



# ARTEFACT PROJECTS LTD.

Project Management Consultants, Consulting Engineers & Planners

Registered & Corporate Office :

"Artefact Towers", 54/3, Chhatrapati Square, Wardha Road,  
Nagpur 440 015, Maharashtra, India

Phone : +91 - 712 - 3025120, 3018260 (10 Lines), Fax No : +91 - 712 - 3025128

Email : artefactngp@artefactprojects.com, info@artefactprojects.com

Website : www.artefactprojects.com, CIN ; L65910MH1987PLC044887

APL/2016-17/6001/ 10

05<sup>th</sup> June, 2017

To,

**The Manager - DCS**

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai - 400 001

Dear Sir,

**Scrip Code - 531297**

**Sub: Intimation of Annual General Meeting of the Company and Book Closure**

With reference to the captioned subject, we wish to inform you that the 29<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on Friday, 30<sup>th</sup> June, 2017 at 11.00 a.m. at Block No. 107, 4<sup>th</sup> Floor, "Artefact Towers", 54/3, Chhatrapati Square, Wardha Road, Nagpur - 440 015. A copy of Notice of 29<sup>th</sup> AGM alongwith Attendance Slip and Proxy Form is enclosed herewith.

Further, pursuant to the provisions of Section 91 of Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 27<sup>th</sup> June, 2017 to Friday, 30<sup>th</sup> June, 2017 (both days inclusive) for the purpose of AGM. Intimation of book closure in prescribed format is also enclosed herewith.

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For Artefact Projects Limited

  
Shilpa A. Bhargava

Company Secretary & Compliance Officer

M. No. ACS: 36207



**Attn. Market Operations Department**

**Name of the Company: Artefact Projects Limited**

Security Code	Type of Security	Book Closure		Record date	Purpose
		From	To		
531297	Equity	Tuesday, 27 <sup>th</sup> June, 2017	Friday, 30 <sup>th</sup> June, 2017	N.A.	29 <sup>th</sup> Annual General Meeting

For Artefact Projects Limited

  
Shilpa A. Bhargava  
Company Secretary & Compliance Officer  
M. No. ACS: 36207



**NOTICE :**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting (AGM) of the members of the Company will be held on Friday, 30<sup>th</sup> June, 2017 at 11.00 A.M. at the registered office of the Company at Block No. 107, 4<sup>th</sup> Floor, "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 of the Company for the year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors' and Auditors' thereon;
2. To appoint a Director in place of Ms. Ankita Shah (DIN: 06772621), Whole-Time Director who retires by rotation and being eligible, offers herself for re-appointment;
3. To appoint M/s. Banthia Damani & Associates, Chartered Accountants, Nagpur (FRN:126132W) as the Statutory Auditor of the Company to hold office from the conclusion of 29<sup>th</sup> Annual General Meeting upto the conclusion of the 34<sup>th</sup> Annual General Meeting and to fix their remuneration in place of retiring Joint Statutory Auditors M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai, (FRN: 101720W) and M/s. Naresh Patadia & Co., Chartered Accountants, Nagpur (FRN: 106936W) who hold office upto the conclusion of ensuing Annual General Meeting (AGM) in compliance with the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the term of existing Joint Statutory Auditors of the Company expires at the conclusion of the ensuing Annual General Meeting and they cannot continue after the conclusion of the term of their 3 years of appointment. Hence, the appointment of Statutory Auditors stated above is proposed.

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

"**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Banthia Damani & Associates, Chartered Accountants, Nagpur (FRN:126132W), be and is hereby appointed as the Statutory Auditor of the Company to hold office from the conclusion of 29<sup>th</sup> Annual General Meeting upto the conclusion of the 34<sup>th</sup> Annual General Meeting to be held for the financial year ending 31<sup>st</sup> March, 2022 (subject to ratification by the members at every AGM held after this AGM) and to audit financial statements of the Company for the financial years from 2017-18 to 2021-22 in place of retiring Joint Statutory Auditor M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai, (FRN: 101720W) and M/s. Naresh Patadia & Co., Chartered Accountants, Nagpur (FRN: 106936W), who hold office upto the conclusion of 29<sup>th</sup> Annual General Meeting and the Board of Directors of the Company be and are hereby authorized to fix the remuneration as may be agreed upon between the auditors and the Board of Directors of the Company."

**SPECIAL BUSINESS:**

4. **APPOINTMENT OF MS. ANKITA M. SHAH (DIN: 06772621) AS WHOLE-TIME 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 Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, Ms. Ankita M. Shah (DIN: 06772621), Director be and is hereby appointed as Whole-Time Director of the Company for a period of 3 years w.e.f. 2<sup>nd</sup> January, 2017 at a remuneration including all perquisites and allowances which shall not exceed the following limits:

(Amount in ₹)

Particulars	In the Financial Year 2016 -17	From Financial Year 2017 -18 onwards (per annum)
Lumpsum Remuneration	6,00,000/-	24,00,000/-
Reimbursables	75,000/-	3,00,000/-
<b>Total</b>	<b>6,75,000/-</b>	<b>27,00,000/-</b>

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of Ms. Ankita M. Shah as Whole-Time Director of the Company, the remuneration as approved by this resolution, shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take necessary actions and do all such acts, deeds, matters and things, as may be required from time to time to give effect to this resolution.”

**5. APPOINTMENT OF MR. SUDHIR GUPTA (DIN: 07780511) AS AN INDEPENDENT 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 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sudhir Gupta (DIN: 07780511), who was appointed as an Additional (Independent) Director of the Company w.e.f. 31<sup>st</sup> March, 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company, holds office upto the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 30<sup>th</sup> March, 2018 who shall not be liable to retire by rotation.”

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

Sd/-

**Siddharth P. Shah**  
Executive Director  
DIN: 05304116

**Place: Nagpur**

**Date: 23<sup>rd</sup> May, 2017**

**Registered Office :**

Block No. 107, 4<sup>th</sup> Floor,  
"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. THE PROXY FORMS, IN ORDER TO BE VALID, 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.** Further, a person can act as proxy on behalf of member or 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 shareholder.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses 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 duly filled Attendance Slip along with their copy of Annual Report at the venue of the Meeting.
5. Pursuant to Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 27<sup>th</sup> June, 2017 to Friday, 30<sup>th</sup> June, 2017 (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 (AGM).
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 quoting their Folio Number and Bank Account details along with self-attested documentary proofs. 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 (RTA), 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 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 RTA of the Company.
12. Non Resident Indian members are requested to inform the 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 Section 124 and 125 of the Companies Act 2013, the Company has transferred the unclaimed or unpaid dividends for the financial year 2008-09 to the Investors Education & Protection Fund established by the Central Government.

Pursuant to the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company for the financial year 2009-10. The balance amount lying in Unpaid Dividend Account for the financial year 2009-10 is due for transfer to the IEPF during the month of September, 2017. Members, who have not encashed their dividend for the financial year 2009-10, are advised to write to the Company immediately claiming dividends declared by the Company.

14. The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7<sup>th</sup> September, 2016 as amended by Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 effective from 28<sup>th</sup> February, 2017. The said Rules provide for manner of transfer of shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years to DEMAT Account of the IEPF Authority.

In compliance with said rules, the Company has sent communication to those shareholders who have not encashed dividend for a period of 7 years and whose shares are liable to be transferred to IEPF and simultaneously published an advertisement in newspaper to enable the shareholders to make a valid claim for encashment of dividend. In absence of any valid claim, the respective shares will be transferred to DEMAT Account of the Authority.

15. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use National Electronic Clearing Service (NECS) facility to deposit dividend into Investor's Bank Account, as per the details available with the Depositories and/or Company. The members who have not updated their bank account details & wish to avail this facility in the future are requested to update their bank account details by submitting the NECS mandate form, available on the website of the Company i.e. <https://www.artefactprojects.com>
16. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members in its records.

Members are thus requested to submit their e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post.

The e-mail ID provided shall be updated subject to successful verification of signatures as per record available with the RTA of the Company.

17. Brief resume of the Directors proposed to be appointed at the ensuing AGM in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by The Company Secretaries of India (ICSI) is annexed to the Notice. The Company is in receipt of relevant disclosures/consent from the Director pertaining to his appointment.
18. The Notice of the 29<sup>th</sup> Annual General Meeting and instructions for remote e-voting, along with the Attendance slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by courier.
19. Route Map for the venue of the proposed AGM of the company, is appearing as an Annexure to this Annual Report.
20. **Voting through electronic means**

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and SS-2 issued by the ICSI, the Company is pleased to offer remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 29<sup>th</sup> Annual General Meeting (AGM) of the Company dated 23<sup>rd</sup> May, 2017. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The facility for voting through ballot/polling paper shall also be made available at the venue of the 29<sup>th</sup> AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

**E-voting is optional.**

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)

**(A) Procedure/ Instructions for e-voting are as under:**

- (i) The voting period begins on Tuesday, 27<sup>th</sup> June, 2017 (09:00 am) and ends on Thursday, 29<sup>th</sup> June, 2017 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, 23<sup>rd</sup> June, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders / Members.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in DEMAT form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sequence Number is printed on address sticker)</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>



- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) If members are holding shares in DEMAT form and logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted vote earlier for EVSN of any company then the existing login id and password are to be used.
- (xiii) Click on the EVSN for the “Artefact Projects Limited” on which member choose to vote.
- (xiv) On the voting page, members will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that the member assents to the Resolution and option NO implies that the member dissents to the Resolution.
- (xv) Click on the “RESOLUTIONS FILE LINK” if member wish to view the entire Resolution details.
- (xvi) After selecting the resolution, the member decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If member wishes to confirm their vote, click on “OK”, else to change the vote, click on “CANCEL” and accordingly modify the vote.
- (xvii) Once the members “CONFIRM” their vote on the resolution, they will not be allowed to modify their vote.
- (xviii) Members can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xix) If a DEMAT account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xxi) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**(B) General:**

- (a) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (b) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 23<sup>rd</sup> June, 2017, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (c) However, if the Member is already registered with CDSL for remote e-voting then they can use their existing user ID and password for casting their vote. In case Member forgets their password, they can reset the same by using “Forgot User Details/Password” option available on [www.evotingindia.com](http://www.evotingindia.com)
- (d) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (e) The facility for e-voting through polling papers shall be made available at the venue of the 29<sup>th</sup> AGM for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (f) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (g) In case the shareholder cast their vote through both remote e-voting and voting through polling papers then votes casted through remote e-voting shall be considered and vote cast through polling paper shall be treated as invalid.
- (h) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (i) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

**In pursuance of the Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, details of Directors seeking re-appointment at the ensuing Annual General Meeting are as follows:**

- 1) **Ms. Ankita Shah**, B. Arch aged 28 years, is an Architect by Profession & has Degree in Management with specialization in Family Business Management from Indian School of Business, Hyderabad. She has undergone intern training with “Meinhardt Singapore Pte. Ltd.” She is actively managing business development, strategy implementation, operations and infrastructure services for the Company. She has contributed technical knowledge and creativity with management expertise for various B.O.T projects in infrastructure. She has worked on thesis project for design and development of Airport Terminal Building for Tier-2 city, keeping in view of the current needs of infrastructural development in India. She is a member of TEDx, TiE, and Woman Corporate Directors (WCD) and is involved in various social activities.
- 2) **Mr. Sudhir Gupta**, aged 51 years studied Chartered Accountant from Institute of Chartered Accountants of India, having rich and vast knowledge and 27 years experience. He started his career with Hindustan Development Corporation Ltd. Later, he joined Hindustan Motors Limited, Pithampur as Chief Financial Officer (CFO). He also worked with Mckinsey, Sterlite Optical Technologies Limited. He was deputed in Germany for the first Polyesters acquisition overseas by Reliance. He has a vast experience in the field of Finance & Accounts and Taxation matters of the Company. He has handled matters related to Acquisitions- Valuations, Due Diligence, Negotiations and funding thereof. After commencement of his practice, he focused on raising funds for the clients, worked on PE deals for e-commerce and other sectors like Mining and NBFC's. Raised Debts (Term Loans and Working Capital Loans) for various Companies in Sectors like Construction, Real Estate, Engineering, Roads, Alternative Energy, Mining, Coal, Education, Hospitals, Hotels, Timber, Furniture etc. Acted as Advisor on Capital Structure and other valuations related issues.

<b>Name of Director</b>	Ms. Ankita M. Shah	Mr. Sudhir Gupta
<b>DIN</b>	06772621	07780511
<b>Date of Birth/ Age</b>	15.01.1989/ 28 years	16.08.1966/ 51 years
<b>Nationality</b>	Indian	Indian
<b>Date of appointment as director</b>	02.01.2017 (Re-designated as WTD)	31.03.2017
<b>Designation</b>	Whole Time Director	Independent Director
<b>Qualification</b>	B. Arch , MFAB- Management for Family Business	C.A.
<b>Experience/Expertise</b>	She has experience in Architectural & Technical Designing for various Infra Projects, Business Development & Business Management.	He has vast knowledge and experience in Finance, Accounts and Taxation in various matters.
<b>Shareholding in the Company (Equity shares of ₹ 10/- each)</b>	Nil	Nil
<b>List of Directorship held in other listed companies</b>	Nil	Nil
<b>List of Chairmanship and Membership in other listed Companies</b>	Chairman – NIL Member – NIL	Chairman – NIL Member – NIL
<b>Relationship with other directors of the Company</b>	-	-
<b>Number of Meetings attended</b>	8	0
<b>Terms and conditions of appointment or re -appointment along with details of remuneration sought to be paid</b>	Please refer Explanatory Statement of this Notice	One year with effect from 31 <sup>st</sup> March, 2017.
<b>Remuneration last drawn</b>	Please refer Explanatory Statement of this Notice	Nil

**STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:**
**ITEM NO. 4:**

Taking in view active involvement of Ms. Ankita Shah in managing business development, strategy implementation, operations and infrastructure services and her contribution in various B.O.T projects in infrastructure and upon recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company re-designated her as an Whole Time Director of the Company w.e.f. 2<sup>nd</sup> January, 2017 for a period of 3 years.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

<b>I. GENERAL INFORMATION:</b>	
Nature of industry	Project Management Consultancy
Date or expected date of commencement of commercial production	The Company is an existing Company and is in operation since 1987
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The details of financial performance of the Company are provided in the Annual Report 2016-17 which accompanies this Notice.
Foreign investments or collaborations, if any	Nil
<b>II. INFORMATION ABOUT THE APPOINTEE:</b>	
<b><u>ANKITA SHAH</u></b>	
Background details	Ms. Ankita Shah, aged 28 years is an Architect by Profession & has Degree in Management with specialization in Family Business Management from Indian School of Business, Hyderabad. She is actively managing business development, strategy implementation, operations and infrastructure services for the Company. She has contributed technical knowledge and creativity with management expertise for various B.O.T projects in infrastructure. She has worked on thesis project for design and development of Airport Terminal Building for Tier-2 city, keeping in view of the current needs of infrastructural development in India.
Past remuneration	Nil
Recognition or Awards	She is a member of TEDx, TiE, and Woman Corporate Directors (WCD) and is involved in various social activities.
Job profile and her suitability	As a Whole-Time Director of the Company, Ms. Ankita Shah is responsible for the overall performance of the Company. Taking into account, her management and professional expertise for the Company's Project Assignments, the board considers her re-designation as Whole Time Director in the best interest of the Company.
Remuneration proposed	₹ 2,25,000 per month .
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with size and nature of Business of the Company.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from drawing remuneration as Whole Time Director of the Company, there is no other pecuniary relationship with the Company.
<b>III. OTHER INFORMATION :</b>	
Reasons of loss or inadequate profits	Though the turnover increase by 44% did not result in adequate profit, the reason being in DPR projects where almost 90% of the estimated expenses are to be incurred first to achieve revenue of 60% of the consultancy fees. In the year under report 60% of our revenue has been attributable to DPR projects.
Steps taken or proposed to be taken for improvement	Considering the double digit growth rate of the economy, the company is very optimistic to achieve the large plants outlays and reforms to expedite massive infrastructure development.
Expected increase in productivity and profits in measurable terms	The spillover revenue of the DPR projects from F.Y. 2016-17 together with few new DPR projects and commencement of work on two projects as Authority Engineers is expected to generate good revenue in F.Y. 2017-18.
<b>IV. Additional information to be given to the members in terms of Secretarial Standards-2 is forming part of the accompanying notice.</b>	

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board recommends the Ordinary resolution as set out in Item No. 4 of the Notice for approval of the shareholders.

Except Ms. Ankita Shah, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

#### **ITEM NO. 5**

Mr. Sudhir Gupta was appointed as an Additional (Independent) Director w.e.f 31<sup>st</sup> March, 2017 for a period of 1 year. Mr. Sudhir Gupta aged 51 years is a Chartered Accountant and has vast knowledge and rich experience in Finance, Accounts & Taxation.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Sudhir Gupta holds office as such upto the date of this Annual General Meeting of the Company. The Company has also received a notice along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing their candidature for the office of Independent Director.

Mr. Sudhir Gupta has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Sudhir Gupta proposed to be appointed as an Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the Management.

Brief resume of Mr. Sudhir Gupta as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS -2 issued by ICSI is given in the Annexure to the Notice.

**ARTEFACT PROJECTS LIMITED**

(CIN: L65910MH1987PLC044887)

Regd. office: Block No. 107, 4<sup>th</sup> Floor, 'Artefact Towers', 54/3, Chhatrapati Square, Wardha Road, Nagpur 440015Phone No.: +91-712-3025120; Fax No. +91-712-3025128; Website: [www.artefactprojects.com](http://www.artefactprojects.com)Email: [shareholders@artefactprojects.com](mailto:shareholders@artefactprojects.com), [artefactnagpur@gmail.com](mailto:artefactnagpur@gmail.com)**ATTENDANCE SLIP****29<sup>TH</sup> ANNUAL GENERAL MEETING ON FRIDAY, 30<sup>TH</sup> JUNE, 2017**

<b>Registered Folio/DP ID &amp; Client ID</b>	
<b>Name and Address of the shareholder(s)</b>	
<b>Joint Holder 1</b>	
<b>Joint Holder 2</b>	
<b>No. of shares held</b>	
<p>I/we hereby record my/our presence at the 29<sup>th</sup> Annual General Meeting of the Members of the Company held on Friday, 30<sup>th</sup> June, 2017 at 11.00 a.m. at the Registered Office of the Company at Block No. 107, 4<sup>th</sup> Floor, "Artefact Towers", 54/3, Chhatrapati Square, Wardha Road, Nagpur – 440015.</p> <p>.....</p> <p>Member's/Proxy's / Authorised Representative's Name (in Block Letters)</p> <p>.....</p> <p>Member's/Proxy's/ Authorised Representative's Signature</p> <p>Note:</p> <p>1. Please fill in the Folio/DP ID-Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the <b>ENTRANCE OF THE MEETING HALL</b>.</p> <p>2. Please read the instructions for e-voting given along with the Notice. The Voting period starts from Tuesday, 27<sup>th</sup> June, 2017 (9.00 a.m.) and ends on Thursday, 29<sup>th</sup> June, 2017(5.00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.</p>	

**Note: PLEASE BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL .**





# ARTEFACT PROJECTS LIMITED

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Phone No.: +91-712-3025120; Fax No. +91-712-3025128; Website: [www.artefactprojects.com](http://www.artefactprojects.com)

Email: [shareholders@artefactprojects.com](mailto:shareholders@artefactprojects.com), [artefactnagpur@gmail.com](mailto:artefactnagpur@gmail.com)

## PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**29<sup>TH</sup> ANNUAL GENERAL MEETING ON FRIDAY, 30<sup>TH</sup> JUNE, 2017**

Name of the member (s): \_\_\_\_\_

Name of the Joint holder, if any: \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No/ Client ID / DP ID: \_\_\_\_\_

I/We being a member(s) of \_\_\_\_\_ Shares of the above named Company hereby appoint:

(1) Name \_\_\_\_\_

Address \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her;

(2) Name \_\_\_\_\_

Address \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her;

(3) Name \_\_\_\_\_

Address \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 30<sup>th</sup> June, 2017 at 11.00 a.m. at the Registered Office of the Company at **Block No.107, 4<sup>th</sup> Floor "Artefact Towers", 54/3, Chhatrapati Square, Wardha Road, Nagpur – 440015** and at any adjournment thereof in respect of such resolutions as are indicated overleaf:





Item No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of share)		
		For	Against	Abstain
1	Ordinary Resolution for adoption of Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2017 along with Reports of the Directors' and Auditors thereon'.			
2	Ordinary Resolution for appointment of a director in place of Ms. Ankita Shah, Whole-Time Director, who retires by rotation and being eligible, offers herself for reappointment.			
3	Ordinary Resolution for appointment of M/s. Banthia Damani & Associates, Chartered Accountants, Nagpur (having FRN: 126132W) as Statutory Auditors of the Company to hold office from the conclusion of 29 <sup>th</sup> Annual General Meeting up to the conclusion of the 34 <sup>th</sup> Annual General Meeting and to fix their remuneration.			
	<b>Special Business:</b>			
4	Ordinary Resolution for Appointment of Ms. Ankita M. Shah as an Whole-Time Director of the Company.			
5	Ordinary Resolution for appointment of Mr. Sudhir Gupta as an Independent Director of the Company.			
<p>Signed this _____ day of _____, 2017</p> <p>Signature of shareholder _____</p> <p>Signature of Proxy holder(s) _____</p> <div style="text-align: right; border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;">           Affix Revenue Stamp ₹ 0.15         </div>				

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate

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### FOR KIND ATTENTION OF SHAREHOLDERS

Dear Shareholder(s),

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as are required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

<b>Registered Folio No./DP ID &amp; Client ID</b>	
<b>Name of the Member</b>	
<b>Father's / Mother's / Spouse's Name</b>	
<b>Address (Registered Office Address in case the Member is a Body Corporate)</b>	
<b>E-mail Id</b>	
<b>PAN or CIN (In case of Body Corporate)</b>	
<b>UIN (Aadhar Number)</b>	
<b>Occupation</b>	
<b>Residential Status</b>	
<b>Nationality</b>	
<b>In case member is a minor, name of the guardian</b>	
<b>Date of birth of the Member</b>	

Place: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of the Member

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agents of the Company viz. "LINK INTIME INDIA PRIVATE LIMITED, C-101, 1<sup>ST</sup> FLOOR, 247 PARK, LAL BAHADUR SHASTRI MARG, VIKHROLI (WEST) MUMBAI 400 083"

The E-mail ID provided shall be updated subject to successful verification of your signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking You,

For Artefact Projects Limited

SiddharthShah  
Executive Director  
DIN: 05304116



### Route Map

