


VSF PROJECTS LIMITED

28th

Annual Report



2019-20

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CORPORATE INFORMATION

Board of Directors

Sri NARAYANA MURTHY BOBBA	: Managing Director
Sri Rahul Patibandla	: Independent Director
Sri AjayaPatibandla	: Independent Director
Sri Subbiah Kambhan	: Independent Director
Sri VIJAYA LAKSHMI BOBBA	: Director
Sri LAKSHM INARASIMHA BOBBA CHOWDARY	: Director

CIN NO	L05005AP1992PLC014326
REGISTERED OFFICE	Sy.No.782 to 1235 Ankulapatur Village ChillakurMandal, SPSR Nellore District, AP, 524 412
CORPORATE OFFICE	Plot No.89/A, Aiswarya, 3 rd Floor, Aiswarya, St.No.8, Sagar Society Rd.No.2, Banjara Hills Hyderabad – 500 034, Telangana www.vsfprojects.com Email: vsfprojectsLtd91@gmail.com

AUDITORS

NVSR & ASSOCIATES, LLP

Chartered Accountants

Flat no 202, Nestcon Gayatri, Plot no 28,

Panchavati Cooperative society,

REGISTRAR AND SHARE TRANSFER AGENT:

Aarthi Consultants Private Limited

1-2-285, Near Gaganmahal Hospital

Domalaguda, Himayatnagar

Hyderabad – 500 029

BANKERS/FINANCIAL INSTITUTIONS

UCO BANK

HDFC Bank

BSE Script Code : 519331

Script : VSFPROJ

ISIN No : INE923K01014

NOTICE

Notice is hereby given that the **Twenty Eighth Annual General Meeting** of the members of the Company will be held on Wednesday, 30th September, 2020 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 Audited Balance Sheet of the Company as at 31st March, 2020 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 a Director in the place Mr. Bobba Lakshmi Narasimha Chowdary, who retires by rotation and being eligible himself for reappointment.

SPECIAL BUSINESS

3. To Consider and if thought fit pass with or without modification(s) the following resolution as an **Ordinary Resolution**

Re appointment of Mr. Bobba Narayana Murthy as Managing Director of the Company:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article 33 of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr Bobba Narayana Murthy (DIN: 00073068), as Managing Director of the Company for a period of three years commencing from 1st October, 2020 at a remuneration of Rupees 1.00 Lakh Per Month and as per the terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr Bobba Narayana Murthy, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013."

"RESOLVED FURTHER that any of the Directors of the Company be and are hereby authorised to do all necessary acts, deeds and things, which may be required to give effect to this resolution including filing of relevant returns with the Registrar of Companies, Andhra Pradesh.

4. To Consider and if thought fit pass with or without modification(s) the following resolution as an **Ordinary Resolution**
Re appointment of Mrs. B Vijaya Lakshmi as Whole time Director of the Company:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article 33 of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mrs. B Vijaya Lakshmi (DIN: 01496696), as Whole Time Director of the Company for a period of three years commencing from 1st October, 2020 at a remuneration of Rupees 50,000 Per Month and as per the terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr B Vijaya Lakshmi, Whole Time Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013."

"RESOLVED FURTHER that any of the Directors of the Company be and are hereby authorised to do all necessary acts, deeds and things, which may be required to give effect to this resolution including filing of relevant returns with the Registrar of Companies, Andhra Pradesh.

5. To Consider and if thought fit pass with or without modification(s) the following resolution as an **Ordinary Resolution**

Appointment of Mr. Bobba Lakshmi Narasimha Chowdary as Whole-time Director of the Company:

"RESOLVED that pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article 33 of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr Bobba Lakshmi Narasimha Chowdary (DIN: 02381545) as wholetime Director of the Company for a period of three years commencing from 4th September, 2020 at a remuneration of Rupees 1.00 Lakh Per Month and as per the terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr Bobba Lakshmi Narasimha Chowdary, wholetime Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013."

"RESOLVED FURTHER that any of the Directors of the Company be and are hereby authorised to do all necessary acts, deeds and things, which may be required to give effect to this resolution including filing of relevant returns with the Registrar of Companies, Andhra Pradesh.

**BY THE ORDER OF THE BOARD
For VSF Projects Limited**

**Sd/-
Bobba Narayana Murthy
Chairman and Managing Director
(DIN: 00073068)**

**Place: Nellore
Date :04.09.2020**

NOTES:

1. 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.
2. The Register of Members and the Share Transfer Books will remain closed from 23rd September, 2020 to 30th September, 2020 (both days inclusive).
3. 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.
4. 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.

5. 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
6. 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
7. Members who hold shares in physical form can nominate any person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares. Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares. Further, as per the amended regulations of SEBI (Listing Obligations and Disclosure requirements) (Fourth Amendment Regulations), 2018, transfer of securities of listed companies shall not be processed unless the securities held in the Demat form with a depository.
8. 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 hereto.
9. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website at www.vsfprojects.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during 10:30 A.M to 12:30 P.M on all working days till 30th September, 2020. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's email id: vsfprojects1td91@gmail.Com.
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
11. 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. 23rd September, 2019.
12. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Mrs R V N Padmaja, Practicing Company Secretary has been appointed as scrutinizer for conducting the e-Voting process in a fair and transparent manner.

13. The instructions for members for voting electronically are as under :-

- (i) The voting period begins on Sunday, 27th September, 2020 (9:00 am) and ends on Tuesday, 29th September, 2020 (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, Tuesday 22nd September ,2020 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 during the voting period.
- (iv) Click on "Shareholders" tab.
- (v) Now, select "**VSF PROJECTS LIMITED**" from the drop down menu and click on "SUBMIT"
- (vi) 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.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) 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#	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.
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 the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN of **"VSF PROJECTS LIMITED"** to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xix) 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 <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who 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 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.

(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. Apple 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 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.
- 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 mailed to 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.

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 under help section or write an email to helpdesk.evoting@cdslindia.com.

The Scrutinizer shall after the conclusion of the e-Voting period and after AGM, 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.in 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 up to and including the date of the AGM

BY THE ORDER OF THE BOARD

For VSF Projects Limited

**Sd/-
Bobbu Narayana Murthy
Chairman and Managing Director
(DIN: 00073068)**

**Place: Nellore
Date :04.09.2020**