GreenFire
Agri Commodities Ltd.

October 20, 2015

To

The Manager
Listing Department
National Stock Exchange of India Limited
Mumbai

Sir,

Sub: Notice of Postal Ballot – reg.

Ref: Clause 31(b) of the Listing Agreement

*****

We herewith enclose the notice of Postal Ballot for seeking the approval of members for Alteration of main objects clause of the Memorandum of Association.

This is for your Information and Record.

Thanking you,

Yours faithfully,
For Green Fire Agri Commodities Limited

Green Fire Agri Commodities Limited Hyderabad

D.V.S.Prakash Rao
Wholetime Director & CEO

Encl: Quarterly Corporate Governance Report in the format specified under Clause 49

Copy to:
The Manager
Listing Department
BSE Limited
Mumbai

Green Fire Agri Commodities Limited
CIN: L72200TG2002PLC039113
Registered Office: 8-2-686/8/B/1, 3rd Floor, GAMUT Square,
Road No.12, Banjara Hills, Hyderabad -500034;
Tel: +91- 40-23548353; Fax:+91-40-23548537;
E-mail: cs@greenfireagritech.com; website: www.greenfireagritech.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below for change in objects clause of Memorandum of Association are proposed to be passed as special resolutions by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolutions setting out the material facts concerning item of notice and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company has appointed M/s A.S.Naidu and Co., Chartered Accountants (FRN:008549S) to act as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached business reply envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 20th November, 2015.

In compliance with the Clause 35B of the Listing Agreement executed with the stock exchanges and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this notice and instructions on the overleaf of the form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman.

The result of the voting conducted through postal ballot would be announced by the Chairman of the Company on 21st November, 2015 at 10.00 a.m. at the Registered Office of the Company.

The said result would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed/traded, displayed on the Company's website viz. www.greenfireagritech.com and the website of Central Depository Services (India) Limited viz. https://www.evotingindia.com, along with the Scrutinizer's report.

Item No.1: Alteration of Main Objects Clause of the Memorandum of Association

To consider and, if thought fit, to pass the following resolution as a ***Special Resolution:-***

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, Andhra Pradesh and Telangana and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorised Committees or one or more Directors) is authorised to accept as it may deem fit, Clause III A of the Memorandum of Association, in relation to the main objects to be pursued by the Company on its incorporation, be and is hereby amended and replaced to read as under:

III. A The objects to be pursued by the Company on its incorporation are:-

1. To carry on the business of production, farming including Organic farming, harvesting, procurement, grading, pooling, handling, marketing, agriculture, apiculture, horticulture, floriculture, biotechnology, and to produce, grow, manufacture, process, prepare, refine, extract, operate, buy, sell or otherwise deal in all kinds of seeds, agricultural, apicultural, horticultural, floricultural, biotechnology, tissue-culture, diary, food products, and farm produce for domestic, export, import of products, seeds, honey, plants, flowers, vegetables, vegetable oils, oil cakes, fruits, food products, dairy and dairy products and preparation of any nature or description and to render/avail technical services, consultancy services, Training, Research and Development activities including farming techniques.

2. To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all types of agri-inputs, farming machines and equipment, bio-chemical elements, agricultural chemicals, animal feed and animal medicines, business including cattle, poultry, shrimp, fish and hatcheries, bio-fertilizers, micronutrients, bio-pesticides, bio-chemicals, agro industrial chemicals or any mixtures, derivatives and related compounds, establish, administer, own and run industries for growing, manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in forest products, agricultural, plantation, horticultural, medicinal, aromatic products in domestic and overseas markets and trade in any of the above businesses and products.

FURTHER RESOLVED THAT the Directors of the company be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution".

For and on behalf of the Board

D.V.S.Prakash Rao
Wholetime Director & CEO
DIN 03013165

Date: 16th October, 2015

Registered Office:
8-2-686/8/B/1, 3rd Floor,
GAMUT Square, Road No.12,
Banjara Hills, Hyderabad -500034

Notes:

1. An Explanatory Statement and reasons for the proposed special business pursuant to Section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.

2. This Postal Ballot Notice is being sent to the members whose names appear in the Register of Members / Record of Depositories as on 09th October 2015. Accordingly, the members whose name appears in the Register of Members / Record of Depositories as on 09th October, 2015, will be considered for purpose of voting.

3. Shareholder(s) desiring to exercise vote by postal ballot should complete the Postal Ballot form and send it to 'The Scrutinizer, Mr. Sriranga Gorantla, Partner, M/s A.S.Naidu and Co., Chartered Accountants, C/o Green Fire Agri Commodities Limited, #8-2-686/8/B/1, 3rd Floor, GAMUT Square, Road No.12, Banjara Hills, Hyderabad-500034 in the attached business reply envelope so as to reach the Scrutinizer before 5.00 p.m. on Friday, 20th November, 2015. Any Postal Ballot Form received after Friday, 20th November, 2015 shall be treated as if reply from the member has not been received.

4. Members holding shares in physical form are requested to inform any change of address, mobile number, e-mail id, bank details etc. immediately to the Company's Registrar and Share Transfer Agent, M/s CIL Securities Limited, 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad-500001. Members holding shares in electronic form are requested to inform any change of address, e-mail id, bank details etc. immediately to their respective depository participants.

5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 09th October 2015.

6. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Telugu newspaper, each with wide circulation in Hyderabad, where the registered office of the Company is situated, and published on the Company website www.greenfireagritech.com.

7. E-VOTING: In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 20, 22 of the companies (Management & Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement, the Company is pleased to provide e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote Postal Ballot and vice-versa.

The instructions for e-voting are as under:

(i) The voting period begins on 22nd October 2015 and ends on 20th November 2015. 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 09th October 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website https://www.evotingindia.com

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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

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

(vi) If you are holding shares in demat form and had logged on to https://www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

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

(ix) 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.

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

(xi) Click on the EVSN for Postal Ballot of GREEN FIRE AGRI COMMODITIES LIMITED on which you choose to vote.

(xii) 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.

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

(xiv) 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.

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

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

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

(xviii) 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 https://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 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.

(xix) 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 https://www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

8. In case of members receiving the physical copy of Notice [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

   a. Please follow all steps from sl.no. (ii) to sl.no. (xviii) above, to cast vote.

   b. The voting period begins on 22nd October 2015 at 09.00 A.M. and ends on 20th November 2015 at 05.00P.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 09th October 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for

voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. At the end of the voting period, the portal where votes are cast shall forthwith be blocked.

c. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date (record date) of 09th October 2015.

9. A member can opt for only one mode of voting i.e. either through e-voting facility or by Postal Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot sent by the member shall be treated as invalid.

The results of the Postal Ballot will be announced on Saturday, 21st November 2015 at the registered office of the company at 8-2-686/8/B/1, 3rd Floor, GAMUT Square, Road No.12, Banjara Hills, Hyderabad -500034 and will also be informed to BSE Limited and posted on the Company's website www.greenfireagritech.com.

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

Item No. 1: Amendment of Main Objects Clause of the Memorandum of Association.

The Company is presently engaged in the business of Commodity Trading, IT & ITES services. The company wish to take up business of production, farming including Organic farming, harvesting, procurement, grading, pooling, handling, marketing, agriculture, apiculture, horticulture, floriculture, biotechnology, seed and agri related activities as its main business activity by discontinuing the present business activities. The company also changing its name from 'Green Fire Agri Commodities Limited' to 'Proseed India Limited' to reflect the proposed main business activity and got members approval for the same.

The Board of Directors at its meeting held on 16th October, 2015 decided to alter main objects clause of the Memorandum of Association (MOA) in order to enable the Company to carry out the above new line of business activities. The alteration of Objects Clause of MOA requires the approval of shareholders by means of Special Resolution pursuant to Section 13 of the Companies Act, 2013. Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 approval of members shall be taken through postal ballot in case of alteration of main objects of the company. Hence the approval of members is being sought through Postal Ballot.

The existing main objects clause and proposed main objects clause are given below:

Existing main objects clause	Proposed new main objects clause
1. To design, develop, acquire, assemble, manufacture, distribute, transmit, maintain, mortgage, transfer, purchase, sell, hire, lease, import, export and to Act as dealer, franchiser, and to provide management and marketing services in the field of data transmission, software development, e-commerce business solutions, hardware, peripherals, consumables, network computers, related Activities globally and indigenously and to run software training institutions. 1A. To carry on the business of and become a member of Multi Commodity Exchanges and engage in trading and clearing activities including all kinds of contracts subject to the rules, regulations and bye-laws of commodity exchanges as prescribed and amended from time to time by the Forward Contract (Regulation) Act, (FCRA), 1952. 1B. To carry on the business and to engage in all kinds of derivative contracts and options contracts and comply with the rules relating to delivery of goods and payment of price and participate in ready delivery and forward contracts, specific delivery contracts, future contracts subject to the laws in force as applicable to commodity exchanges established in India. 2. To provide high-tech consulting and services on management of informatics and technology for enterprise excellence (MINT-EX) by project management, internet service provider, web applications development, corporate training, business automation analysis, internet advertisements and to set up and run electronic data processing centres and to carry on business of data/word processors, development of management information system, computerization feasibility study and to	1. To carry on the business of production, farming including Organic farming, harvesting, procurement, grading, pooling, handling, marketing, agriculture, apiculture, horticulture, floriculture, biotechnology, and to produce, grow, manufacture, process, prepare, refine, extract, operate, buy, sell or otherwise deal in all kinds of seeds, agricultural, apicultural, horticultural, floricultural, biotechnology, tissue-culture, diary, food products, and farm produce for domestic, export, import of products, seeds, honey, plants, flowers, vegetables, vegetable oils, oil cakes, fruits, food products, dairy and dairy products and preparation of any nature or description and to render/avail technical services, consultancy services, Training, Research and development activities including farming techniques. 2. To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all types of agri-inputs, farming machines and equipment, bio-chemical elements, agricultural chemicals, animal feed and animal medicines, business including cattle, poultry, shrimp, fish and hatcheries, bio-fertilizers, micronutrients, bio-pesticides, bio-chemicals, agro industrial chemicals or any mixtures, derivatives and related compounds, establish, administer, own and run industries for growing, manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in forest products, agricultural, plantation, horticultural, medicinal, aromatic products in domestic and overseas markets and trade in any of the above businesses and products.

conduct or sponsor training, programs, courses, seminars for imparting or spreading the knowledge and use of computers, research and development computer programs and publishing and distributions of books, journals and course materials and to purchase, sell these products both in India and abroad. 3. To undertake the business of manufacturers, either for its own use or for sales, trading, dealers, exporters, importers, developers, agents, stockiest, distributors, processors, franchise holders, designers, repairers, maintainers, consultants of computer systems, computer peripherals and accessories, computer compounds, computer consumables like floppy disks, diskettes, hard disks, ribbons, computer stationery, computer hardware and software packages, telecommunication, systems, electrical and electronic items considered as integral part or supplement of computer systems and to provide internet information services.	

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolutions as set out at in the Notice.

The Board of Directors recommends the resolution for the approval of the members.

For and on behalf of the Board

D.V.S.Prakash Rao
Wholetime Director & CEO
DIN 03013165

Date: 16th October, 2015

Registered Office:
8-2-686/8/B/1, 3rd Floor,
GAMUT Square, Road No.12,
Banjara Hills, Hyderabad -500034