



ARTEFACT PROJECTS LTD.

Project Management Consultants, Consulting Engineers & Planners

Registered & Corporate Office:

Block No. 105, 2nd Floor, "Artefact Towers", Chhatrapati Square, Wardha Road, Nagpur - 440 015, Maharashtra, India. Phone : +91 - 712 - 7197100, Fax No. +91 - 712 - 7197120,

Email : artefactngp@artefactprojects.com, Website : www.artefactprojects.com

CIN No : L65910MH1987PLC044887

Ref : APL/2025-26/6001/029

30th August, 2025

To,
BSE Limited
P J Towers,
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code - 531297

Sub: Notice convening 37th Annual General Meeting (AGM) for the financial year 2024-25.

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') please find enclosed herewith Notice convening 37th Annual General Meeting (AGM) of the Company and Integrated Annual Report of the Company for the Financial year 2024-25, which is being dispatched to the members of the Company by permitted mode(s).

The AGM will be held on Thursday, 25th September, 2025 at 11.30 a.m. (IST) at the registered office of the Company situated at Block No. 105, 2nd Floor, "Artefact Towers", Chhatrapati Square, Wardha Road, Nagpur-440015.

The Notice of AGM along with the Annual Report for the financial year 2024-25 is also being made available on the website of the Company at www.artefactprojects.com

Kindly take the above on your record.

Thanking you,

Yours faithfully,
For Artefact Projects Limited

Rani Maheshwari
Company Secretary & Compliance Officer
M. No. ACS: 54149





ARTEFACT PROJECTS LIMITED

CIN: L65910MH1987PLC044887

Reg. Office: Block No. 105, 2nd Floor, Artefact Towers, 54/3, Chhatrapati Square, Wardha Road, Nagpur- 440015
Tel: +91712-7197100 Fax: +91712-7197120

Email : shareholders@artefactprojects.com **Website:** www.artefactprojects.com

NOTICE

Notice is hereby given that the 37th (Thirty Seventh) Annual General Meeting (AGM) of the members of the Company will be held on Thursday, 25th September, 2025 at 11.30 A.M. at the Registered Office of the company at Block No. 105, 2nd Floor, "Artefact Towers", Chhatrapati Square, 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 31st March, 2025 together with the Boards' Report and Auditors' Report thereon;
2. To appoint a Director in place of Mrs. Ankita Shah (DIN: 06772621), Director who retires by rotation and being eligible, offers herself for re-appointment;
3. To consider and approve the recommendations of the Board of Directors for the payment of a final dividend @ 5 % i.e. Rs. 0.50 per equity shares of face value Rs. 10/- each.

SPECIAL BUSINESS :

4. RE-APPOINTMENT OF MR. SIDDHARTH P. SHAH (DIN: 05304116) AS A 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, 198 and 203, Schedule V and all 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, Mr. Siddharth P. Shah (DIN: 05304116), be and is hereby re-appointed as an Whole time Director of the Company for a further period of 3 (three) years with effect from July 6, 2025 up to July 5, 2028 at a remuneration as below already approved by the Members at the Extra-ordinary general meeting held on 26th August, 2019 :

Particulars	Amount per month (in Rs)
Basic Salary	1,60,000
Conveyance Allowance	10,000
Medical Allowance	2,000
Telephone Allowance	3,000
Total	1,75,000

RESOLVED FURTHER THAT in event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Siddharth P. Shah as Whole time Director of the Company, the remuneration as approved by this resolution, shall be payable as minimum remuneration (inclusive of allowances and perquisites) within the limit specified in Part II of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take all 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. RE-APPOINTMENT OF MR. KAUSTUBH PRAKASH PAUNIKAR (DIN: 08621592) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Mr. Kaustubh Paunikar (DIN: 08621592), who was appointed as a Non-Executive Independent Director of the Company for a term of Five Years (5) years effective from 30/09/2020 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the rules made thereunder and regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second and final term of five (5) years effective from 30/09/2025 till 30/09/2030."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution."



6. APPOINTMENT OF CS KHUSHAL BHERULAL BAJAJ, PRACTISING COMPANY SECRETARY, AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS FROM THE FINANCIAL YEAR 2025-26 TO THE FINANCIAL YEAR 2029-30:

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

RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), CS Khushal Bherulal Bajaj, Practising Company (ACS No. 49466 /COP No. 18087 and Peer Review No. 2453 /2022) be and are hereby appointed as Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor for the Financial Year 2025-26 to Financial Year 2029-30, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

7. APPROVAL OF RELATED PARTY TRANSACTIONS :

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, along with the amendments from time to time, consent of the members of the Company be and is hereby accorded to enter into transactions with the following related parties for a period of 36 months w.e.f 14/08/2025 for the values as follows:

Name of the Related Parties	Nature of transactions	Approximate Value of Transaction during the 36 months (Rs. in Cr.)
Mr. Manoj Balkrishna Shah	Purchase of premises from relative of Director / Promoter and Shareholder	Upto 15.50 Crores
Mr. Chetan Balkrishna Shah	Purchase of premises from Promoter and Shareholder	Upto 15.50 Crores



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 give effect to the above resolution from time to time.”

8. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY.

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

“RESOLVED THAT pursuant to provisions of Section 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase Authorised Share Capital of the Company from Rs.10,00,00,000 (Rupees Ten Crore Only) divided into 10,000,000 (One Crore) Equity Shares of Rs.10 each to Rs.15,00,00,000 (Rupees Fifteen Crore Only) divided into 15,000,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10 each.”

9. TO ALTER THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder; the consent of the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause: “V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each. The company has power, from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the articles of Association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may, for the time being permitted by the Articles of Associations of the company or the legislative provisions for the time in force in that behalf.”

10. TO APPROVE OF CAPITAL EXPENDITURE FOR BUSINESS EXPANSION AND STRATEGIC GROWTH INITIATIVES:

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



“RESOLVED THAT pursuant to the provisions of Sections 179, 180, and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), and in compliance with Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and subject to such approvals, consents, and sanctions as may be required, the Members of the Company do hereby consider and approve the capital expenditure not exceeding Rs. 60 crores (Rupees Sixty Crores only) towards business expansion and strategic growth initiatives, as part of the Company's long-term strategic development plan, as recommended by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof authorized for the purpose), be and is hereby authorized to finalize the modalities, execute necessary documents, agreements, deeds, and to take all such steps and actions as may be deemed necessary, desirable or expedient in order to give effect to this resolution including but not limited to deployment of funds, entering into contracts and making such disclosures as may be required under applicable laws or regulations.”

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

**Place : Nagpur
Date : 21/08/2025**

**Sd/-
Siddharth Shah
Whole- Time Director
DIN: 05304116**

**Registered Office:
Block No. 105, 2nd 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 shareholder.
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. In respect of required Resolutions, a statement giving additional information is annexed hereto as required under SEBI Listing Regulations, as amended, read with Secretarial Standard – 2 on General Meetings.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged services of CDSL for facilitating remote e-voting. The facility for voting through polling paper shall also be made available at the venue of the AGM.
4. 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.
5. The Company has appointed CS Jigar Gorsia, Practicing Company Secretaries, Mumbai as the scrutinizer for conducting the process of e-voting and voting at the AGM in a fair and transparent manner.
6. Corporate members are requested to send their duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 ("the Act") authorizing their representative to attend and vote at the Annual General Meeting (including through remote e-voting) or any adjournment thereof.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 13th September, 2025 to Wednesday, 24th September, 2025 (both days inclusive).
8. In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 read with SEBI press release PR No.: 51/2018 dated 3rd December, 2018, effective from 1st April, 2019, Company's shares can be transferred in dematerialized form only. Hence members, who hold shares in physical form, are requested to dematerialize their shares, so they can transfer their shares in future, if so desire.



9. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be open for inspection for the members during the AGM.
10. 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 Agent (RTA) 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 (DP).
11. Members holding shares in identical order of names in one or more folio are requested to write to the Company's RTA, viz. M/s. MUFG Intime India Private Limited, enclosing their share certificate(s) to enable the Company to consolidate their holding into one folio for better services.
12. 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 RTA of the Company- M/s. MUFG Intime India Private Limited.
13. Non Resident Indian members are requested to inform the Company's RTA 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, IFSC and MICR Code, as applicable if such details were not furnished earlier.
14. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has to transfer all shares in respect of which dividend has remained unpaid or unclaimed for 7 (seven) consecutive years or more to IEPF Authority.
15. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-Form/ web form no. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to <http://www.mca.gov.in>
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 therefore 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/email/by submitting the same at the time of AGM. 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. Route Map for the venue of the 37th AGM of the Company is annexed at the end of this Annual Report and is also uploaded on the website of the Company i.e. www.artefactprojects.com.
18. In line with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dt. 13.05.2022, the Notice calling the AGM has been uploaded on the website of the Company at www.artefactprojects.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
19. In compliance with SEBI Circular dated May 12, 2020, January 5, 2023 and MCA Circulars, Notice of the AGM and the Annual Report for the financial year 2024-25 including therein the Audited Financial Statements for financial year 2024-25, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the financial year 2024-25 can write to the Company at shareholders@artefactprojects.com.

For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

20. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of Listing Regulations and SS-2 issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice of the 37th AGM of the Company **dated Thursday, 21st August, 2025**. The Company has engaged services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The facility for voting through polling paper shall also be made available at the venue of the 37th AGM. The members attending the meeting, who have not already cast their vote through e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed CS Jigar Gorsia, Practicing Company Secretary, Mumbai as the scrutinizer for conducting the process of e-voting and voting through poll papers at the AGM in a fair and transparent manner.



THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING :

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, 22nd September, 2025 (09.00 am) and ends on Wednesday 24th September, 2025 (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, 12th September, 2025 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : **Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below :



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

	2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below :

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. • 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant “Artefact Projects Limited” on which you choose to vote.
- (x) On the voting page, you 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 you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; shareholders@artefactprojects.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

DIVIDEND RELATED INFORMATION :

1. The Board of Directors has recommended Final Dividend @ 5 % i.e. Rs. 0.50 per equity shares of face value Rs. 10/- each. for the year ended March 31, 2025 that is proposed to be paid within 30 days from the date of declaration of Dividend, subject to the approval of the shareholders at the AGM of the Company.
2. The Company has fixed Friday, 12th September, 2025 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.
3. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend

paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

4. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading at <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> or email at shareholders@artefactprojects.com by 11:59 p.m. IST on or before, the 9th day of September, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
5. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading at <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> or email at shareholders@artefactprojects.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on or before, the 9th day of September, 2025.
6. The final dividend as recommended by the Board of Directors, if approved at the AGM, payment of such dividend shall be subject to deduction of tax at source will be made within 30 days from the declaration of dividend as under:
 - a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on the Friday, 12th September, 2025
 - b. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 12th September, 2025.
7. SEBI has made it mandatory for all the Companies to use the bank account details furnished by the Depository and maintained by the RTA for Payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank account of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT)/ Real Time Gross Settlement (RTGS)/ Direct Credit etc. The payment of dividend as recommended by the Board of Directors, if approved at the AGM, will be paid as per the mandate registered with the Company or with their respective Depository Participants.
8. SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023, and May 7, 2024) mandated

that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024, upon their furnishing all the aforesaid details in entirety.

Members holding shares in physical form are requested to update the mentioned details by completing the appropriate ISR forms available at <https://web.in.mpms.mufig.com/client-downloads.html> and submitting to MUFG Intime India Private Limited at <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> by 11:59 p.m. IST on or before Friday, 12th September, 2025 to ensure receipt of dividend.

9. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member.

In pursuance of the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India(ICSI), details of Directors seeking re-appointment at the 37th AGM is as follows:

1. **Mrs. Ankita Shah**, B. Arch aged 36 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. Siddharth Shah** a graduate in Engineering, B. Tech (Civil) and M.Tech (Traffic and Transportation) and has undergone professional training with 'Artefact Projects Limited' in the immediate past. He has assisted and managed various highway projects, B.O.T. projects, Corporate Infrastructure Services, EDP tasks, Survey, Auto CAD etc. He has also worked on Integrated Wastewater Treatment Plan for residential township so as to develop an end to end system for reuse and recycling of water and treatment of waste water and its effect in terms of carbon footprint and Water Distribution System on EPANET (Mini Project) so as to carry on analysis of water distribution system and using EPANET software to provide a better network and reduce losses. Apart from above, he has also been an active charitable and social worker organizing involving himself into various tree plantation drives and blood donation camps.

3. **Mr. Kaustubh Paunekar** has done M.B.A (Master of Business Administration) in Marketing and Human Resource Management from Tirpude Institute of Management and Education, Nagpur. He is a Graduate in Commerce. He has an experience in the field of Marketing and Business Development.

Name of Director	Mrs. Ankita Shah
DIN	06772621
Date of Birth / Age	15.01.1989/36 years
Nationality	Indian
Date of appointment as director	28.03.2015
Designation	Non-Executive Director
Qualification	B. Arch & MFAB- Management for Family Business
Brief Profile and Nature of expertise in specific functional areas	She has experience in Architectural & Technical Designing for various Infra Projects, Business Development & Business Management.
Skills and capabilities required for the role and the manner in which the pro-posed person meets such requirements. (In case of independent directors)	NA
Shareholding in the Company (Equity shares of Rs.10/- each)	Nil
List of Directorship held in other listed companies	Nil
List of Chairmanship and Membership in other listed Companies	Chairman – Nil Member – Nil
Disclosure of relationships with Directors/ Manager/ Key Managerial Personnel	N.A.
Number of Meetings attended	4
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Retirement by rotation
Remuneration last drawn	Nil



Name of Director	Mr. Siddharth Shah	Mr. Kaustubh Paunikar
DIN	05304116	08621592
Date of Birth / Age	14.12.1991/33	03.10.1992/32
Nationality	Indian	Indian
Date of appointment as director	06.07.2013	26.11.2019
Designation	Whole time Director	Independent Director
Qualification	Engineering, B. Tech (Civil), M. Tech (Traffic & Transportation)	M.B.A (Master of Business Administration) in Marketing and Human Resource Management
Brief Profile and Nature of expertise in specific functional areas	He has experience in various highway projects, B.O.T. projects, Corporate Infrastructure Services, EDP tasks, Survey, Auto CAD etc	He has an experience in the field of Marketing and Business Development
Skills and capabilities required for the role and the manner in which the pro-posed person meets such requirements. (In case of independent directors)	NA	Mr. Kaustubh Paunikar, being expert in field of Marketing and Business Development, meets the skills and capabilities required for the role as an Independent Director of the Company
Shareholding in the Company (Equity shares of Rs.10/- each)	Nil	Nil
List of Directorship held in other listed companies	Nil	Nil
List of Chairmanship and Membership in other listed Companies	Chairman – Nil Member – Nil	Chairman – Nil Member – Nil
Disclosure of relationships with Directors/ Manager/ Key Managerial Personnel	N.A.	N.A.
Number of Meetings attended	4	4
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	N.A.	N.A.
Remuneration last drawn	Rs. 21,00,000 p.a	Nil



STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4 :

Mr. Siddharth P. Shah, was appointed as Whole Time Director of the Company for a period of 3 (Three) years w.e.f 6th July, 2019 at the Extra Ordinary General Meeting held on 26th August, 2019 and re-appointed for further period of 3 (Three) years w.e.f 6th July 2022. The tenure of Mr. Siddharth P. Shah as Whole time Director of the Company is completing on 5th July, 2025. Taking in view his active involvement in managing various highway projects, B.O.T. projects, Corporate Infrastructure Services, and his contribution in Technical & Project Management aspects of Highway Sector, Traffic Surveys, Analysis and Transport Planning and as recommended by Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 27th May, 2025, re-appointed him as an whole time Director of the Company on the completion of the above term for a further period of 3 (Three) years w.e.f 6th July, 2025 on such terms and conditions, subject to the approval of the Members of the Company, as mentioned in Item no. 4 of the Notice.

Brief resume of Mr. Siddharth P. Shah as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice of the AGM.

The Board recommends the Ordinary resolution as set out in item no. 4 of the Notice for approval of the shareholders. Except Mr. Siddharth P. Shah, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

ITEM NO.5 :

Mr. Kaustubh Paunikar, was appointed as Independent Director of the Company for a period of 5 (Five) years w.e.f 30th September, 2020 at the Annual General Meeting held on 30th September, 2020 The tenure of Mr. Kaustubh Paunikar as Whole time Director of the Company is completing on 25th November, 2025

In terms of section 160 of the Companies Act, 2013, Nomination and Remuneration Committee, the Board have recommended the appointment of Mr. Kaustubh Paunikar as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Mr. Kaustubh Paunikar to be appointed as Independent Director of the Company. The Company has received a declaration from Mr. Kaustubh Paunikar confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Kaustubh Paunikar consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.



In the opinion of the Board, Mr. Kaustubh Paunikar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for him appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Kaustubh Paunikar knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a second and final term of five (5) years effective from 30/09/2025 till 30/09/2030.

Brief resume of Mr. Kaustubh Paunikar as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice of the AGM.

Except Mr. Kaustubh Paunikar, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

ITEM NO.6 :

The Board of Directors, at its meeting held on May 27, 2025, has recommended the appointment of CS Khushal Bherulal Bajaj, Practising Company (ACS No. 49466 /COP No. 18087 and Peer Review No. 2453 /2022), as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor for the Financial Year 2025-26 to Financial Year 2029-30. The appointment is subject to shareholders' approval at the Annual General Meeting.

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Sr. No.	Particulars	Details
1	Name of Proposed Secretarial Auditors	CS Khushal Bherulal Bajaj
2	Basis of Recommendation	CS Khushal Bherulal Bajaj is Practicing Company Secretary with extensive experience of 9 years in corporate governance, securities laws, and compliance under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The firm is peer-reviewed and committed to delivering high-quality professional services with a focus on accuracy, timeliness, and adherence to statutory standards. The recommendation for the appointment of CS Khushal Bherulal Bajaj as Secretarial Auditor is based on their capabilities of providing



		comprehensive professional services in corporate law, SEBI regulations and laws applicable to the Company, delivering strategic solutions to ensure regulatory adherence and operational efficiency.
3	Term of Appointment	Five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held for Financial Year 2029-30.
4	Proposed fees	Rs. 30,000/- p.a. exclusive of out-of-pocket expenses and statutory payments.
5	Credentials of proposed Secretarial Auditors	CS Khushal Bherulal Bajaj, Practising Company (ACS No. 49466 /COP No. 18087 and Peer Review No. 2453 /2022)

ITEM NO.7:

The Board of Director of the Company has evaluated the opportunity and scope in infrastructure and allied services. The Board has considered the Companies plans for expanding in similar focus verticals like Railways and Urban Infrastructure. The Board has also considered the healthy order book position of the company and its strategic plan to expand business substantially in coming years. The Company has decide to support the business expansion with expansion of its basic office infrastructure to support the business growth.

The Company has prepared and the Board has considered the plan of capital expenditure estimated at Rs. 60 Crs. It includes acquiring of additional business premises for the purpose business expansion in line with companies growth strategy.

Besides the premises, the company shall also invest substantially in IT, hardware & software and other miscellaneous fixed assets. The premises has very good commercial value and is situated in the same building and location as the present office headquarters. The purchase will facilitate operational efficiency and support scale up of infrastructure facility for the business growth.

Out of the total capital expenditure, the Board of Directors of the Company has approved purchase of 2 Floors of office premises being Block No. 122, On 10th floor, built up area 554.20 sq. mtr owned by Mr. Chetan Shah and Block No. 123 on 11th floor admeasuring built up area of 554.2 sq. mtr and super built up area 628.40 sq.mtr owned by Mr. Manoj Shah (Relative of Director Ms. Ankita Shah) on the building complex Artefact Towers, Chhatrapati Square, Nagpur, each at a consideration value of Rs. 15.50 Crs each, total Rs. 31 Crs. Chetan Shah is a Promoter shareholder and not related to the directors of the company. As per the terms and condition of MOU entered between the company and the property owners vide MOU dated 14/08/2025 the same shall be approved by the members in the ensuing AGM.

The transaction value has been determined in line with prevailing market rates, and based on Valuation of Independent Registered Valuers. The said Values are considered as security by Bank approved for Loan purposes of premise being Block No. 105 on 2nd Floor with Built up area



of 552.97 square mtr which is more than the agreement value to ensure fairness and transaction at arms length with transparency. A copy of the valuation report is available for inspection by the members at the registered office of the Company.

To fund the proposed acquisition, the Company proposed to raise debt to the extent available and balance by way of raising Equity. The proposed agreement will be executed in the current financial year as per the MOU for the same, upon receipt of necessary approvals of the shareholders.

The details regarding proposed transaction with the said parties, as per the provisions of Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 are as follows:

Sr. No	Particulars	1	2
A) BASIC DETAILS OF RELATED PARTY			
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name: Mr. Manoj Balkrishna Shah Relationship with Listed Company: Relative of Director/Promoter and Shareholder	Name: Mr. Chetan Balkrishna Shah Relationship with Listed Company: Promoter and Shareholder
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Ms. Ankita Shah, Non Executive Director	Not applicable
3	Type, tenure, material terms and particulars	Purchase of premises from relative of Director; The transactions would be on arm's length basis and in the ordinary course of business.	Purchase of premises from Promoter and Shareholder; The transactions would be on arm's length basis and in the ordinary course of business.
B) AMOUNT OF PROPOSED TRANSACTIONS			
4	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	The Company estimates that the monetary value for transactions does not exceed Rs. 15.50 Crores	The Company estimates that the monetary value for transactions does not exceed Rs. 15.50 Crores
5	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes



6	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	51.58%	51.58%
C) BASIC DETAILS OF PROPOSED TRANSACTION			
7	Specific type of the proposed transaction	Purchase of premises	Purchase of premises
8	Details of each type of the proposed transaction	Proposed Purchase of Office Premises situated at Block No. 123 on 11th floor of Building Artefact Towers, Chhatrapati Square, Nagpur-440015 admeasuring to DOD 554.80 sq. mtr	Proposed Purchase of Office Premises situated at Block No. 122 on 10th floor of Building Artefact Towers, Chhatrapati Square, Nagpur-440015 admeasuring to DOD 554.20 sq. mtr
9	Whether omnibus approval is being sought?	No	No
10	Justification as to why the RPT is in the interest of the listed entity	The Company has evaluated the opportunity and scope in infrastructure and allied services. The Board has considered the Companies plans for expanding in similar focus verticals like Railways and Urban Infrastructure. The Board has also considered the healthy order book position of the company and its strategic plan to expand business substantially in coming years. The Company has decided to support the business expansion with expansion of its basic office infrastructure to support the business growth. Besides the premises, the company shall also invest substantially in IT, hardware & software and other miscellaneous fixed	The Company has evaluated the opportunity and scope in infrastructure and allied services. The Board has considered the Companies plans for expanding in similar focus verticals like Railways and Urban Infrastructure. The Board has also considered the healthy order book position of the company and its strategic plan to expand business substantially in coming years. The Company has decide to support the business expansion with expansion of its basic office infrastructure to support the business growth. Besides the premises, the company shall also invest substantially in IT, hardware & software and

		assests. The premises are being constructed additionally in the same building complex and hence will facilitate seamless expansion, ease of operation and functionality .Italso has has very good commercial value and being situated in the same building and location as the present office headquarters. The purchase will facilitate operational efficiency and support scale up of infrastructure facility for the business growth	other miscellaneous fixed assets. The premises being constructed additionally in the same building complex and hence will facilitate seamless expansion, ease of operation and functionality .Italso has very good commercial value and is situated in the same building and location as the present office headquarters. The purchase will facilitate operational efficiency and support scale up of infrastructure facility for the business growth
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	YES	YES
12	Any other information that may be relevant.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

The above proposals were approved by the Audit Committee and recommended by the Board of Directors at their meetings to the unrelated shareholders of the Company for their approval.

The Board recommends the Ordinary Resolution as set out at item no.7 of the Notice for approval. As per Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of Material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company will not vote on this resolution.

Except the directors as mentioned above, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.



ITEM NO.8 :

The present Authorised Share Capital of the Company is Rs.10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10 each.

In order to meet the future business requirements and to facilitate fund raising through issue of shares or other securities, it is proposed to increase the Authorised Share Capital of the Company from Rs.10,00,00,000 (Rupees Ten Crore only) to Rs.15,00,00,000 (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs.10 each.

Consequently, Clause V of the Memorandum of Association of the Company is proposed to be altered to reflect the increase in the Authorised Share Capital.

Pursuant to the provisions of Sections 61 and 64 of the Companies Act, 2013, the approval of the members is required for increasing the Authorised Share Capital and for making the necessary alterations to the Memorandum of Association.

The Board of Directors recommends the resolution as set out in Item No. 8 of the accompanying Notice for the approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO.9 :

As stated in Item No. 8 of the Notice, the Board of Directors has proposed to increase the Authorised Share Capital of the Company from Rs.10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10 each to Rs.15,00,00,000 (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs.10 each.

In view of the proposed increase, it is necessary to amend Clause V of the Memorandum of Association of the Company to reflect the revised Authorised Share Capital.

Pursuant to the provisions of Section 13 read with Sections 61 and 64 of the Companies Act, 2013, the alteration of the Capital Clause of the Memorandum of Association requires the approval of the members by way of a Special Resolution.

The Board recommends the resolution as set out in Item No. 9 of the accompanying Notice for approval of the members.

A copy of the existing Memorandum of Association along with the proposed amendment is available for inspection at the registered office of the Company during business hours on all working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives is in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO.10 :

The Board of Directors of the Company, at its meeting held on 13th August, 2025, considered and approved a proposal for capital expenditure not exceeding Rs. 60 crores (Rupees Sixty Crores only) towards various business expansion and strategic growth initiatives as part of the Company's long-term strategic development plan.

The proposed capital expenditure is intended to support the Company's objectives of expanding operational capacity, entering new markets, upgrading infrastructure and technology, and making strategic investments in line with current and future business opportunities. These initiatives are expected to enhance the Company's market presence, improve efficiency, and generate long-term value for shareholders.

The details regarding proposed expenditure are as follows:

Sr. No.	Particulars	Remarks
1	Proposed Capital Expenditure	Rs. 60 Crores
2	Period within which the proposed Capital Expenditure is to be added	36 Months approx.
3	Mode of financing	The proposed capital expenditure will be financed through a combination of equity and debt, as deemed appropriate, subject to necessary approvals.
4	Rationale	The above capital expenditure is to support the business expansion with expansion of its basic office infrastructure to support the business growth and shall also invest substantially in IT, hardware & software and other miscellaneous fixed assets. Out of the total capital expenditure, the Board of Directors of the Company has approved purchase of 2 Floors of office premises at a consideration value of Rs. 15.50 Crs each, total Rs. 31 Crs from Mr. Manoj Shah, being the relative of Director/ Promoter and Shareholder and Mr. Chetan Shah, being the Promoter and shareholder and not related to the directors of the company.

While the proposed expenditure falls within the powers of the Board under Section 179, 180 of the Companies Act, 2013, and aligns with applicable thresholds, the Board considers it prudent and transparent to place the matter before the Members for their consideration and approval, in accordance with good corporate governance practices and in compliance with Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable.



While the proposed expenditure falls within the powers of the Board under Section 179, 180 of the Companies Act, 2013, and aligns with applicable thresholds, the Board considers it prudent and transparent to place the matter before the Members for their consideration and approval, in accordance with good corporate governance practices and in compliance with Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable.

The Board of Directors recommends the resolution as set out in Item No. 10 of the accompanying Notice for the approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives is in any way, financially or otherwise, concerned or interested in the resolution.

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

Place: Nagpur
Date: 21/08/2025

Sd/-
Siddharth Shah
Whole- Time Director
DIN: 05304116