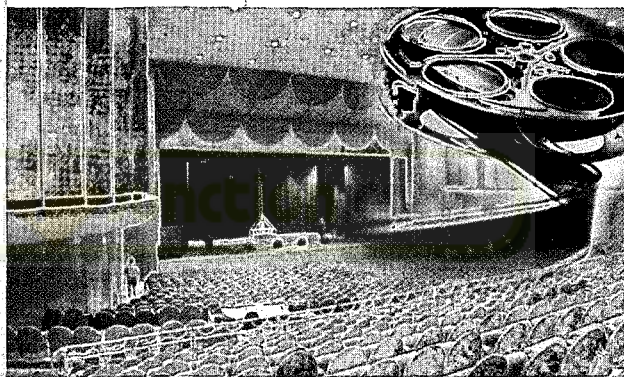
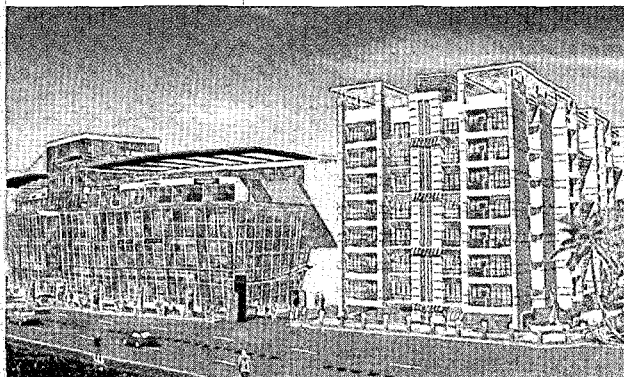


14<sup>th</sup>  
ANNUAL REPORT  
2006 - 2007

REPORT



CONTINUOUS GROWTH

IS A FACT OF LIFE

# FACT ENTERPRISE LIMITED

Report Junction.com

14<sup>th</sup>  
ANNUAL REPORT  
2006 - 2007

**BOARD OF DIRECTORS**

Mr. Rajiv Kashyap	<i>Chairman cum Managing Director</i>
Mr. Dattapal C. Neroy	<i>Director</i>
Dr. Praful Sadanand Rane	<i>Director (Casual Director)</i>
Mrs. Sanju S. Nandwani	<i>Director</i>
Mr. Varun S.Gautam	<i>Director</i>

**REGISTERED OFFICE**

51 / 54, 2nd Floor, Juhu Supreme Shopping Centre,  
Gulmohar Cross Road No. 9, J.V.P.D. Scheme,  
Mumbai - 400 049.  
Tel. : +091 - 22 - 2670 5025 / 27 / 6556 86 95  
Fax : +091 - 22 - 2623 22 08  
Website : [www.factent.com](http://www.factent.com)  
E-mail : [fel\\_2006@rediffmail.com](mailto:fel_2006@rediffmail.com)

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**AUDITORS**

M.V. DAVE & CO.  
Chartered Accountants  
Mumbai

**COMPANY SECRETARY  
CUM COMPLIANCE OFFICER**

Mr. Jayant Prakash

**BANKERS**

Punjab National Bank, Fort, Mumbai  
Oriental Bank of Commerce, Kandivali, Mumbai  
Union Bank of India, Ville Parle (E), Mumbai

**REGISTRAR & SHARE  
TRANSFER AGENT**

BIG SHARE SERVICES PVT. LTD.  
E-2/3, Ansa Industrial Estate, Saki-Vihar Road,  
Saki Naka, Andheri (E), Mumbai 400 072.



# NOTICE

**Notice** is hereby given that the Fourteenth Annual General Meeting of FACT ENTERPRISE LIMITED will be held at Senate Hall, Anand Bhavan, Gandhi Gram Road, Near Hare Krishna Temple, Juhu, Andheri (West), Mumbai-400049, on Tuesday 25<sup>th</sup> September, 2007 at 11:00 a.m. to transact the following business:

## ORDINARY BUSINESS:

1. To consider, approve and adopt the audited Balance Sheet as on 31<sup>st</sup> March 2007, The Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividends on equity shares for the year.
3. To appoint Auditors and fix their remuneration.
4. To appoint a director in place of Mrs. Sanju Nandwani, who has been appointed as an Independent Director and is eligible for re-appointment.
5. To appoint a director in place of Mr. Varun Sadashiv Gautam, who has been appointed as an Independent Director and is eligible for re-appointment.

## SPECIAL BUSINESS:

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

**"RESOLVED AS AN ORDINARY RESOLUTION THAT** pursuant to the provisions of section 94(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force) notwithstanding any resolution passed earlier in this respect, the Authorized Share Capital of the Company be and is hereby increased from Rs.6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 Equity Shares of Rs.10/-each to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 Equity Shares of Rs.10/-each by creation of an additional One Crore Ninty Lakhs Equity Shares of Rs. 10/- .

**RESOLVED FURTHER THAT** the existing clause V of the Memorandum of Association of the Company as to Share Capital be and is hereby substituted:

### Clause V:

**V.** The Authorized Share Capital of the company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 Equity Shares of Rs.10/- (Rupees Ten Only) each with rights, privileges and conditions attaching thereto as are provided by the terms of issue or the regulations of the Company for the time being. The Company shall have powers to increase or reduce the share capital of the company and to divide the shares in the capital for the time being, whether original or increased, into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions whether in regard to dividend, voting, return of capital or otherwise as may be determined.



## NOTICE

The Company shall also have powers to vary, modify or abrogate any such rights, privileges or conditions attached to any shares in any such manner as may for the time being be provided by the regulations of the company or by law.

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

**RESOLVED THAT** under Section 31 and other applicable provisions of the Companies Act, 1956 the existing regulation 4 of the Articles of Association "The Authorised Share Capital of the Company is Rs. 6,00,00,000/- (Rupees 6 Crores only) divided into 60,00,000/- (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each" be substituted with "The Authorised Share Capital of the Company as mentioned in Clause V of the Memorandum of Association may be increased or decreased or varied from time to time.

**3. 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 81, 81(IA) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company and listing agreement(s) entered into by the company with the Stock Exchange(s) and subject to the guidelines and approvals of the Securities and Exchange Board of India (SEBI) and the approval of Reserve Bank of India (RBI), if necessary, and also subject to such terms and conditions, alterations / deletions and modifications as may be required or prescribed under the requisite approvals, consents and guidelines which may be agreed to by the Board of Directors of the Company ( hereinafter called the "Board". Which term shall be deemed to include any committee constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) the consent of the Company be and is hereby accorded to the Board to offer, issue and allot Equity Shares of Rs. 10/- (Rupees Ten) each for cash at par per share on Rights Basis in the ratio of 3(Three) equity share for every 1(one ) equity share held by the shareholders whose names appear on the Register of Members or on the list of depositories as beneficial owners as at the end of the business hours on such date as may be fixed for the purpose by the Board (hereinafter referred to as the "RECORD DATE"), or to such person or persons who may or may not be shareholders of the Company, may be renouncees, underwriters(if underwritten) and others in whose favour (in full or in part), the rights may be renounced by respective shareholders on such terms and conditions, as the Board may in its absolute discretion think fit, in consultation with the lead Managers, Advisors and /or such other persons as it may think fit."

**"RESOLVED FURTHER THAT :**

- a The new equity shares to be issued / allotted in pursuance of this resolution shall be subject to the provisions of the Memorandum of Associations and Articles of Associations of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company.
- b The shareholders shall have right to renounce any / all the shares to which he /she is entitled and also to apply for additional shares.
- c The un-subscribed portion, or over subscribed, if any, of the above issue of equity shares be issued and allotted or otherwise disposed off by the Board in its absolute discretion in such manner as the Board may deem fit, but, however subject to the term of this Resolution and the letter of Offer.





## NOTICE

d The shares proposed to be issued shall be made in dematerialised form and in respect of shareholders holding shares in physical form, share certificates will be issued."

"RESOLVED FURTHER that to give effect to these resolutions, the Board be and is hereby authorised inter-alia:

1. To settle any question or difficulty that may arise with regard to the issue and allotment of the aforesaid equity shares.
2. To finalize / prescribe the forms of Letter of Offer / Forms of Application including renunciation form.
3. To make requisite adjustment with regard to the issue and allotment of Equity Shares.
4. To decide on the terms of payment for the Equity Shares including amount to be paid on application, allotment and calls.
5. To submit the requisite applications to various authorities for securing the necessary approvals which may be required from time to time.
6. To apply to the Bombay Stock Exchange for permission to list the Equity Shares as the Board may deem fit. To do all such acts, deeds, matters and things and to sign all such papers, documents and agreements, as may be necessary to seek the listing of such shares in one or more Stock Exchanges with the power to sign and settle any query, difficulty or doubt that may arise in regard to the issue.
7. To appoint Lead Manager / Managers, Consultants, Advisors, Underwriters, Bankers, Auditors, Registrar, Brokers, etc., and other agencies as may be required for the purpose and to give such directions and / or instructions as it may, from time to time deem necessary.
8. To do all such acts, deeds, matters, and things, sign all such papers, documents and agreements, make all such application(s) and take all such actions as may be necessary or considered expedient or deemed fit by the Board for the purpose."

"RESOLVED FURTHER that the Board be and is hereby specifically authorised to decide , accept , agree to any alteration in the size of the issue, the price of the shares to be issued , the amount of premium, on shares or such other terms and conditions of the said issue as may be suggested or decided in consultation with the Lead Managers or as may be prescribed and suggested by the SEBI or other concerned authorities or as per applicable guidelines from time to time , without requiring any further approval of the Members."

### 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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. THE EXPLANATORY STATEMENT U/S 173(2) OF THE COMPANIES ACT 1956 FOR THE SPECIAL BUSINESS TO BE TRANSACTED AT THE 14<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY IS ENCLOSED HERewith.
3. The Register of Members and the Share Transfer Register of the Company shall remain closed from 22<sup>nd</sup> September 2007 to 25<sup>th</sup> September 2007 (both days inclusive). The dividend for financial year 2006-2007 would be paid to the members on record date.



## NOTICE

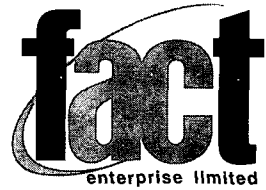
4. Members are requested to notify immediately any change in their addresses along with pincode numbers to the company or the share transfer agent of the company Registrar & Share Transfer Agent Big Share Services Pvt. Ltd. E-2/3, Ansa Industrial Estate, Saki-Vihar Road, Saki Naka, Andheri (E), Mumbai 400 072.
5. Individual shareholders can take the facility of nomination. For further detail in this regard shareholders may contact share transfer agent of the Company.
6. The shares of the Company are transacted in compulsory dematerialized form. Shareholders are requested to convert their shares in Demat form at the earliest possible.
7. Members are requested to quote their account/folio no. in all correspondence with the company.
8. Members attending the annual general meeting are requested to bring along their copies of the annual report, as the same will not be distributed at the meeting.
9. Members desiring any information on the Accounts are requested to write to the company at least one week before the meeting so as to enable the management to keep the information ready at the meeting.

BY ORDER OF THE BOARD,  
For FACT ENTERPRISE LTD

Place: Mumbai

Dated: 27<sup>th</sup> August, 2007

Mr. RAJIV KASHYAP  
CHAIRMAN & MANAGING DIRECTOR



## EXPLANATORY STATEMENT

### EXPLANATORY STATEMENT U/S 173(2) OF THE COMPANIES ACT 1956 FOR THE SPECIAL BUSINESS TO BE TRANSACTED AT THE 14<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY.

#### Item Nos: 1 of the Special Business:

The Board of Directors of your company has proposed to increase the authorized share capital of the company. After considering the present business scenario and the future growth of the company and considering the new projects in hand, the Board of Directors are of the opinion that it is necessary for the company to go for increased capital.

The above resolution is proposed to be passed as an ordinary resolution.

#### Item Nos: 2 of the Special Business:

To harmonise the changes in Memorandum of Association regarding increase in Authorised share capital under clause V we require to change the regulation 4 of the Articles of Association of the Company.

#### Item Nos: 3 of the Special Business:

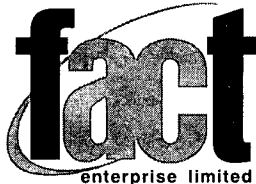
As your company is in Construction, property development and media which by its very nature require huge funds timely. Looking at the regular need of fund your Company has decided to go for right issue of Equity Shares. Your company is in a very big way in construction and has the following projects in hand :- Krishna Marvel at Juhu (joint project), Balmiki Nagar at Bandra Kurla Complex, Dave Compound at Goregaon (W), Shastri Nagar at Santacruz (W), Amrut Nagar at Jogeshwari (W) and Vishwanjali at Kalina, Santacruz (E). This projects will envisage huge capital expenditure. To part finance the future need of capital as well as working capital requirement your Company is preparing for Right issue. ~~Your~~

BY ORDER OF THE BOARD,  
For **FACT ENTERPRISE LTD**

Place: Mumbai  
Dated: 27<sup>th</sup> August'2007

**Mr. RAJIV KASHYAP**  
**CHAIRMAN & MANAGING DIRECTOR**





## Information regarding the Directors as per Clause 49-IV(G)

### Information regarding the Directors to be furnished as per Clause 49-IV(G) of the Listing Agreement:

As required under the Listing Agreement, the particulars of Directors who are proposed to be reappointed are given below:

#### 1. Mrs. Sanju Nandwani:

**Name** : Mrs. Sanju Nandwani  
**Qualification** : B, Sc. (O.T.), D.M.M.  
**Profile** : Mrs. Sanju Nandwani is a financial consultant and has extensive experience in marketing of FMCG products for more than 10 years.

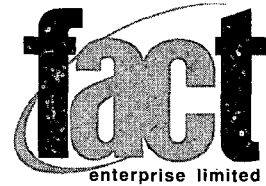
#### 2. Mr. Varun Sadashiv Gautam:

**Name** : Mr. Varun Sadashiv Gautam  
**Qualification** : B.Com.  
**Profile** : Mr. Varun Sadashiv Gautam has extensive experience in media & journalism field for more than 19 years.

reportjunction.com BY ORDER OF THE BOARD,  
For **FACT ENTERPRISE LTD.**

Place: Mumbai  
 Dated: 27<sup>th</sup> August' 2007.

**Mr. RAJIV KASHYAP**  
**CHAIRMAN & MANAGING DIRECTOR**



# DIRECTORS' REPORT

## FACT ENTERPRISE LIMITED

To  
The Members of **Fact Enterprise Limited**

Your Directors are pleased to present the 14<sup>th</sup> Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March 2007.

### I. FINANCIAL HIGHLIGHTS:

Particulars	Year ended 31-3-2007 (Rs. in thousand)	Year ended 31-3-2006 (Rs. in thousand)
Turnover	19,093.30	10,654.46
Profit before Interest, Depreciation and Tax	15,749.83	8,612.83
<b>Less:</b>		
(i) Interest:	...	...
(ii) Depreciation	14.82	8.33
Profit after Interest and Depreciation	15,735.01	8,604.50
Profit before Taxation	15,735.01	8,604.50
Provision for Taxation (after adjustment of deferred Tax)	401.32	965.42
Profit after Tax	15,333.69	7,639.08
<b>Add:</b> Amount brought Forward from last year	3,824.72	685.63
Amount Available for Appropriation	19,158.41	8,324.71
<b>Less:</b> Appropriations :		
Amount Transferred to General Reserve	5,400.00	4,500.00
Interim Dividend / Proposed Dividend	2,523.90	...
Provision for tax on proposed Dividend	428.94	...
Balance carried to Balance Sheet	10,805.57	3,824.71