



VSF PROJECTS LIMITED

CIN: L05005AP1992PLC014326

Registered Office: Sy.No.782 to 1236, Village Chillakur Mandal, Tirupathi District, AP-524 412

Ph No: 040-23548694 Email id: vsfprojects1td91@gmail.com Website: www.vsfproject.com

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. VSF PROJECTS LIMITED WILL BE HELD ON SATURDAY 22ND MARCH, 2025 AT 03.00 P.M, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SY.NO.782 TO 1236 ANKULAPATUR VILLAGE CHILLAKUR MANDAL, TIRUPATHI DISTRICT, AP, 524 412 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESSES:

ITEM NO. 1: Appointment of Mr. Sudhakar Nagabhairava (DIN: 10514846), as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sudhakar Nagabhairava (DIN: 10514846), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from 24th December, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 24th December, 2024 till 23rd December, 2029.

ITEM NO. 2: To approve reappointment of Mr. Bobba Narayana Murthy, as Managing Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of 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 provisions of Regulation 17(6)(e), 23(2)(e) & 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Audit Committee and Nomination and Remuneration Committee and the Company’s policy on Related Party Transactions and approval of the Board of Directors of the Company, the consent of the members 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 14th February, 2025 to 13th February, 2028, at a remuneration as per the terms and conditions as recommended by the nomination and remuneration committee as mentioned below:

1	Monthly Remuneration (Basic Salary Other Perquisites and Allowances)	Rs. 3,00,000/- per month
2	Overall remuneration	Overall remuneration including salaries, perquisites and other allowances shall not exceed an amount of Rs. 3,00,000 per month. Further, within the overall remuneration, the individual components may be changed as desired by Mr. Bobba Narayana Murthy and accepted by the Nomination and Remuneration Committee
3	Minimum remuneration:	Due to inadequacy or absence of profits in the financial year, he shall be paid with the above remuneration, as minimum remuneration subject to the ceiling mentioned in Schedule V of the Companies Act 2013 from time to time

“RESOLVED FURTHER THAT pursuant to the provisions of Section 196(3)(a) of Companies Act, 2013, Mr. Bobba Narayana Murthy be continued as Managing Director of the Company for the said term of 3 years, notwithstanding that on 4th April, 2026 Mr. Bobba Narayana Murthy attains the age of 70 years during the aforesaid tenure.”

ITEM NO. 3: To approve reappointment of Mr. Bobba Lakshmi Narasimha Chowdary, as Whole Time Director and CFO of the Company.

To consider and, if thought fit to pass, with or without modification(s), the following resolutions as Special Resolution:

“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 provisions of Regulation 17(6)(e) ,23(2)(e) & 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) , the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Audit Committee and Nomination and Remuneration Committee and the Company's policy on Related Party Transactions and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Bobba Lakshmi Narasimha Chowdary (DIN: 02381545) as Whole time Director and CFO of the Company for a period of three years commencing from 14th February, 2025 to 13th February, 2028, at a remuneration as per the terms and conditions as recommended by the nomination and remuneration committee as mentioned below:

1	Monthly Remuneration (Basic Salary Other Perquisites and Allowances)	Rs. 2,00,000/- per month
2	Overall remuneration	Overall remuneration including salaries, perquisites and other allowances shall not exceed an amount of Rs. 2,00,000 per month. Further, within the overall remuneration, the individual components may be changed as desired by Mr. Bobba Lakshmi Narasimha Chowdary and accepted by the Nomination and Remuneration Committee
3	Minimum remuneration:	Due to inadequacy or absence of profits in the financial year, he shall be paid with the above remuneration, as minimum remuneration subject to the ceiling mentioned in Schedule V of the Companies Act 2013 from time to time

ITEM NO. 4: To approve reappointment of Mrs. Vijaya Lakshmi Bobba as Whole Time Director of the Company.

To consider and, if thought fit to pass, with or without modification(s), the following resolutions as Special Resolution:

“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 provisions of Regulation 17(6)(e) ,23(2)(e) & 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) , the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Audit Committee and Nomination and Remuneration Committee and the Company's policy on Related Party Transactions and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for re-appointment of Mrs. Vijaya Lakshmi Bobba, (DIN: 01496696) as Whole Time Director of the Company for a period of three years commencing from 14th February, 2025 to 13th February, 2028, at a remuneration as per the terms and conditions as recommended by the nomination and remuneration committee as mentioned below:

1	Monthly Remuneration (Basic Salary Other Perquisites and Allowances)	Rs. 1,00,000/- per month
2	Overall remuneration	Overall remuneration including salaries, perquisites and other allowances shall not exceed an amount of Rs. 1,00,000 per month. Further, within the overall remuneration, the individual components may be changed as desired by Mrs. Bobba Vijaya Lakshmi and accepted by the Nomination and Remuneration Committee
3	Minimum remuneration:	Due to inadequacy or absence of profits in the financial year, he shall be paid with the above remuneration, as minimum remuneration subject to the ceiling mentioned in Schedule V of the Companies Act 2013 from time to time

**By the Order of the Board
For VSF Projects Limited**

**Place: Hyderabad
Date: 14-02-2025**

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

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the company. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of 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. Members / Proxies are requested to bring their copies of Notice with them for the Extra-Ordinary General Meeting and the attendance slip duly filled in for attending the Meeting. No copies of the Notice will be distributed at the meeting.
3. 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.
4. 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 – 500029
5. 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 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 – 500029
6. 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.
7. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item Nos. 1 to 4 of the Notice is annexed hereto.
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 Extra-Ordinary General Meeting is annexed hereto.
9. Members may also note that the Notice of Extra-Ordinary General Meeting will also be available on the Company's website at www.vsfproject.com 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 22nd March, 2025. 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:

10. 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 Extra-Ordinary General Meeting (EGM) 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 15th March, 2025.

11. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Mr. Mohit Gurjar, Practicing Company Secretary has been appointed as scrutinizer for conducting the e-Voting process in a fair and transparent manner.

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

- 1. The voting period begins on Wednesday 19th March, 2025 (9:00 am) and ends on Friday 21st March, 2025 (5:00pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date is Saturday, 15th March, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3. 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 shareholder's/retail shareholders is at a negligible level.
- 4. 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.
- 5. 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.

6. 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	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi /Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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 or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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</p>

	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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 022- 23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30

- (i) Login method for 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	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.

- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page
- (xi) 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
- (xii) **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 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.
 - Alternatively Non Individual shareholders are required 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; csvsfprojectsLtd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting 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 EGM, 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 Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed i.e., BSE and will also be displayed on the Company's website at www.vsfproject.com.

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 EGM.

Place: Hyderabad
Date: 14-02-2025

BY THE ORDER OF THE BOARD
For VSF Projects Limited
Sd/-
Bobba Narayana Murthy
Chairman and Managing Director
(DIN: 00073068)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

Mr. Sudhakar Nagabhairava (DIN: 10514846), was appointed as an Additional Director of the Company, under the category of Non-Executive Independent Director with effect from 24th December, 2024, pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company.

Further, Mr. Sudhakar Nagabhairava has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company.

A brief profile of Mr. Sudhakar Nagabhairava is mentioned hereunder:

Mr. Sudhakar Nagabhairava is a professional with over 40 years of experience in mechanical engineering, project management, and production operations. Holds a Bachelor's degree in Mechanical Engineering Bangalore University, and a Post Diploma in Tool Design from the Government Tool Room & Training Centre, Bangalore. Specialized training in Prototype Design (Tools, Jigs, and Fixtures) was completed at ABB, Sweden. A life member of the Indian Institute of Plant Engineers since February 2004, further adding to his professional stature.

Accordingly, the details of Mr. Sudhakar Nagabhairava pursuant to the provisions Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided as in ***Annexure - II*** of the accompanying notice

Mr. Sudhakar Nagabhairava is interested in resolution set out at Item No. 1 of the Notice with regard to his appointment. The relatives of Mr. Sudhakar Nagabhairava may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mr. Sudhakar Nagabhairava is not related to any Director of the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 for approval of the Members as a Special Resolution

Item No. 2

The Board of Directors based on the recommendation of Audit Committee and Nomination and Remuneration Committee, in their Meeting held on 14th February, 2025 has approved re-appointment of Mr. Bobba Narayana Murthy as Managing Director of the Company from 14th February, 2025 to 13th February, 2028 at a remuneration of Rs. 36.00 Lakh per annum inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance-based rewards/ incentives subject to the approval of members in their General Meeting.

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 ("Listing Regulations"), the fees or compensation payable to Executive Directors who are Promoters or members of the Promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if: a. The annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Listed Entity, whichever is higher; or b. Where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Listed Entity.

Further, as per Section 196 of Companies Act, 2013 inter alia, provides that " No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who has attained the age of 70 (seventy) years unless it is approved by the members by passing a special resolution to that effect. **Mr. Bobba Narayana Murthy** will attain the age of 70 years on 04th April, 2026 and hence continuation beyond 70 years requires the approval of members by way of a special resolution.

Further In accordance with Regulation 23(4) of SEBI Listing Regulations, the payment of remuneration to Managing Director, being a related party transaction will require prior approval of members, as the aggregate value of remuneration amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company.

Accordingly, consent of the Member is being sought for passing the Special Resolution as set out in the Notice for approval of reappointment of managing director with remuneration, being material Related Party Transaction with Mr. Bobba Narayana Murthy, Managing Director of the Company.

Hence the Board recommends the approval of shareholders for this item by way of Special Resolution.

Excepting for Mr. Bobba Narayana Murthy, Managing Director of the Company, Mr. Bobba Lakshmi Narasimha Chowdary, Whole-time Director and Chief Financial Officer of the Company and Mrs. Bobba Vijaya Lakshmi, Whole-time Director of the Company and their relatives, none of the other directors, KMPs or their relatives are concerned or interested, financially or otherwise in this resolution set out in at item no 2.

Brief Profile of Bobba Narayana Murthy:

Mr. Bobba Narayana Murthy, a diploma holder in Mechanical Engineering has vast experience in the fields of Logistics, Granite Manufacturing, Mining, Aquaculture and Infrastructure Sectors.

He has more than 30 years of rich experience in the field of management and execution of construction of Industrial structures, Cultivation of shrimps, development of lands and buildings. He is the chief

promoter of the company. He had successfully executed many civil works in the last 13 years. He has actively participated many business excellences meets in Malaysia, South Africa, Hongkong, etc., He looks after operations, Business development, Purchase, Corporate affairs & finance for all industrial and contracting business and new project ventures.

The statement containing additional information and disclosures as required under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Act have been provided in **Annexure – I** of the accompanying notice.

The necessary disclosures as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”), with respect to Director seeking appointment / re-appointment at this EGM, have been provided in **Annexure - II** of the accompanying notice.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, particulars of the proposed transactions have been provided in **Annexure - III** of the accompanying notice.

Item No. 3

The Board of Directors based on the recommendation of Nomination and Remuneration Committee, in their Meeting held on 14th February, 2025 has approved re-appointment of Mr. Bobba Lakshmi Narasimha Chowdary as Whole Time Director and Chief Financial Officer of the from 14th February, 2025 to 13th February, 2028 at a remuneration of Rs. 24.00 Lakh per annum inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance-based rewards/ incentives subject to the approval of members in the General Meeting.

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 (“Listing Regulations”), the fees or compensation payable to Executive Directors who are Promoters or members of the Promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if: a. The annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Listed Entity, whichever is higher; or b. Where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Listed Entity.

Further In accordance with Regulation 23(4) of SEBI Listing Regulations, the payment of remuneration to Whole Time Director and CFO, being a related party transaction will require prior approval of members, as the aggregate value of remuneration amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company.

Accordingly, consent of the Member is being sought for passing the Special Resolution as set out in the Notice for approval of reappointment of Whole Time Director and CFO with remuneration, being material Related Party Transaction with Mr. Bobba Lakshmi Narasimha Chowdary, Whole Time Director and CFO of the Company.

Hence the Board recommends the approval of shareholders for this item by way of Special Resolution.

Excepting for Mr. Bobba Narayana Murthy, Managing Director of the Company, Mr. Bobba Lakshmi Narasimha Chowdary, Whole-time Director and Chief Financial Officer of the Company and Mrs. Bobba Vijaya Lakshmi Whole-time Director of the Company and their relatives, none of the other directors, KMPs or their relatives are concerned or interested, financially or otherwise in this resolution set out in at item no 3.

Brief Profile of Mr. Bobba Lakshmi Narasimha Chowdary:

Mr. Bobba Lakshmi Narasimha Chowdary did his Masters of Business administration and has gained lot of experience in the technical department of execution of infrastructure projects and he has been looking after the Production, maintenance and Technical aspects of the company.

The statement containing additional information and disclosures as required under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Act have been provided in **Annexure - I** of the accompanying notice.

The necessary disclosures as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), with respect to Director seeking appointment / re-appointment at this EGM, have been provided in **Annexure – II** of the accompanying notice

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, particulars of the proposed transactions have been provided in **Annexure - III** of the accompanying notice.

Item No. 4

The Board of Directors based on the recommendation of Nomination and Remuneration Committee, in their Meeting held on 14th February, 2025 has approved reappointed of Mrs. Bobba Vijaya Lakshmi as Whole-time Director of the Company from 14th February, 2025 to 13th February, 2028 at a remuneration of Rs. 6.00 Lakh per annum inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance-based rewards/ incentives subject to the approval of members in their General Meeting.

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 ("Listing Regulations"), the fees or compensation payable to Executive Directors who are Promoters or members of the Promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if: a. The annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Listed Entity, whichever is higher; or b. Where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Listed Entity.

Further In accordance with Regulation 23(4) of SEBI Listing Regulations, the payment of remuneration to Whole Time Director, being a related party transaction will require prior approval of members, as the aggregate value of remuneration amounts to 10% or more of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company.

Accordingly, consent of the Member is being sought for passing the Special Resolution as set out in the Notice for approval of reappointment of Whole Time Director and CFO with remuneration, being material Related Party Transaction with Mrs. Bobba Vijaya Lakshmi, Whole Time Director of the Company.

Hence the Board recommends the approval of shareholders for this item by way of Special Resolution.

Excepting for Mr. Bobba Narayana Murthy, Managing Director of the Company, Mr. Bobba Lakshmi Narasimha Chowdary, Whole-time Director and Chief Financial Officer of the Company and Mrs. Bobba Vijaya Lakshmi Whole-time Director of the Company and their relatives, none of the other directors, KMPs or their relatives are concerned or interested, financially or otherwise in this resolution set out in at item no 4.

Brief Profile of Mrs. Bobba Vijaya Lakshmi:

Mrs. Bobba Vijaya Lakshmi holds Bachelor's Degree in Arts and has a rich experience in the field of cultivation of aqua culture. She also looks after entire administrative and human resource developments across the Company and over the years, she has acquired a sound knowledge in such departments.

The statement containing additional information and disclosures as required under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Act have been provided in **Annexure – I** of the accompanying notice.

The necessary disclosures as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), with respect to Director seeking appointment / re-appointment at this EGM, have been provided in **Annexure - II** of the accompanying notice

Pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, particulars of the proposed transactions have been provided in **Annexure - III** of the accompanying notice.

Annexure-I

Statement containing Additional Information and Disclosures as per Sub-Clause (iv) of the Second Proviso to Clause (B) of Section II of Part- II of Schedule V to the Companies Act, 2013 ("the Act")

I. General Information				
a) Nature of Industry	VSF Projects Limited is operating in the business of integrated construction, infrastructure and real estate development which includes roads, buildings, industrial construction and housing etc..			
b) Date or Expected date of commencement of commercial production	The company has got a Final Confirmation letter from Government of India, Ministry of Commerce & Industry Department of Commerce (SEZ Section), for Setting up of a Multi-Product Free Trade Warehousing Zone at Ankulpaturu Village, Tirupathi District, Andhra Pradesh notifying pursuant to rule 8 of the Special Economic Zones Rules, 2006 an area of 53.81. Ha (132.96 Acres) as Special Economic Zone and expected to start its commercial operation from 1 st July, 2025.			
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
d) Financial performance based on given indicators				
	Particulars	2021-22	2022-23	2023-24
	Revenue From Operations	164.76	163.23	22.00
	Profit before tax	(1.01)	6.41	3,534.63
	Net Profit after Tax	(8.05)	1.44	3,534.52
e) Foreign investments or collaborations, if any	Not Applicable			
II. Information about Mr. Bobba Narayana Murthy				

a) Background details	Mr. B. Narayana Murthy, a diploma holder in Mechanical Engineering has vast experience in the fields of Logistics, Granite Manufacturing, Mining, Aquaculture and Infrastructure Sectors. He has more than 30 years of rich experience in the field of management and execution of construction of Industrial structures, Cultivation of shrimps, development of lands and buildings. He is the chief promoter of the company. He had successfully executed many civil works in the last 17 years. He has actively participated many business excellence meets in Malaysia, South Africa, Hongkong, etc., He looks after operations, Business development, Purchase, Corporate affairs & finance for all industrial and contracting business and new project ventures.
b) Past remuneration	Rs.3,00,000 per month
c) Recognition and award	Not Applicable
d) Job profile and his suitability	He will exercise the management control over the whole of the affairs of the Company.
e) Remuneration proposed	As detailed in the resolution
f) Comparative remuneration profile with respect to industry, size of the Company, Profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration to the appointee is in line with the remuneration comparable to the size of the Company and also that of the industry and of the position and person.
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Does not have any pecuniary relationship with the Company except remuneration drawn as Managing Director
III. Other Information	
a) Reason for loss or inadequate profits	Reduction in revenue is primarily due to the slowdown in the industry and market conditions
b) Steps taken or proposed to be taken for improvement	The Company is exploring to take up new projects
c) Expected increase in productivity and profits in measurable terms	Actual revenues and commencement of new project may take some time; thus, it is difficult in the present scenario to predict profits in measurable terms.

II. Information about Mr. Bobba Lakshmi Narasimha Chowdary	
a) Background details	He did his Masters of Business administration He has gained lot of experience in the technical department of execution of infrastructure projects and He has been looking after the Production, maintenance and Technical aspects of the company. He is proposed to be appointed as technical Director (Whole-time Director) of the company.
b) Past remuneration	Rs.2,00,000 per month

c) Recognition and award	Not Applicable
d) Job profile and his suitability	Technical and strategic planning
e) Remuneration proposed	As detailed in the resolution
f) Comparative remuneration profile with respect to industry, size of the Company, Profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration to the appointee is in line with the remuneration comparable to the size of the Company and also that of the industry and of the position and person.
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Does not have any pecuniary relationship with the Company except remuneration drawn as Director

II. Information about Mrs. Vijaya Lakshmi Bobba	
a) Background details	She is Bachelor of Arts and having rich experience in the field of cultivation of aqua culture. And also, she looks after entire administrative and human resource developments across the Company and over the years, she has acquired a sound knowledge in those departments
b) Past remuneration	Rs. 50,000 per month
c) Recognition and award	Not Applicable
d) Job profile and his suitability	Administration & HRD
e) Remuneration proposed	As detailed in the resolution
f) Comparative remuneration profile with respect to industry, size of the Company, Profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration to the appointee is in line with the remuneration comparable to the size of the Company and also that of the industry and of the position and person.
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Does not have any pecuniary relationship with the Company except remuneration drawn as Whole-time Director

ADDITIONAL INFORMATION**Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding
Director seeking appointment / re-appointment**

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

Name of the Director	Sudhakar Nagabhairava	Bobba Narayana Murthy
DIN	10514846	00073068
Date of Birth and Age	01/07/1956, 68 years	04/04/1956, 68 years
A brief resume, Qualification(s), Experience and Nature of her expertise in specific functional areas, Recognition or awards	Mr. Sudhakar Nagabhairava is a professional with over 40 years of experience in mechanical engineering, project management, and production operations. Holds a Bachelor's degree in Mechanical Engineering Bangalore University, and a Post Diploma in Tool Design from the Government Tool Room & Training Centre, Bangalore. Specialized training in Prototype Design (Tools, Jigs, and Fixtures) was completed at ABB, Sweden. A life member of the Indian Institute of Plant Engineers since February 2004, further adding to his professional stature.	Mr. B. Narayana Murthy, a diploma holder in Mechanical Engineering has vast experience in the fields of Logistics, Granite Manufacturing, Mining, Aquaculture and Infrastructure Sectors. He has more than 30 years of rich experience in the field of management and execution of construction of Industrial structures, Cultivation of shrimps, development of lands and buildings. He is the chief promoter of the company. He had successfully executed many civil works in the last 13 years. He has actively participated many business excellences meet in Malaysia, South Africa, Hongkong, etc., He looks after operations Business development, Purchase, Corporate affairs & finance for all industrial and contracting business and new project ventures.
Details of remuneration sought to be paid	NA	3,00,000 per month
Details of the remuneration last drawn by such person (FY 2023-24)	NA	3,00,000 per month
Date of first appointment on the Board	24/12/2024	04/06/1992
Shareholding in the Company	Nil	13.54%
Relationship with other Directors, Manager and	Nil	Bobba Narayan Murthy is spouse of Bobba Viaya Lakhmi, father of Bobba

other Key Managerial Personnel		Lakshmi Narasimha Chowdary and father in law of Mrs. Reshma Pulapa Kiranmaye						
The number of Meetings of the Board attended during the FY-2023-24	Nil	5						
Other Directorships	<table border="1"> <thead> <tr> <th>S. No</th><th>Name of the Companies</th><th>Designation</th></tr> </thead> <tbody> <tr> <td>1</td><td>Techempo India Private Limited</td><td>Director</td></tr> </tbody> </table>	S. No	Name of the Companies	Designation	1	Techempo India Private Limited	Director	Nil
S. No	Name of the Companies	Designation						
1	Techempo India Private Limited	Director						
Membership / Chairmanship of Committees of across companies	Nil	Nil						
Terms and Conditions of appointment / re-appointment	The tenure of the appointment position will be for a period of 5 years w.e.f 24 th December, 2024 which is subject to approval of the shareholders in this EGM.	The tenure of the appointment position will be for a period of 3 years w.e.f 14 th February, 2025 which is subject to approval of the shareholders in this EGM.						

Name of the Director	Bobba Lakshmi Narasimha Chowdary	Bobba Vijaya Lakshmi
DIN	02381545	01496696
Date of Birth and Age	25/02/1987, 37 years	01/07/1961, 63 years
A brief resume, Qualification(s), Experience and Nature of her expertise in specific functional areas, Recognition or awards	He did his Masters of Business administration He has gained lot of experience in the technical department of execution of infrastructure projects and He has been looking after the Production, maintenance and Technical aspects of the company.	Mrs. Bobba Vijaya Lakshmi is a Bachelor of Arts, and having rich experience in the field of cultivation of aqua culture. She looks after entire administrative and human resource developments. Over the years, she has acquired deep insight into the working of the industry.
Details of remuneration sought to be paid	2,00,000 Per Month	1,00,000 Per Month
Details of the remuneration last drawn by such person (FY 2023-24)	2,00,000 Per Month	1,00,000 Per Month
Date of first appointment on the Board	12/02/2016	30/04/2007

Shareholding in the Company	8.33%			9.36%
Relationship with other Directors, Manager and other Key Managerial Personnel	Bobba Lakshmi Narasimha Chowdary is son of Bobba Narayan Murthy & Bobba Viaya Lakhmi and spouse of Mrs. Reshma Pulapa Kiranmayee.			Bobba Viaya Lakhmi is spouse of Bobba Narayana Murthy and mother of Bobba Lakshmi Narasimha Chowdary
The number of Meetings of the Board attended during the FY-2023-24	5			5
Other Directorships	Nil			Nil
Membership / Chairmanship of Committees of across companies	Name of the company	Name of Committees of which a Chairman	Name of Committees of which a Member	Nil
	VSF PROJECTS LIMITED	Nil	1. Audit Committee 2. Stakeholder Relationship Committee	
Terms and Conditions of appointment / re-appointment	The tenure of the appointment position will be for a period of 3 years w.e.f 14 th February, 2025 which is subject to approval of the shareholders in this EGM.			The tenure of the appointment position will be for a period of 3 years w.e.f 14 th February, 2025 which is subject to approval of the shareholders in this EGM.

Annexure-III

Statement containing Additional Information and Disclosures as per Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021

S. No	Particulars	Details
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)	Mr. Bobba Narayana Murthy, promoter and Managing Director of the Company who holds 13.54% of stake in the company
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Bobba Narayana Murthy is spouse of Bobba Vijaya Lakshmi, Whole Time Director and Father of Bobba Lakshmi Narasimha Chowdary, Whole-time Director and CFO of the Company
3	Nature, material terms, monetary value and particulars of contracts or arrangement	payment of remuneration of Rs. 36 lakhs per annum to Mr. Bobba Narayana Murthy, promoter and Managing Director of the Company.
4	Value of Transaction	The monetary value of the aggregate transaction(s) is Rs. 36 lakhs per annum
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2023-24)	The company had nil turnover for the immediately preceding financial year (F.Y. 2023-24).
6	Justification for the transaction	<p>Mr. Bobba Narayana Murthy, a diploma holder in Mechanical Engineering has vast experience in the fields of Logistics, Granite Manufacturing, Mining, Aquaculture and Infrastructure Sectors.</p> <p>He has more than 30 years of rich experience in the field of management and execution of construction of Industrial structures, Cultivation of shrimps, development of lands and buildings. He is the chief promoter of the company. He had successfully executed many civil works in the last 13 years. He has actively participated many business excellences meets in Malaysia, South Africa, Hongkong, etc., He looks after operations, Business development, Purchase, Corporate affairs & finance for all industrial and contracting business and new project ventures.</p> <p>Based on his vast experience, the Audit Committee and Board have approved the transaction, and the Nomination & Remuneration Committee has recommended his appointment.</p>
7	Details of transaction relating to any loans, inter-corporate deposits, advances or	N.A.

	investments made or given by the listed entity or its subsidiary	
8	A copy of the valuation or other external party report, if any such report has been relied upon;	N.A.
9	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	N.A.

S. No	Particulars	Details
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)	Mr. Bobba Lakshmi Narasimha Chowdary, Whole Time Director and CFO of the Company who holds 8.33% of stake in the company
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Bobba Lakshmi Narasimha Chowdary is Son of Bobba Narayana Murthy Managing Director and Bobba Vijaya Lakshmi Whole Time Director of the Company
3	Nature, material terms, monetary value and particulars of contracts or arrangement	payment of remuneration of Rs. 24 lakhs per annum to Mr. Bobba Lakshmi Narasimha Chowdary, Whole Time Director and CFO of the Company.
4	Value of Transaction	The monetary value of the aggregate transaction(s) is Rs. 24 lakhs per annum
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2023-24)	The company had nil turnover for the immediately preceding financial year (F.Y. 2023-24).
6	Justification for the transaction	<p>Mr. Bobba Lakshmi Narasimha Chowdary did his Masters of Business administration and has gained lot of experience in the technical department of execution of infrastructure projects and he has been looking after the Production, maintenance and Technical aspects of the company.</p> <p>Based on his vast experience, the Audit Committee and Board have approved the transaction, and the Nomination & Remuneration Committee has recommended his appointment.</p>
7	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	N.A.
8	A copy of the valuation or other external party report, if any such report has been relied upon;	N.A.
9	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	N.A.

S. No	Particulars	Details
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)	Mrs. Bobba Vijaya Lakshmi, Whole Time Director of the Company who holds 9.36% of stake in the company
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Bobba Viaya Lakshmi is spouse of Bobba Narayana Murthy and mother of Bobba Lakshmi Narasimha Chowdary
3	Nature, material terms, monetary value and particulars of contracts or arrangement	payment of remuneration of Rs. 6 lakhs per annum to Mrs. Bobba Vijaya Lakshmi, Whole Time Director of the Company.
4	Value of Transaction	The monetary value of the aggregate transaction(s) is Rs. 12 lakhs per annum
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (F.Y. 2023-24)	The company had nil turnover for the immediately preceding financial year (F.Y. 2023-24).
6	Justification for the transaction	<p>Mrs. Bobba Vijaya Lakshmi holds Bachelor's Degree in Arts and has a rich experience in the field of cultivation of aqua culture. She also looks after entire administrative and human resource developments across the Company and over the years, she has acquired a sound knowledge in such departments.</p> <p>Based on her vast experience, the Audit Committee and Board have approved the transaction, and the Nomination & Remuneration Committee has recommended his appointment.</p>
7	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	N.A.
8	A copy of the valuation or other external party report, if any such report has been relied upon;	N.A.
9	Any other information relevant or important for the Meeting to take a decision on the proposed transaction	N.A.

Place: Hyderabad
Date: 14-02-2025

By the Order of the Board
For Vsf Projects Limited
Sd/-
Bobba Narayana Murthy
Chairman & Managing Director
(DIN: 00073068)