

# VSF PROJECTS LIMITED

## 24<sup>th</sup> Annual Report

2015-16

## CORPORATE INFORMATION

### **Board of Directors**

Sri B. Narayana Murthy	:	Managing Director
Sri Gen. C. R. Sen Gupta	:	Chairman (Ceased w.e.f:12th February, 2016)
Sri. G. S. Rama Chandra Rao	:	Director (Ceased w.e.f: 18th January, 2016)
Smt. B. Vijaya Lakshmi	:	Executive Director
Sri L. Raja Rao	:	Director
Sri Gopalan Manoharan	:	Independent Director (Appointed w.e.f:12th February, 2016)
Sri B Lakshmi Narasimha Chowdary	:	Director (Appointed w.e.f:12th February, 2016)
Sri Subbiah Kamban	:	Independent Director (Appointed w.e.f:12th February, 2016)

**CIN NO** L05005AP1992PLC014326

**REGISTERED OFFICE** Sy.No.782 to 1235  
Ankulapatur Village  
Chillakur Mandal, SPSR Nellore District, AP,  
524 412

**CORPORATE OFFICE** Plot No.89/A, Aiswarya, 3<sup>rd</sup> Floor,  
Aiswarya, St.No.8, Sagar Society  
Rd.No.2, Banjara Hills  
Hyderabad – 500 034, Telangana  
[www.vsfprojects.com](http://www.vsfprojects.com)  
Email: vsfprojects1td91@gmail.com

### **AUDITORS**

RAMANAREDDY & ASSOCIATES  
Chartered Accountants  
Unit No.406, 4<sup>th</sup> Floor, Ashoka Capital  
Rd.No.2, Banjara Hills  
Hyderabad – 500 034  
Telangana State

### **REGISTRAR AND SHARE TRANSFER AGENT:**

Aarthi Consultants Private Limited  
1-2-285, Near Gaganmahal Hospital  
Domalaguda, Himayatnagar  
Hyderabad – 500 029  
Ph.No.040-27638111

### **BANKERS/FINANCIAL INSTITUTIONS**

UCO BANK  
HDFC Bank  
Indusind Bank  
Shriram Finance Ltd

**BSE Script Code** : 519331  
**Script** : VSFPROJ  
**ISIN No** : INE923K01014

## Overview

### The Company

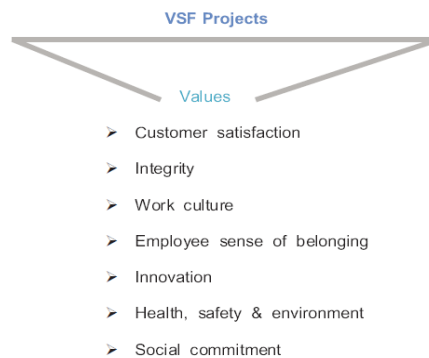
VSF Projects Limited is an integrated construction and infrastructure development and execution company with two principal business segments:

Construction business which is operated by the Company

Power Generation business which is operated through Special Purpose Vehicle (SPV) as subsidiary.

Infrastructure business of the Company focuses on sectors including roads, buildings, industrial construction.

The Power project is yet to be started. All government approvals as well as Licenses have been obtained from various concerned authorities. The Company has been approached by several BOP and BTG Service providers to co ordinate with the Civil and Technical Infrastructure works at the Project site. The Project is India's first 350 MW Super Critical Power Generation Plant and Power Finance Corporation has given its in principle approval to finance to the project.



## NOTICE

Notice is hereby given that the **Twenty Fourth Annual General Meeting** of the members of the Company will be held on Friday, 30<sup>th</sup> September, 2016 at 11:30 A.M. at the registered office of the Company at Sy.No.782 to 1235, Ankulapatur Village, Chillakur Mandal, SPSR Nellore District, AP, 524 412, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2016 and the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended on that date along with the Report of Directors and the Auditors thereon.
2. To appoint Director in the place of Sri L Raja Rao, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** Pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, the appointment of M/s Ramana Reddy & Associates, Chartered Accountants, Hyderabad (ICAI Firm Registration No 003246S ), who were appointed as the Statutory Auditors of the Company till the conclusion of 25th Annual General Meeting, be and is hereby ratified and confirmed, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending 31st March, 2017

### Special Business:

4. Appointment of Mr. Lakshmi Narasimha Chowdary Bobba as Director

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Lakshmi Narasimha Chowdary Bobba (holding DIN 02381545), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has along with a deposit of Rs.1,00,000/- proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Director of the Company, whose term of office is liable to retirement by rotation”

5. Appointment of Mr. Mr.Subbiah Kamban as an Independent Director

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.Subbiah Kamban (holding DIN 01023097), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a request along with a deposit of Rs.1,00,000/- proposing his candidature for the office of

Director of the Company, be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years from this Annual General Meeting up to 29<sup>th</sup> September, 2021.”

**6. Appointment of Mr. Gopalan Manoharan as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Gopalan Manoharan (holding DIN 00040217), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a request along with a deposit of Rs.1,00,000/- proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years from this Annual General Meeting up to 29<sup>th</sup> September, 2021

**BY THE ORDER OF THE BOARD  
For VSF PROJECTS LIMITED**

Place: Hyderabad  
Date: 12.08.2016

**BN MURTHY  
Chairman & Managing Director  
(DIN: 00073068)**

**NOTES:**

A member entitled to attend and to vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself. And such a proxy need not be a member of the company. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. A person cannot act as proxy for more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company.

The Register of Members and the Share Transfer Books will remain closed from 23<sup>rd</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive).

Members / Proxies are requested to bring their copies of Annual Report with them for the Annual General Meeting and the attendance slip duly filled in for attending the Meeting. No copies of the Annual Report will be distributed at the meeting.

Members are requested to quote their Registered Folio No or Demat Account No and Depository Participant Identification Number (DPID No) on all correspondence with the Company.

Members are requested to send all communication relating to shares to the Company's RTA, M/s Aarthi Consultants (P) Limited, 1-2-285, Near Gaganmahal Hospital, Domalaguda, Hyderabad – 500 029

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued circular stating that service of notice/documents including annual report can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the members are requested to inform their e-mail addresses to RTA - Aarthi Consultants (P) Limited, 1-2-285, Near Gaganmahal Hospital, Domalaguda, Hyderabad – 500 029

The information pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations, 2015) with respect to the details of the Directors seeking appointment / re-appointment in this Annual General Meeting is annexed.

All the documents referred to in the Notice and explanatory statement will be available to the members at the registered office of the company between 10.30 A.M to 12.30 P.M on all working days from the date hereof up to the date of the Meeting.

**9. Voting through Electronic means**

(a) The Company is pleased to provide members the facility to exercise their right to vote on the resolutions as set out in the Notice calling for the Annual General Meeting (AGM) by 'electronic means' and all the businesses may be transacted through e- Voting services provided by Central Depository Services (India) Limited (CDSL), in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014.

(b) Voting rights are reckoned on the basis of the shares registered in the names of the members / beneficial owners as on the record date fixed for this purpose viz., 23<sup>rd</sup> September 2016.

(c) Ms N Vanitha, Practicing Company Secretary has been appointed as scrutinizer for conducting the e- Voting process in a fair and transparent manner.

(d) Members are requested to read the instructions given below:

**In case of members receiving e-mail:**

Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

Click on "Shareholders" tab to cast your votes.

Now, select the "EVSU" along with "VSP PROJECTS LIMITED" from the drop down menu and click on "SUBMIT"

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

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.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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> <p>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 last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</p>

After entering these details appropriately, click on "SUBMIT" tab.

Members holding shares in physical form will then reach directly 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.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the relevant EVSN on which you choose to vote.

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.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to and register themselves as Corporates.

They should email a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details, they have to create a compliance user using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

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

#### **In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xvii) of notes 10e above to cast vote.

The voting period begins on Tuesday, 27<sup>th</sup> September, 2016 (9:00 am) and ends on Thursday, 29<sup>th</sup> September, 2016 (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 (Holding date) i.e, Friday, 23<sup>rd</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast "in favour" or "against", if any, forthwith to the Chairman of the Company.

The Results declared along with the Scrutinizer's Report will be placed on the Company's website [www.vsfprojects.com](http://www.vsfprojects.com) and on the website of CDSL within two days of passing of the resolutions at the AGM and communicated to the Stock Exchanges.

All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during 10.30 am to 12.30 noon on all working days upto and including the date of the AGM.

**BY THE ORDER OF THE BOARD  
For VSF PROJECTS LIMITED**

Place: Hyderabad  
Date: 12.08.2016

**BN MURTHY  
Chairman & Managing Director  
(DIN: 00073068)**



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In accordance with the provisions of Section 149 read with schedule IV to the Companies Act, 2013, appointment of Directors requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Shri. Subbiah Kamban and Shri Gopalan Manoharan be appointed as Independent Directors on the Board, whose office is not liable to retire by rotation and Shri Shri. Lakshmi Narasimha Chowdary Bobba be appointed as promoter director

The appointment of Shri. Lakshmi Narasimha, Shri. Chowdary Bobba, Shri. Subbiah Kamban and Shri Gopalan Manoharan shall be effective upon approval by the members in the Meeting.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri. Lakshmi Narasimha Chowdary Bobba and Shri. Subbiah Kamban and Shri Gopalan Manoharan for the office of Director of the Company. The Company has received individual declarations from Shri. Subbiah Kamban and Shri Gopalan Manoharan stating that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

Shri. Lakshmi Narasimha Chowdary Bobba and Shri. Subbiah Kamban and Shri Gopalan Manoharan are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given individual consents to act as Director.

**BY THE ORDER OF THE BOARD  
For VSF PROJECTS LIMITED**

Place: Hyderabad  
Date: 12.08.2016

**BN MURTHY  
Chairman & Managing Director  
(DIN: 00073068)**

## ADDITIONAL INFORMATION

**(Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015)**

<b>Name of the Director</b>	Gopalan Manoharan	S. Kamban	L. Raja Rao	B. Lakshmi Narasimha Chowdary
Din No	00040217	01023097	03307037	02381545
Date of Birth	27/12/1951	14/05/1956	20/07/1952	28/02/1987
Date of Appointment on the Board	12/02/2016	12/02/2016		12/02/2016
Qualification, Experience & Expertise	<ul style="list-style-type: none"> <li>➤ B.Sc (Chemistry) from Madurai Kamaraj University</li> <li>➤ FCA (Fellow of Chartered Accountant)</li> <li>➤ FCS (Fellow of Company Secretary)</li> </ul> <p>40 years experience in the field of Project finance, Equity, Custom and Human Relations at SPV Levels and other Government approval formalities etc.</p>	<ul style="list-style-type: none"> <li>➤ Bachelor Engineering of (Mechanical)</li> </ul> <p>Detailed engineering processing plants, Non conventional energy sources, Project consultant for Thermal Power , specialized in Super Critical Technology units.</p>	<ul style="list-style-type: none"> <li>➤ Bachelor of Engineering (Electrical)</li> <li>➤ Master of Engineering (Power systems)</li> </ul> <p>Rtd Chief Engineer, Experience in the field of Erection, testing, commissioning of Operations and Maintenance of various electrical systems. He successfully commissioned the Kakatiya Thermal Power Projects Phase 1 &amp; 2.</p>	<ul style="list-style-type: none"> <li>➤ Bachelor of Commerce</li> <li>➤ Master of Business Administration</li> </ul> <p>Vast experience in the field of Infrastructure and Power generation segments.</p> <p>Key person to enter with the MoA and financial proposals.</p>
Directorship in other public companies (Excluding foreign companies and section 25 Companies)	Nil	<p>Managing Director of Aquatherm Engg. Consultants Pvt. Ltd., Chennai</p> <p>VSF Energy Projects Pvt. Ltd.,</p>	VSF Energy Projects Private Limited	Vijayasneha Infrastructure Ltd
Shareholding	Nil	Nil	Nil	9.42%
Disclosures of relationships between Directors interest				B. Lakshmi Narasimha Chowdary is son of B N Murthy, Managing Director of the Company