

26th ANNUAL REPORT
2013-14



Artefact Projects Ltd.
Excellence in Infrastructure Services

GROWTH
PROSPERITY
PROGRESS



Artefact Projects Ltd.

The Key Management Team Comprises of

BOARD OF DIRECTORS



Mr. Manoj B. Shah
Managing Director



Mr. Pankaj B. Shah
Managing Director



Mr. Siddharth P. Shah
Executive Director



Mr. Sandeep M. Batta
Independent Director



Mr. Mohandas S. Adige
Independent Director



Mr. Ashok Mehta
Independent Director



Mr. Deepak B. Mehta
Independent Director



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Board of Directors

Mr. Manoj B. Shah	Managing Director
Mr. Pankaj B. Shah	Whole-time Director
Mr. Sandeep M. Batta	Independent Director
Mr. Mohandas S. Adige	Independent Director
Mr. Deepak B. Mehta	Independent Director
Mr. Ashok Mehta	Independent Director
Mr. Girish R. Dhabalia (Resigned w.e.f. 23 rd May 2014)	Independent Director
Mr. Siddharth P. Shah	Executive Director

Company Secretary & Compliance Officer

Mr. Lucky A. Popli (Resigned w.e.f. 13th August 2014)
Ms .Shilpa A. Bhargava (Appointed w.e.f. 13th August 2014)

Auditors

M/s. Chaturvedi & Shah, Mumbai
M/s. Naresh Patadia & Co., Nagpur

Registered Office

“Artefact Towers”, 54/3, Chhatrapati Square, Wardha Road, Nagpur -440 015, Maharashtra, India
Tel: +91712-3025120
Fax: +91712-025128
Email: artefactnagpur@gmail.com
shareholders@artefactprojects.com

Registrar & Share Transfer Agents

Link Intime (India) Private Limited
C-13 Pannalal Silk Mills Compound
LBS Road, Bhandup (West),
Mumbai – 400 078
Ph: +9122 2596838

Corporate Website

www.artefactprojects.com

Corporate Consultants

MGCA Consultants Private Limited

Bankers

Canara Bank
IDBI Bank



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5 YEARS' PERFORMANCE AT A GLANCE

(₹ in Lacs)

FINANCIAL YEAR	2009-10	2010-11	2011-12*	2012-13*	2013-2014
REVENUES :					
Net Receipts from operations	2152.61	1901.35	2981.14	3,836.29	3632.62
Other Income	33.1	56.73	42.96	41.73	162.25
Total Income	2,185.71	1958.2	3024.1	3,878.02	3794.87
EXPENDITURE:					
Operating and Administrative Expenses	1673.32	1477.77	2350.21	3,157.20	3009.06
Operating Profit	512.39	480.43	673.89	720.82	785.81
Finance Cost	102.61	196.71	299.62	340.16	434.90
PBDT	409.78	283.72	374.27	380.66	350.91
Depreciation	35.26	69.32	116.16	113.56	97.26
PBT	374.52	214.4	258.11	267.09	253.65
Tax	129.05	59.57	74.77	84.53	134.10
PAT	245.47	154.83	183.34	182.56	119.55
Dividend per share proposed (Rs.)	0.75	0.75	0.75	0.75	0.75

*Consolidated figures, which includes figures of subsidiary viz. Artefact Infrastructure Ltd.

BALANCE SHEET

(₹ in Lacs)

FINANCIAL YEAR	2009-10	2010-11	2011-12**	2012-13**	2013-14
ASSETS					
Net Block- Fixed Asset-Own	2796.64	2650.15	2640.43	2,586.47	2625.62
Goodwill on Consolidation	-----	-----	173.86	174.30	174.30
Investments (Incl. JVs)	2.01	104.01	135.89	624.24	621.16
Long Term Loans and Advances	-----	41.88	410.51	1,199.09	864.13
Other Non Current Assets	-----	-----	-----	46.56	-----
Net Current Assets	1096.08	1890.7	2882.43	2,198.28	2739.55
Miscellaneous Expenditure (to the extent not w/off)	-----	-----	0.56	-----	-----
TOTAL ASSETS	3894.73	4686.74	6243.68	6,828.93	7024.76
LIABILITIES					
Equity Share Capital	407.76	497.76	552.5	552.5	552.50
Reserves & Surplus	1195.01	2094.08	3037.84	3,145.97	3243.64
Application Money Pending Allotment	1167.16	-----	-----	-----	-----
Convertible Share Warrants	-----	258.16	-----	-----	-----
Minority Interest	-----	-----	31.02	0.68	0.91
Secured Loans	1111.55	1760.47	1951.18	2,213.12	2212.15
Unsecured Loans	-----	32.1	568.9	750.00	832.65
Deferred tax liability	13.25	44.17	102.24	122.67	175.59
Other Long Term Liabilities	-----	-----	-----	38.95	2.17
Long Term Provisions	-----	-----	-----	5.03	5.15
TOTAL NET WORTH	2769.93	2849.99	3589.78	3,698.47	3796.13
TOTAL LIABILITY	3894.73	4686.74	6243.68	6,828.93	7024.76



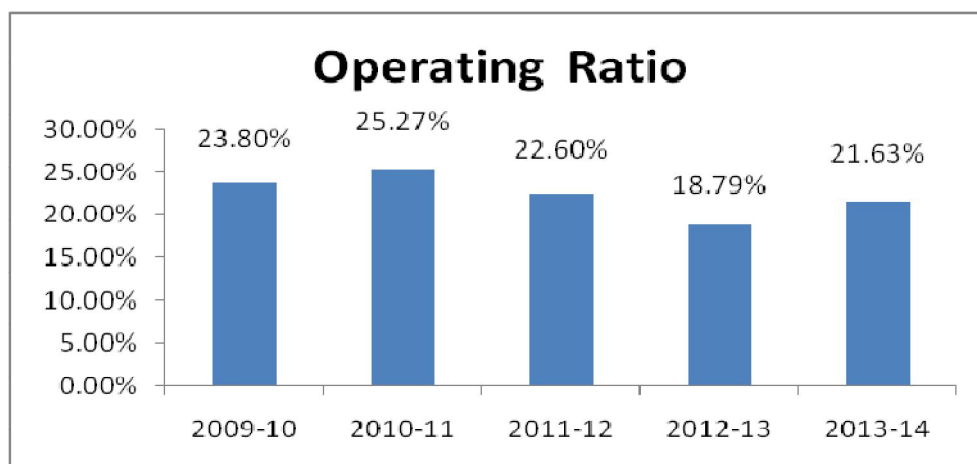
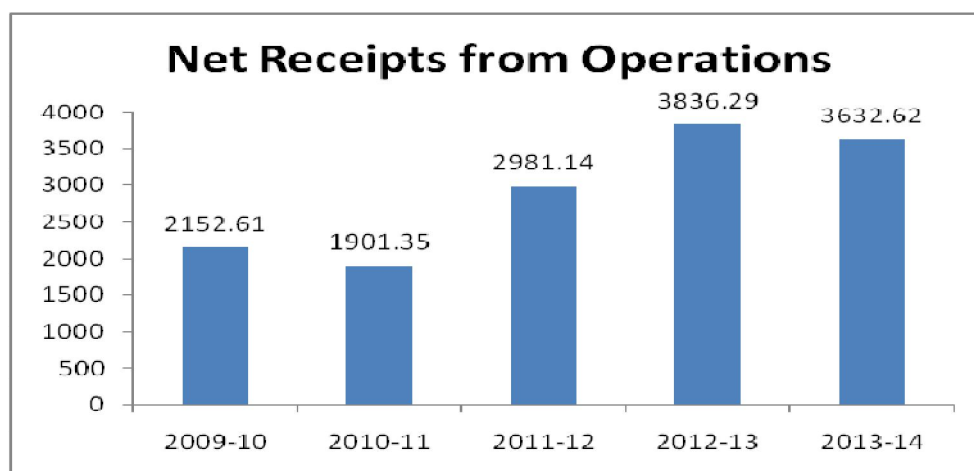
FINANCIAL RATIO

	2010	2011	2012**	2013**	2014
Operating Ratio	23.80%	25.27%	22.60%	18.79%	21.63%
PBDT Ratio	19.04%	14.92%	12.55%	9.92%	9.66%
PBT Ratio	17.40%	11.28%	8.66%	6.96%	6.98%
PAT Ratio	11.40%	8.14%	6.15%	4.76%	3.29%
Net Worth	2769.93	2849.99	3589.78	3,698.47	3796.14
Return on Equity (PBT/Equity)	13.52%	7.52%	7.19%	7.22%	6.68%
Interest Coverage Ratio	4.99	2.44	2.25	2.12	1.81
Debt Equity Ratio (Secured Loan/Equity)	0.4	0.62	0.54	0.60	0.58
EPS (Basic)	5.93	3.13	6.9	3.30	2.16
EPS (Diluted)	5.78	3.09	6.9	3.30	2.16

* Previous year's figures have been regrouped/ rearranged/ reclassified wherever required.

* EPS is calculated after considering the effect of Goodwill and Minority Interest.

** Consolidated figures, which includes figures of subsidiary viz. Artefact Infrastructure Ltd.

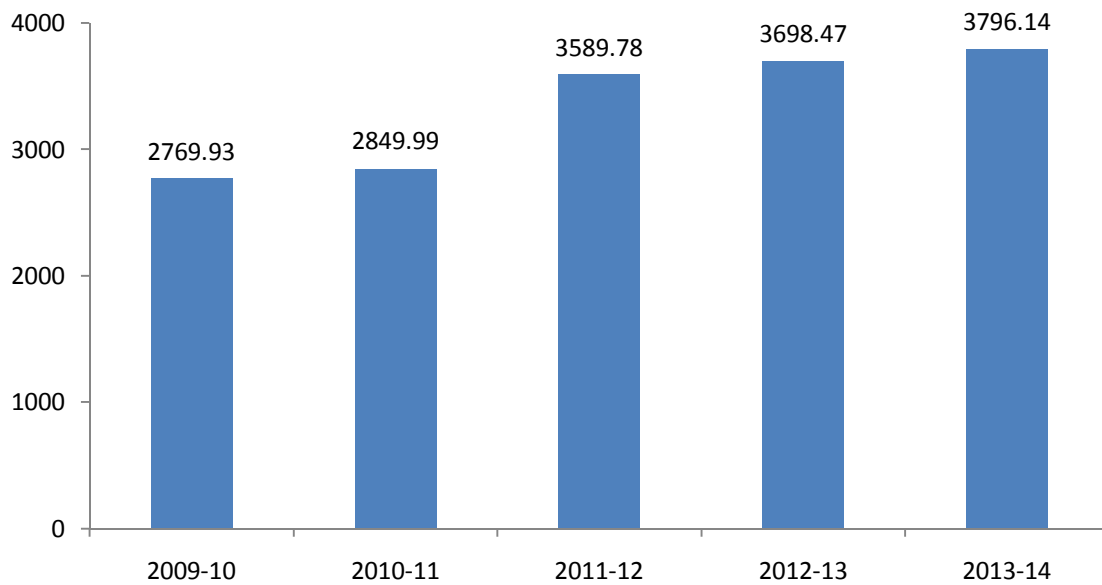




Profit after Tax



Net Worth





NOTICE

Notice is hereby given that the 26th Annual General Meeting of the members of the Company will be held on Monday, 29th September, 2014 at 11.00 A.M. at “Artefact Towers”, 54/3, Chhatrapati Square, Wardha Road, Nagpur – 440015, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Director's and Auditor's thereon.
2. To declare dividend on equity shares for the financial year ended on 31st March 2014.
3. To appoint a Director in place of Mr. Pankaj B. Shah, Whole-Time Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (having FRN: 101720W) and M/s. Naresh Patadia & Co., Chartered Accountants, Nagpur (having FRN: 106936W) as Joint Statutory Auditors of the Company to hold office from the conclusion of 26th Annual General Meeting upto the conclusion of 29th Annual General Meeting and to fix their remuneration.

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

“**RESOLVED THAT** pursuant to provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (having Firm Registration No. 101720W) and M/s. Naresh Patadia & Co., Chartered Accountants, Nagpur (having Firm Registration No. 106936W), be and are hereby re-appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of 26th Annual General Meeting till the conclusion of 29th Annual General Meeting to be held for the financial year ending 31st March, 2017 (subject to ratification of the appointment by the members at every Annual General Meeting to be held after this Annual General Meeting) and to audit financial accounts of the Company for the financial year from 2014-15 to 2016-17 and the Board of Directors of the Company be and is hereby authorised to fix the Auditor's remuneration in their consultation as may be agreed upon between the auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sandeep M. Batta (DIN: 02220509), Independent Director of the Company, who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment of Mr. Sandeep M. Batta as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such up to 31st March, 2019, who shall not be liable to retire by rotation.”



6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashok Mehta (DIN: 00023283), Independent Director of the Company, whose office is liable to determination to retire by rotation and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment of Mr. Ashok Mehta as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such up to 31st March, 2019, who shall not be liable to retire by rotation.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Deepak Mehta (DIN: 02753186), Independent Director of the Company, whose office is liable to determination to retire by rotation and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment of Mr. Deepak Mehta as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such up to 31st March, 2019, who shall not be liable to retire by rotation.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mohandas Adige (DIN: 00280925), Independent Director of the Company, whose office is liable to determination to retire by rotation and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment of Mr. Mohandas Adige as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such up to 31st March, 2019, who shall not be liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the “Approvals”) as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or be duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to borrow in any manner from time to time any sum or sums of money (ies) at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the money (ies) already borrowed or to be borrowed (apart from temporary loans and other credit facilities obtained or to be obtained from the Company’s bankers in the ordinary course of its business), whether secured or unsecured, will or may exceed the aggregate of the paid up capital and free reserves that is to say, reserves not set apart for any specific



purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of ₹ 100 Crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution from time to time.”

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or be duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to mortgage and/or to create charge in any manner, on all or any of the immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company both present and future of the Company for securing any loan obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and any other money(ies) payable by the Company or to create charge to secure any loan taken by other entities/bodies corporate, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time so secured/mortgaged shall not exceed the limit as approved under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution from time to time.”

**By Order of the Board of Directors
For Artefact Projects Limited**

Sd/-

**Manoj B. Shah
Chairman & Managing Director**

**Place: Nagpur
Date: 13th August, 2014**

REGISTERED OFFICE:

“Artefact Towers”, 54/3, Chhatrapati Nagar,
Wardha Road, Nagpur - 440 015
Maharashtra