	1,441.73	2098.18	2568.95	2984.32
EXPENDITURE:					
Operating & Administration Expenses	723.22	1,097.21	1592.16	1967.26	2459.85
OPERATING PROFIT (PBIDT)	91.92	344.52	506.02	601.69	524.47
Interest & Financial Charges	43.92	54.81	99.39	102.57	119.51
PBDT	48.00	289.71	406.63	499.12	404.96
Non Cash Charges	9.68	135.53	19.90	29.32	38.59
PBT	38.32	154.18	386.73	469.80	366.37
Tax	9.52	46.54	138.12	201.48	151.42
PAT for the year	28.80	107.64	248.61	268.32	214.95
Dividend per share proposed (Rs.)	-	0.50	0.75	0.75	0.75

* Previous year's figures have been regrouped, rearranged and reclassified wherever necessary.

ARTEFACT PROJECTS LIMITED**BALANCE SHEET****(Rs. Lacs)**

FINANCIAL YEAR	2004-05	2005-06	2006-07	2007-08	2008-09
COMPANY'S ASSETS					
Net Block- Fixed Assets-Own	132.24	32.22	953.98	1401.80	2156.95
Net Block- Fixed Assets-Leased	171.02	-----	-----	-----	-----
Investments (Incl. JVs)	24.55	16.84	2.01	2.01	2.01
Net Current Assets	591.62	949.54	865.70	968.24	868.47
TOTAL ASSETS	919.43	1098.60	1821.69	2372.05	3027.43

COMPANY'S DUES

Secured Loans	227.47	327.87	812.60	1128.55	1615.71
Deferred tax liability	-----	-----	-----	18.10	15.16

COMPANY'S NET WORTH

Equity Share Capital	407.76	407.76	407.76	407.76	407.76
Reserves & Surplus	284.20	362.97	601.33	817.63	988.80
Miscellaneous Expenditure (to the extent not w/off)	-----	-----	-----	-----	-----
TOTAL NET WORTH	691.96	770.73	1009.09	1225.39	1396.56

TOTAL LIABILITY	919.43	1098.60	1821.69	2372.04	2984.76
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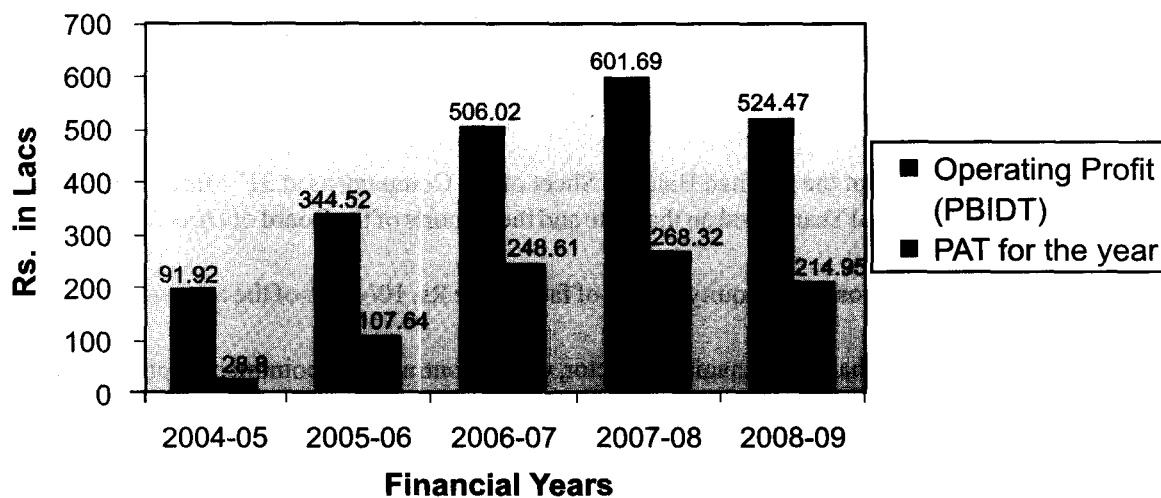
FINANCIAL RATIOS

Ratios	2004-2005	2005-2006	2006-2007	2007-2008	2008-2009
a) Total Receipts (Rs. Lacs)	815.14	1441.73	2098.18	2568.95	2984.32
Increase (%)	2%	77%	46%	22%	16%
b) EBIDTA	12%	24%	24%	23%	20%
c) PAT (Rs Crores)	0.29	1.08	2.49	2.68	2.15
d) EPS (Rs/ share)	0.71	2.64	6.1	6.4	5.08
e) Debt-Equity Ratio (times)	0.33	0.43	0.81	0.92	1.16
f) Operating Profit /NW	13.28%	44.70%	50.15%	49.10%	37.55%
g) PBT / NW	5.54%	20%	38.32%	38.34%	26.23%
h) PAT/NW	4.16%	13.97%	24.64%	21.90%	15.39%

* Previous year's figures have been regrouped, rearranged and reclassified wherever necessary

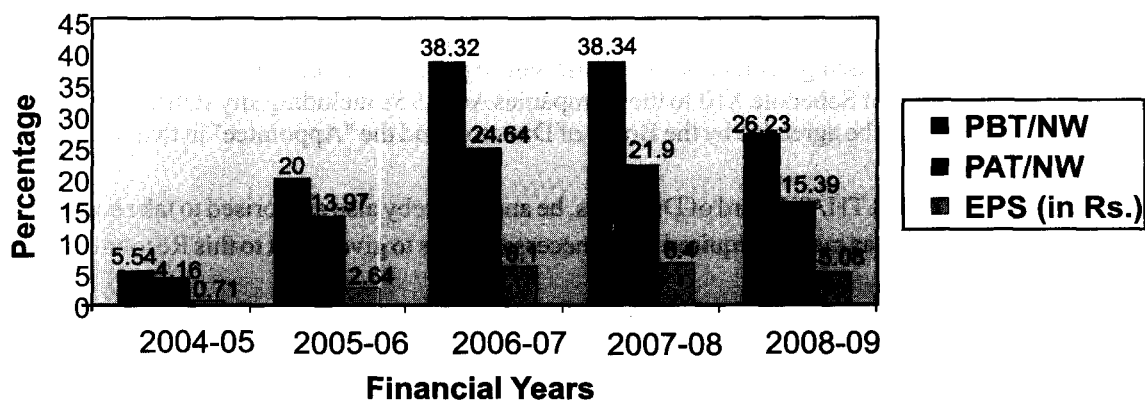


OPERATING PROFIT & PROFIT AFTER TAX



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Financial Ratios





NOTICE TO SHAREHOLDERS

Notice is hereby given that the Twenty First Annual General Meeting of the members of the Company will be held on Tuesday, 29th September, 2009 at 11.00 a.m. at the corporate office of the company at - 1st Floor, Bhiwapurkar Chambers, Opp. Yeshwant Stadium, Dhantoli, Nagpur - 440012 to transact the following business:

As Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2009, 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 re-appoint Mr. Manoj B. Shah, as Managing Director, whose contract of appointment expires on 30th October, 2009 and fixing remuneration:

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

"RESOLVED THAT Mr. Manoj B. Shah, Managing Director, be and is hereby re-appointed as the Managing Director (MD) of the Company for a period of five years with effect from 1st day of November, 2009."

"RESOLVED FURTHER in accordance with the provisions of Section 198, 269, 309 read with Schedule XIII to the Companies Act 1956 and all other applicable provisions of the said Act (including any statutory modifications or re-enactment thereof for the time being in force) THAT the consent of the Company, be and is hereby accorded to the terms and conditions including remuneration applicable for a period of 5 years w. e. f. 1st day of November, 2009, as are set out in the Agreement to be entered into between the Company and Mr. Manoj B Shah ("the Appointee"), a draft whereof is placed before this Meeting and initialed by the Chairman, for the purpose of identification and which draft is hereby approved with the authority to the Board of Directors to alter and vary the terms and conditions including remuneration of the said Appointment and/or Agreement so as not to exceed the limits specified in part II of Schedule XIII to the Companies Act, 1956 including any statutory modifications or re-enactment thereof as may be agreed to by the Board of Directors and the "Appointee" in that behalf."

"RESOLVED FURTHER THAT Board of Directors, be and is hereby also authorised to take such steps, actions and do things, deeds, matters, as may be required or are necessary so as to give effect to this Resolution".

4. To re-appoint Mr. Pankaj B. Shah, as Whole-time Director, whose contract of appointment expired on 30th September, 2008 and fixing remuneration:

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

"RESOLVED THAT Mr. Pankaj B. Shah, Whole-time Director, be and is hereby re-appointed as the Whole-time Director (WTD) of the Company for a period of five years with effect from 1st day of October, 2008."



"RESOLVED FURTHER in accordance with the provisions of Section 198, 269, 309 read with Schedule XIII to the Companies Act, 1956 and all other applicable provisions of the said Act (including any statutory modifications or re-enactment thereof for the time being in force) THAT the consent of the Company, be and is hereby accorded to the terms and conditions including remuneration applicable for a period of 5 years w. e. f. 1st day of October, 2008, as are set out in the Agreement to be entered into between the Company and Mr. Pankaj B. Shah ("the Appointee"), a draft whereof is placed before this Meeting and initialed by the Chairman, for the purpose of identification and which draft is hereby approved with the authority to the Board of Directors to alter and vary the terms and conditions including remuneration of the said Appointment and/or Agreement so as not to exceed the limits specified in part II of Schedule XIII to the Companies Act, 1956 including any statutory modifications or re-enactment thereof as may be agreed to by the Board of Directors and the "Appointee" in that behalf."

"RESOLVED FURTHER THAT Board of Directors, be and is hereby also authorised to take such steps, actions and do things, deeds, matters, as may be required or are necessary so as to give effect to this Resolution".

5. To appoint Mr. Deepak B. Mehta, as an Independent Director to fill up the casual vacancy caused due to resignation of Mr. Baljit Kumar Mehta. The present shareholding of Mr. Deepak B. Mehta along with persons acting in concert is 700 shares *i. e.* 0.02% of the Issued and Paid-up Share Capital (in the name of Mr. Baljit Kumar Mehta).
6. 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

Sd/-

Manoj B. Shah

Managing Director

Date: 30th July, 2009

REGISTERED OFFICE:

1st Floor, Bhiwapurkar Chambers

Opp. Yeshwant Stadium

Dhantoli, Nagpur- 440 012

**NOTES:**

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 R&T Agent. In respect of members holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of 14th of September, 2009 will be considered by the Company.
4. Register of Members/ Transfer Books of the Company will remain closed from 15th September, 2009 to 29th September, 2009 (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 : -

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