



An Agri BioTech Company

Proseed India Limited

**27th Annual Report
2018-19**

BOARD OF DIRECTORS**Name**

Mr. D V S Prakash Rao
Mr. Satya Srikanth Karaturi
Mr. Nekkanti Venkata Krishnayya
Mrs. Chukka Lakshmi

Designation

- Whole Time Director & CEO
- Non Executive & Independent Director
- Non Executive & Independent Director
- Non Executive Director

REGISTERED OFFICE

Flat No. 302, Lotus Block, Block-B,
Sandy Springs, Manikonda,
Ranga Reddy Dist., Telangana, Hyderabad - 500 089.
Tel: 08413485046
Fax: +91-40-23548537
URL: www.proseedindia.in
CIN: L01403TG2002PLC039113

STATUTORY AUDITORS

M/s Navitha & Associates
Chartered Accountants
#16-2-740/75, Plot No.26,
V.K. Dhage Nagar, Dilsukhnagar,
Hyderabad Telangana 500060

INTERNAL AUDITORS

M/S Gorantla & Co.,
Chartered Accountants
Off: H.No. 6-3-664, Prestige Rai Tower
Hyderabad – 500 018

SECRETARIAL AUDITORS

M/s Kota & Associates (Formerly known as Kota Srinivas & Associates)
Company Secretaries
Flat No. 101, 1st Floor,
Chaitanya Chambers,
Chaitanyapuri, Hyderabad – 500036

SHARE TRANSFER AGENT

CIL Securities Limited
214, Raghava Ratna Towers,
Chirag Ali Lane,
Hyderabad-500001 Telangana
Phone: +91 040-23203155

BANKERS

BANK OF BARODA,
HDFC BANK,
KARUR VYSYA BANK

TABLE OF CONTENTS

| S No | Item | Page No |
|------|--|---------|
| 1 | Notice of Annual General Meeting | 3 |
| 2 | Directors' Report | 12 |
| 3 | Report on Corporate Governance | 26 |
| 4 | Management Discussion and Analysis Report | 32 |
| 5 | Financial statements | |
| | a. Auditor's Report on standalone Financial Statements | 34 |
| | b. Standalone Balance Sheet | 42 |
| | c. Standalone Statement of profit and loss account | 43 |
| | d. Standalone cash flow statements | 44 |
| | e. Notes forming part of the Standalone Financial Statements | 46 |
| 6 | Proxy Form | 64 |
| 7 | Attendance Slip | 65 |

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Members of Proseed India Limited (formerly Green Fire Agri Commodities Limited) will be held on Saturday, the 28th day of September, 2019 at 12.00 p.m at Senior Citizen Hall 2nd Floor, Beside S.R.K Raju Community Hall, Madhuranagar, Hyderabad 500038 Telangana to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements & Reports

To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2019 and the reports of the Auditors and Board of Directors thereon; and in this regard, pass the following resolutions, with or without modification(s), as Ordinary Resolutions:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March, 2019 and the reports of the Auditors and Board of Directors thereon laid before this meeting, be and are hereby considered and adopted.”

2. Appointment of Mr. DASIGI VENKATA SURYA PRAKASH RAO as a Director liable to retire by rotation

To appoint a Director in place of Mr. DasigiVenkata Surya PrakashRao, Wholetime Director & Chief Executive Officer (DIN No: 03013165) who retires by rotation and being eligible, offers himself for re-appointment.

Rational: Mr. DasigiVenkata Surya PrakashRao, being longest in the office amongst the Directorsliable to retire by rotation is proposed to retire at the ensuing Annual General Meeting., it is proposed to re-appoint him as a Director.

To the extent that Mr. DasigiVenkata Surya PrakashRaois required to retire by rotation, he would need to be re-appointed as a Director of the Company, who shall continue his term as a Wholetime Director & Chief Executive Officer of the Company.

Therefore, members are requested to consider and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of theCompanies Act, 2013, , the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. DasigiVenkata Surya PrakashRao, as a Director of the Company, who shall continue as a Wholetime Director & Chief Executive Officer of the Company, to the extent that he is required to retire by rotation.”

SPECIAL BUSINESS

3. Appointment of Mrs. Chukka Lakshmi (DIN: 07733231) as a Woman Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution

"RESOLVED that pursuant to the provisions of 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 ("Act") and the companies (Appointment & Qualification of

Directors) Rules, 2014, Mrs. Chukka Lakshmi (DIN: 07733231), who was appointed as additional 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 161(1) of the Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is, hereby, appointed as the Non-Executive Women Director of the Company liable to retire by rotation.”

4. Appointment of Mr. Satya Srikanth Karaturi (DIN: 07733024) as an Independent Director and in this regard to consider and if thought fit, to pass, 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 there of for the time being in force), Mr. Satya Srikanth Karaturi (DIN: 07733024), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on February 13, 2019 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 provide 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 32nd AGM.

Regd Office:

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

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

Sd/-

D.V.S.Prakash Rao

Wholetime Director & CEO
(DIN No. 03013165)

Date: 28th August, 2019

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed here to.
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/hers share of paid up equity share capital of the Company.
 - d. This notice ("AGM Notice") is being sent to all the members, whose names appear in the Register of Members as on 31st August, 2019.
 - e. 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.
 - f. 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.
 - g. Members / Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
 - h. 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.
 - i. 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.
 - 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 25th September, 2019 to 28th September, 2019 (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 28th September 2019.
- n. The voting through an electronic means will commence on 25th September, 2019 at 09.00 a.m. and will end on 27th September, 2019 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 share holders voting electronically are as under:
 - (i) The voting period begins on 25th September, 2019 at 09.00 a.m. and ends on 27th September, 2019 at 05.00 p.m. During this period share holders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Share holders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The share holders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Share holders.
 - (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 Forms 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 and vote do not enter 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:

| 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 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> <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p> |
| 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> <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 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.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- q. Kindly note that the members can opt only one mode of voting i.e. either by physical voting or e-voting. If you are opting for e-voting, then you are not eligible for physical voting. However, once the vote on resolution is cast by any share holder by e-voting, he shall not be allowed to change it subsequently at the physical meeting.
- r. 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, 2019. The results declared along with the scrutinizer's report, will be posted on the company's website and on cdsi's website and stock exchanges on 29th September, 2019.

For and on behalf of the Board
for Proseed India Limited

Regd Office:

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

Date: 28th August, 2019

D.V.S. Prakash Rao
Whole time Director & CEO

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

Item No.3

Mrs. Chukka Lakshmi (DIN: 07733231) was appointed as an Additional Woman Director of the Company with effect from November 14, 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Chukka Lakshmi holds office upto 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 her candidature for the office of Director.

Mrs. Chukka Lakshmi has given a declaration to the Board that she meets the criteria for the appointment as a woman director as per the provisions of the Companies Act, 2013.

Mrs. Chukka Lakshmi aged 44 years has a lot of business experience in the various fields. Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for appointment of Mrs. Chukka Lakshmi as a Non-executive Woman Director.

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

Except Mrs. Chukka Lakshmi, 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.3

Item No.4

Mr. Satya Srikanth Karaturi (DIN: 07733024) was appointed as an Additional Independent Director of the Company with effect from February 13, 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Satya Srikanth Karaturi, holds office upto 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. Satya Srikanth Karaturi has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Satya Srikanth Karaturi, aged 45 years, has more than 20 years of experience in MIS and risk Management. Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no.4 of the Notice for appointment of Mr. Satya Srikanth Karaturi, as a Director. A statement containing his profile is given as per Annexure 1.

Except Mr. Satya Srikanth Karaturi, 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