

Date: 06.09.2017

To  
The Bombay Stock Exchange Limited,  
PJ Tower,  
Dalal Street,  
Mumbai – 400 05

To,  
The National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C-1, Block G,  
Bandra Kurla Complex, Bandra (E) Mumbai- 400001

**Subject: Notice of 25<sup>th</sup> Annual General Meeting of M/S Proseed India Limited.**

Dear Sir,

With reference to the above subject, we would like to inform you that the company's 25<sup>th</sup> Annual General Meeting would be conducted on Friday 29<sup>th</sup> September, 2017 at 2:00 P.M. at Moti Nagar Community Hall, Mothinagar X Roads, Borabanda, Hyderabad – 500 018 Telangana. The Notice of Annual General Meeting is enclosed to this letter for your information.

Please take the same on your record.

For PROSEED INDIA LIMITED

  
Kottalanka Durga Prasad

(Company Secretary)



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the Members of Proseed India Limited will be held on Friday, the 29th day of September, 2017 at 2.00 P.M. at Moti Nagar Community Hall, Mothinagar X Roads, Borabanda, Hyderabad – 500 018 Telangana to transact the following business.

### ORDINARY BUSINESS

**1. Adoption of Financial Statements**

To receive, consider and adopt the audited Balance Sheet as at March 31, 2017 and the Audited Profit and Loss Account for the year ended as on that date together with the Reports of the Auditors and the Board of Directors thereon.

**2. Re-Appointment of Director**

To appoint a Director in place of Mr. D V S Prakash Rao, Whole-time Director & Chief Executive Officer (DIN No: 03013165) , who retires by rotation and being eligible, offers himself for re-appointment.

**3. APPOINTMENT OF STATUTORY AUDITORS**

To appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of fifth consecutive Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to Section 139 (2) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit committee of the Board, M/s. Navitha and Associates., Chartered Accountants, Hyderabad, having Firm registration No. 012026S allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors M/s. Sarath& Associates, Chartered Accountants, Hyderabad (Regn No. 005120S), who shall hold office from the conclusion of this 25th Annual General Meeting for a term of consecutive Five (5) years till conclusion of the 30th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

### SPECIAL BUSINESS

**4. Appointment of Mr.Nekkanti Venkata Krishnayya (DIN: 07733209) as an Independent Director and in this regard 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 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nekkanti Venkata Krishnayya (DIN: 07733209), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on March 31, 2017 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of

whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of 30th AGM.

**5. Appointment of Mrs. Renduchintala Padmavathi (DIN 07760361) as a Women Director and in this regard to consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution**

**“RESOLVED THAT** pursuant to Sections 149, 152, 164 read with the rule of the Companies (Appointment and Qualifications of Directors) Rules 2014, and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 Mrs. Renduchintala Padmavathi, who was appointed as Additional Women Director by the Board of Directors of the company pursuant to section 161(1) of the Companies Act, 2013 and who holds office up to the conclusion date of this AGM and in respect of whom the Company has received a notice under section 160(1) of Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is hereby appointed as the Women Director of the Company liable to retire by rotation.”

**Regd Office:**

Flat No. 302, Lotus Block,  
Block-B, Sandy Springs,  
Manikonda, Ranga Reddy Dist.,  
Telangana, Hyderabad - 500 089.

**Date:** 28 August, 2017

**For and on behalf of the Board  
for Proseed India Limited**

Sd/-

**D.V.S.Prakash Rao**

Wholetime Director & CEO

(DIN No. 03013165)

**NOTES :**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. **PROXIES.**
  - a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES (WHETHER MEMBER OR NOT) TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
  - b. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
  - c. Members' voting rights shall be in proportion to his/her share of paid up equity share capital of the Company
  - d. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
  - e. Members desirous of asking any questions at the General Meeting are requested to send their questions so as to reach the Registered Office of the Company at least Seven (7) days before the General Meeting so that the same can be suitably replied to.
  - f. Members/ Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
  - g. Proxy forms in order to be effective, must be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for the meeting.
  - h. Pursuant to Section 103 of the Companies Act, 2013 at least Thirty (30) members should be personally present to form quorum for a meeting of the Company.
  - i. The Notice is being sent to all members through permitted modes, whose names appear in the Register of Members, as on 1st September, 2017.
  - j. Members who have registered their e-mail Id for the receipt of documents in electronic mode are being sent AGM Notice by e-mail and others are sent by the permitted mode. Members who have received AGM Notice by e-mail and wish to vote physically can do the same by remaining present in the meeting.
  - k. Documents specifically stated in the explanatory statement are open for inspection at the Registered office of the Company between 10:00 a.m. to 01:00 p.m. on all working days (except Saturdays, Sundays and public holidays) up to the date of AGM.
  - l. The Company has notified closure of Register of Members and Share Transfer Books from 25- 9-2017 to 29-9-2017 (both days inclusive).
  - m. The business as set out in this AGM Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The members who wish to vote physically

in the meeting (instead of e-voting) can do the same by voting in the meeting dated 29th September 2017.

- n. The voting through an electronic means will commence on 26th September, 2017 at 09.00 a.m. and will end on 28th September, 2017 at 05.00 p.m. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
- o. The Company has appointed M/s. Gorantla & Co, Chartered Accountants (FRN:016943S) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- p. The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on 26th September, 2017 at 09.00 a.m. and ends on 28th September, 2017 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (iv) Click on Shareholders
  - (v) Now Enter your User ID
    - a) For CDSL: 16 digits beneficiary ID,
    - b) For NSDL: 8 Character DPID followed by 8 Digits Client ID,
    - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
  - (vi) Next enter the Image Verification as displayed and Click on Login
  - (vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p> <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> <p>If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be 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.
  - 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- q. In case Members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/depository participant(s) or requesting physical copy] :
- i. Please follow all steps from Sl.No. (ii) to Sl.No. (Xiii) above, to cast vote.
  - ii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.,) are required to log on to <https://evotingindia.co.in> and register themselves as Corporates. After receiving the login details, they have to link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
  - iii. The voting period begins on 26th September, 2017 at 9:00 a.m. and will end on 28th September, 2017 at 5:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2017 may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change in subsequently.
  - iv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), [cs@proseedindia.com](mailto:cs@proseedindia.com) or [rta@cilsecurities.com](mailto:rta@cilsecurities.com).
- r. Kindly note that the members can opt only one mode of voting i.e. either by physical voting or evoting. If you are opting for e-voting, then you are not eligible for physical voting. However, once the vote on resolution is cast by the shareholder by e-voting, he shall not be allowed to change it subsequently at the physical meeting.
- s. The Scrutinizer will submit his/her report addressed to the Chairman within a period not exceeding three working days from the date of conclusion of e-voting period. The result of the voting on Resolutions at the meeting shall be announced by the Chairman on 29th September, 2017. The results declared along with the Scrutinizer's report, will be posted on the Company's website and on CDSL's website and stock exchanges on 30th September, 2017.

**Regd Office:**

Flat No. 302, Lotus Block,  
Block-B, Sandy Springs,  
Manikonda, Ranga Reddy Dist.,  
Telangana, Hyderabad - 500 089.

**Date:** 28 August, 2017

**For and on behalf of the Board  
for Proseed India Limited**

Sd/-

**D.V.S.Prakash Rao**

Wholtime Director & CEO

(DIN No. 03013165)

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**EXPLANATORY STATEMENT  
PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:**

**ITEM NO. 3**

**APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY**

In terms of the provisions of Section 139 (2) of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years (i.e. 10 years maximum). Further, as per Rule 6(3) (i) of the Companies (Audit & Auditors) Rule, 2014, the period for which "an audit firm" has held office as auditor of a company prior to the commencement of the Act, 2013 should also be considered when calculating the Rotation Period of said 10 years.

However the Act has prescribed a transition period of 3 years to comply with the aforesaid rotation requirement. Accordingly, the Company had, on its 22nd AGM held on 30th September, 2014, appointed M/s. Sarath & Associates as Statutory Auditor for the said transition period to hold office till 25th AGM.

It is to be noted that M/s. Sarath & Associates, have been in office for last 5 years. As the Audit Firm expressed its ineligibility to be re-appointed due to the exceeding the limits of its Audit Firm, the Board of Directors of the Company has, on its meeting dated 28.08.2017, recommended the appointment of M/s. Navitha and Associates, Chartered Accountants, Hyderabad (Firm Registration No.: 012026S) as the Statutory Auditor of the Company in place of M/s. Sarath & Associates to hold office for 5 consecutive years i.e. from the conclusion of this 25th AGM until the conclusion of the 30th AGM of the Company, subject to ratification by the Members at every AGM held after this AGM till the 30th AGM.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Ordinary Resolution appointing M/s. Navitha and Associates, Chartered Accountants, Hyderabad (Firm Registration No.: 012026S) as the Statutory Auditor in place of M/s. Sarath & Associates. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.3 of the Notice.

**Item No.4**

Mr. Nekkanti Venkata Krishnayya (DIN 07733209) was appointed as an Additional (Independent) Director of the Company with effect from March 31, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Nekkanti Venkata Krishnayya holds office up to the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Nekkanti Venkata Krishnayya has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Nekkanti Venkata Krishnayya, aged 34 years is a B.Tech and has 5 plus years of experience in Online Advertising industry including system analysis, data base designing, MIS and RISK Management.

A statement containing his profile is given as per Annexure 1.

Except Mr. Nekkanti Venkata Krishnayya, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4



**Item No.5**

In order to strengthen the Board and to empower women and in compliance of Section 149(1) of Companies Act, 2013 board of directors has appointed Mrs.Renduchintala Padmavathi as Additional Director of the company under the provision of sec. 161(1) of the Companies Act, 2013 with effect from 7th March 2017 to hold office up to conclusion of the following AGM.

Notice in writing from member under sec. 160(1) of the Companies Act 2013 has been received along with a requisite deposit proposing the appointment of Mrs. Renduchintala Padmavathi as Woman Director. Mrs. Renduchintala Padmavathi, if appointed, will be liable to retire by rotation.

The Company has received from Mrs. Renduchintala Padmavathi (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (2) of section 164 of the Companies Act, 2013,.

Mrs. Renduchintala Padmavathi, aged 43 years has Diploma in Mechanical and has 6 years of experience in business matters.

A statement containing his profile is given as per Annexure 1.

Except Mrs. Renduchintala Padmavathi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5

**Regd Office:**

Flat No. 302, Lotus Block,  
Block-B, Sandy Springs,  
Manikonda, Ranga Reddy Dist.,  
Telangana, Hyderabad - 500 089.

**Date:** 28 August, 2017

**For and on behalf of the Board  
for Proseed India Limited**

Sd/-

**D.V.S.Prakash Rao**

Wholetime Director & CEO

(DIN No. 03013165)

Annexure -1

**ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIN 2015:**

Name of the Director	Nekkanti Venkata Krishnayya
DIN	07733209
Date of Birth	05/07/1983
Type of appointment	Independent Director
Date of Appointment/ Re-appointment	31/03/2017
Areas of Specialization	He has 5 plus years of experience in Online Advertising industry including system analysis, data base designing, MIS and RISK Management.
Qualifications	B.Tech
No. of Shares Held in the Company	--
Name of Other Companies in which the appointee also holds Director ship	1. SPACENET ENTERPRISES INDIA LIMITED 2. BARRET COMMODITY TRADERS PRIVATE LIMITED
Chairman/member of the Committee of the Board of Directors of other Companies	1
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	He is from Agricultural Family having knowledge on seeds and corps and has 5 plus years of experience in Online Advertising industry including system analysis, data base designing, MIS and RISK Management which will helps to business

Name of the Director	<b>RENUCHINTALA PADMAVATHI</b>
DIN	07760361
Date of Birth	16/08/1973
Type of appointment	Women Director
Date of Appointment/ Re-appointment	07/03/2017
Areas of Specialization	She has 6 years of experience in business matters of Agricultural Related and has been harvesting the paddy and other Corps.
Qualifications	Diploma in Mechanical
No. of Shares Held in the Company	0
Name of Other Companies in which the appointee also holds Director ship	1. SPACENET ENTERPRISES INDIA LIMITED
Chairman/member of the Committee of the Board of Directors of other Companies	1
Relation with Key Managerial Personnel and Directors	Nil
Justification for appointment	She has experience in agricultural related matters and has been harvesting the paddy and other Corps.

**Attention of the Members:**

1. Members are requested to send intimations of any changes in their addresses, applications for demat of shares, applications for transfer of shares and any related correspondence to the Company's share transfer agents M/s **CIL Securities Limited**, 214, Raghava Ratna Towers, chirag Ali Lane, Hyderabad-500001, Telangana Ph: 040-23203155, Email: rta@cilsecurities.com

**Sending notices and documents to shareholders through email:**

2. As a part of "Green Initiative" in Corporate Governance, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agents of the Company M/s **CIL Securities Limited** at their postal / email address given above. Please give the details in the attached format for registering your email ID. Those holding shares in demat form are requested to register their email IDs with their Depository Participants.