

27th ANNUAL REPORT
2014-15



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
Whole-Time Director



Mr. Siddharth P. Shah
Executive Director



Mr. Sandeep M. Batta
Independent Director



Mr. Mohandas S. Adige
Independent Director



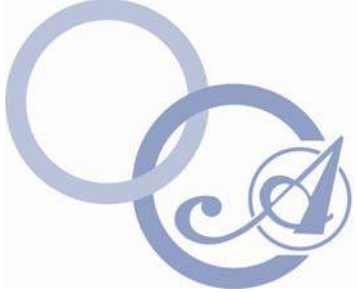
Mr. Ashok Mehta
Independent Director



Mr. Deepak B. Mehta
Independent Director



Ms. Ankita M. Shah
Non-Executive Director



Artefact Projects Ltd.

27th ANNUAL REPORT 2014 – 15

Board of Directors

Mr. Manoj B. Shah
Mr. Pankaj B. Shah
Mr. Siddharth P. Shah
Mr. Sandeep M. Batta
Mr. Mohandas S. Adige
Mr. Deepak B. Mehta

Mr. Ashok Mehta (Resigned w.e.f. 14th August 2015)
Ms. Ankita M. Shah (Appointed w.e.f. 28th March 2015)
Mr. Girish R. Dhabalia (Resigned w.e.f. 23rd May 2014)

Managing Director
Whole-time Director
Executive Director
Independent Director
Independent Director
Independent Director
Independent Director
Additional Director
Independent 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)

Chief Financial Officer

Mr. Nileshkumar Jain

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: +91712-3025128
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

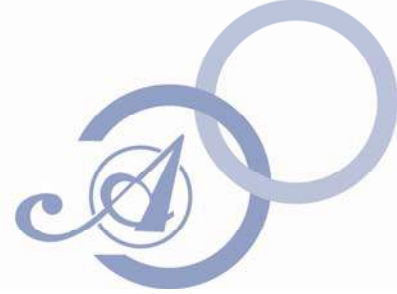
www.artefactprojects.com

Secretarial Auditor

M/s. Manish Ghia & Associates, Mumbai.

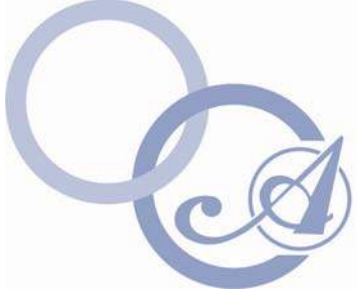
Bankers

Canara Bank



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5 YEAR'S PERFORMANCE AT A GLANCE

(₹ in Lacs)

FINANCIAL YEAR	2010-11	2011-12*	2012-13*	2013-2014*	2014-2015*
REVENUES :					
Net Receipts from operations	1901.35	2981.14	3,836.29	3632.62	4665.85
Other Income	56.73	42.96	41.73	162.25	170.21
Total Income	1958.2	3024.1	3,878.02	3794.87	4836.06
EXPENDITURE:					
Operating and Administrative Expenses	1477.77	2350.21	3,157.20	3009.05	4039.94
Operating Profit	480.43	673.89	720.82	785.82	796.12
Finance Cost	196.71	299.62	340.16	434.90	407.79
PBDT	283.72	374.27	380.66	350.92	388.33
Depreciation	69.32	116.16	113.56	97.26	96.29
PBT	214.4	258.11	267.09	253.66	292.03
Tax	59.57	74.77	84.53	134.10	102.11
PAT	154.83	183.34	182.56	119.56	189.92
Dividend per share proposed (₹)	0.75	0.75	0.75	0.75	NIL

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

BALANCE SHEET

(₹ in Lacs)

FINANCIAL YEAR	2010-11	2011-12**	2012-13**	2013-14**	2014-15**
ASSETS					
Net Block- Fixed Asset-Own	2650.15	2640.43	2,586.47	2625.62	2520.97
Goodwill on Consolidation	-----	173.86	174.30	174.30	174.30
Investments (Incl. JVs)	104.01	135.89	624.24	621.16	320.20
Long Term Loans and Advances	41.88	410.51	1,199.09	864.13	560.12
Other Non Current Assets	-----	-----	46.56	-----	-----
Net Current Assets	1890.7	2882.43	2,198.28	2739.55	3094.63
Miscellaneous Expenditure (to the extent not w/off)	-----	0.56	-----	-----	-----
TOTAL ASSETS	4686.74	6243.68	6,828.93	7024.76	6670.22
LIABILITIES					
Equity Share Capital	497.76	552.5	552.5	552.50	552.50
Reserves & Surplus	2094.08	3037.84	3,145.97	3243.64	3467.74
Application Money Pending Allotment	-----	-----	-----	-----	-----
Convertible Share Warrants	258.16	-----	-----	-----	-----
Minority Interest	-----	31.02	0.68	0.91	0.56
Secured Loans	1760.47	1951.18	2,213.12	2212.15	2106.47
Unsecured Loans	32.1	568.9	750.00	832.65	325.00
Deferred tax liability	44.17	102.24	122.67	175.59	212.22
Other Long Term Liabilities	-----	-----	38.95	2.17	-----
Long Term Provisions	-----	-----	5.03	5.15	5.73
TOTAL NET WORTH	2849.99	3589.78	3,698.47	3796.13	4020.24
TOTAL LIABILITY	4686.74	6243.68	6,828.93	7024.76	6670.22



FINANCIAL RATIO

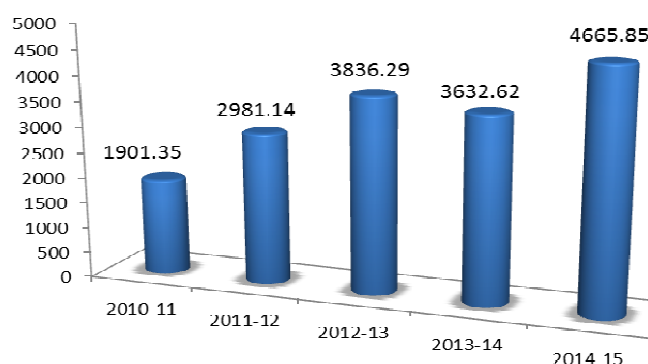
	2011	2012**	2013**	2014**	2015**
Operating Ratio	25.27%	22.60%	18.79%	21.63%	17.06%
PBDT Ratio	14.92%	12.55%	9.92%	9.66%	8.32%
PBT Ratio	11.28%	8.66%	6.96%	6.98%	6.26%
PAT Ratio	8.14%	6.15%	4.76%	3.29%	4.07%
Net Worth	2849.99	3589.78	3,698.47	3796.14	4020.24
Return on Equity (PBT/Equity)	7.52%	7.19%	7.22%	6.68%	7.26%
Interest Coverage Ratio	2.44	2.25	2.12	1.81	1.95
Debt Equity Ratio (Secured Loan/Equity)	0.62	0.54	0.60	0.58	0.52
EPS (Basic)*	3.13	6.9	3.30	1.77	3.40
EPS (Diluted)*	3.09	6.9	3.30	1.77	3.40

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

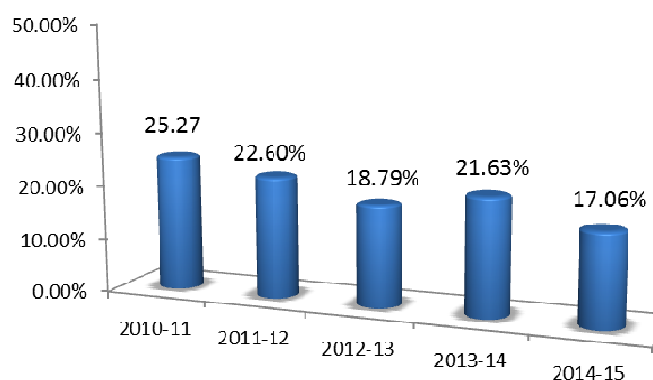
* EPS is calculated after considering the effect of Goodwill and Minority Interest.

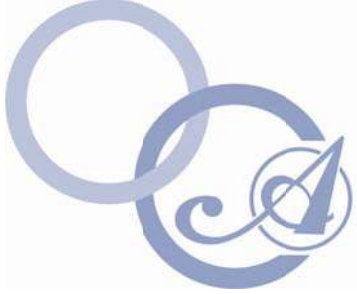
**Consolidated figures, which includes figures of subsidiary viz. Artefact Infrastructure Ltd.

Net Receipts from Operations

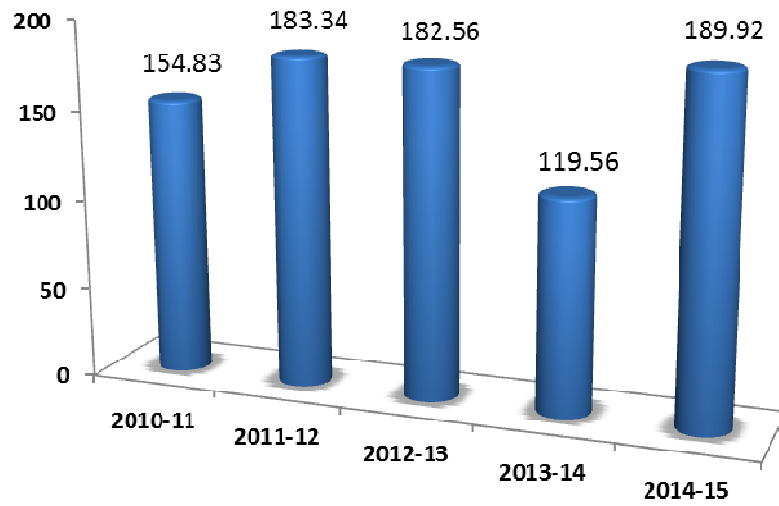


Operating Ratio

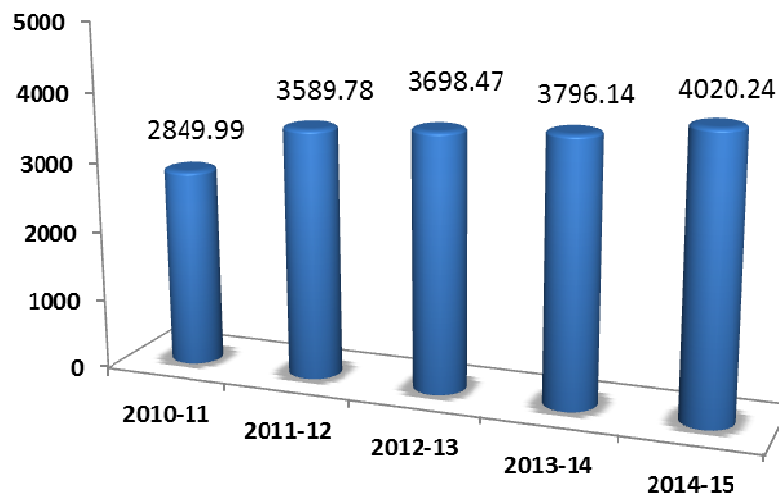




Profit after Tax



Net Worth





NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of the Company will be held on Tuesday, 29th September, 2015 at 11.00 A.M. at “Artefact Towers”, 54/3, Chhatrapati Square, Wardha Road, Nagpur – 440015, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) for the year ended 31st March, 2015 together with the Reports of the Board of Director’s and Auditor’s thereon.
2. To appoint a director in place of Mr. Siddharth P. Shah (DIN: 05304116), Executive Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (having FRN: 101720W) and M/s. Naresh Patadia & Co., Chartered Accountants, Nagpur (having FRN: 106936W) as approved by members at the 26th Annual General Meeting as Joint Statutory Auditors of the Company, to hold office from the conclusion of 26th Annual General Meeting until the conclusion of the 29th Annual General Meeting and to fix their remuneration for the financial year ending 2016.

To consider and if thought fit, to pass 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 and the resolution passed by the members at the 26th Annual General Meeting held on 29th September, 2014, the appointment of 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) 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, be and is hereby ratified and the Board of Directors of the Company be and is hereby authorised to fix the Auditor’s remuneration payable for the financial year ending 31st March, 2016 in consultation with the auditors.”

SPECIAL BUSINESS

4. Appointment of Ms. Ankita M. Shah (DIN: 06772621) as Director of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Ankita Shah (DIN: 06772621), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Ms. Ankita Shah for the office of Director, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.”

5. Adoption of new set of Articles of Association of the Company.

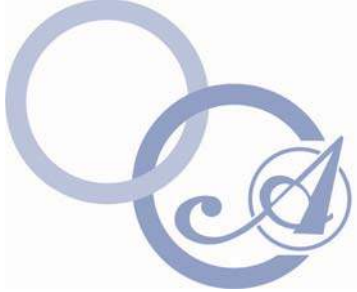
To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the new set of Articles of Association be and is hereby approved and adopted as the new Articles of Association of the Company in substitution and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to carry on the purpose of the aforesaid resolution”.

6. Increase in the limits for Loans and Investments.

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



“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings 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”), consent of the members of the Company be and is hereby accorded to the Board to give loan to any person or other body corporate or to give guarantee or provide security in connection with a loan taken by associates or any person or other body corporate; and to acquire by way of subscription, purchase or otherwise securities of anybody corporate on such terms and conditions as the Board, may, in its absolute discretion deem fit, notwithstanding the fact that the aggregate of the investments, so far made, or securities so far provided, loan/guarantee so far given by the Company along with the proposed investments which exceeds 60% of the paid up capital, free reserves and securities premium account or 100% of the free reserves and securities premium account, whichever is higher, provided that the maximum amount of investment made or loan/guarantee given / security provided by the Company shall not exceed the sum of ₹ 100 Crores (Rupees One Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution.”

7. Approval of Related Party Transactions:

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

“RESOLVED THAT pursuant to the provisions of amended Clause 49 of Listing Agreement read with Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Meeting of Board and its Powers) Rules, 2014, consent of the members of the Company be and is hereby accorded to enter into a Related Party Transactions with the following parties for a period of 3 years w.e.f. 1st April, 2015 for the values as follows:

Name of the Related Parties	Nature of transactions	Approximate Value of Transaction			
		1.04.2015-30.09.2015	01.10.2015-31.03.2016	2016-17	2017-18
Artefact Infrastructure Limited, Wholly Owned Subsidiary	Rendering of services under Project Management Consultancy Contract	₹125 Lacs	₹125 Lacs	₹3 Cr.	₹5 Cr.
Zaidun Leeng Sdn. Bhd. – Artefact Projects, Joint Venture	Loans and Advances	₹250 Lacs	₹250 Lacs	₹400 Lacs	₹300 Lacs
	Availing Loans	₹100 Lacs	₹100 Lacs	₹200 Lacs	₹200 Lacs
	Rendering of services under Project Management Consultancy Contract	₹150 Lacs	₹150 Lacs	₹250 Lacs	₹200 Lacs

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to carry on the purpose of the aforesaid resolution”.

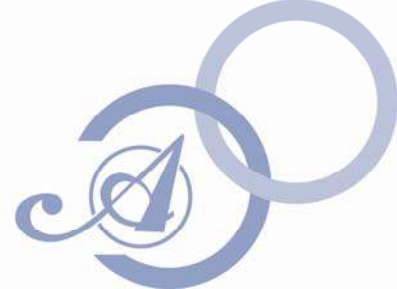
**By Order of the Board of Directors
For Artefact Projects Limited**

**Place: Nagpur
Date: 14th August, 2015**

**Sd/-
Manoj B. Shah
Chairman & Managing Director**

REGISTERED OFFICE:

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



NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID THE INSTRUMENT APPOINTING PROXY SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business, is annexed hereto and forms part of this Notice.
3. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting(including through remote e-voting) or any adjournment thereof.
4. Members/Proxies are requested to bring their duly filled Attendance Slip and original photo identity proof along with their copy of Annual Report at the Meeting.
5. Pursuant to Clause 16 of the Listing Agreement, Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 26th September, 2015 to Tuesday, 29th September, 2015 (both days inclusive).
6. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the Annual General Meeting.
7. Members holding shares in physical form are requested to notify immediately of any change in their address or bank mandates to the Company / Registrar and Share Transfer Agents (RTA) quoting their Folio Number and Bank Account details along with self-attested documentary proof. Members holding shares in the electronic form may update such details with their respective Depository Participants.
8. Members desirous of obtaining any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary at the Registered Office of the Company at least seven days in advance of the meeting to enable the Company keep the information readily available at the meeting.
9. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
10. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited for consolidation of all such shareholding into one folio to facilitate better services.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrars & Share Transfer Agents of the Company.
12. Non Resident Indian members are requested to inform Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if not furnished earlier.
13. Pursuant to provisions of Sections 205A and 205C of the Companies Act, 1956, the Company has transferred the unclaimed or unpaid dividends for the financial year 2006-07 on due date, to the Investors Education & Protection Fund established by the Central Government and no claims shall lie against the said fund or the Company for the amount of