Proseed
India Limited

October 1, 2016

To
The Listing Manager
Bombay Stock Exchange Limited
PJ Towers, Mumbai

To
The Listing Manager
National Stock Exchange of India Limited
Mumbai,

Dear Sir/Madam,

Sub: Submission of voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the 24th Annual General Meeting of the Company held on 30th September 2016

This is to inform that the 24th Annual General Meeting of the Company was duly held on Friday 30th September 2016 at 03.30 P.M at Kalinga Cultural Trust, Plot No. 1269, Road No. 12, Banjara Hills, Hyderabad – 500 034, Telangana, India and all the resolutions in the notice of the Annual General Meeting dated 2nd September, 2016 have been unanimously passed by the shareholders.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Rules, 2015, we enclose herewith the voting results, in the required format, in respect of the Remote E-voting and Poll conducted at the venue of AGM on the resolutions of item no. 1 to 7 as per the notice dated 02.09.2016 of the 24th Annual General Meeting of the Company held on 30th September 2016.

This is for information and record.

Thanking you,

For Proseed India Limited

D V S Prakash Rao
Whole-time Director & CEO
(DIN: 03013165)

PROSEED INDIA LIMITED

A. S. Naidu & Co.
Chartered Accountants

Off: SRT 453, Sanath Nagar,
Hyderabad - 500 018.
Phone: 040-23704413
Cell: 99859 48569
Email: ca.sriranga@gmail.com
gsriranga@gmail.com

CONSOLIDATED SCRUTINIZER REPORT

To,

The Chairman
Proseed India Limited
Flat No.302, Lotus Block,
Block –B, Sandy Springs, Manikonda,
Hyderabad – 500089.

We, A S Naidu & co, Chartered Accountants, having Registered office at SRT-453, Sanath Nagar, Hyderabad – 500034 , Telangana, appointed as the Scrutinizer by the Board of Directors of M/s. Proseed India Limited at their meeting held on 02.09.2016 for the purpose of scrutinizing voting process in respect of below mentioned resolutions at the 24th Annual General Meeting of Equity Shareholders of the Company held on 30th September, 2016 at 03.30 P.M. at Kalinga Cultural Trust, Plot No. 1269, Road No.12, Banjara Hills, Hyderabad, Telangana – 500034 and concluded at 04:30 P.M. We submit our report as under:

1. In accordance with the Notice of the 24th Annual General Meeting dated 30.09.2016 sent to the shareholders and the Advertisement published pursuant to the Rule 20(3) (V) of the Companies (Management and Administration) Rules, 2014 on 17th September, 2016 in "Financial Express" in English and "Nava Telangana" in Telugu, the e-voting opened at 9.00 A.M on 26th September, 2016 and remained open up to 5.00 P.M on 29th September, 2016.

2. The equity shareholders holding shares as on 23.09.2016 was considered as "cut-off date" for purpose of voting on the resolutions stated in the Notice of the Annual General Meeting of the Company.

3. The votes were unblocked and considered on 30th September, 2016 after the conclusion of the AGM in presence of two persons, who are not the employees of the Company.

L Santosh P Ravi Kumar

4. The e-voting results/list of equity shareholders who have voted "for and against" were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL). (www.evotingindia.com) and the same were handed over to the Chairman.

5. The results of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no. 1 to 7 are passed with the requisite majority, are as under:

Voting Results:

Date of the AGM	30.09.2016
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 4 32
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	 Nil Nil

RESOLUTIONS:

1. **Adoption of financial statements for the year ended 31.03.2016.**

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Voters Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	**E-Voting**	46336158	6480946	13.99	6480946	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		6480946	13.99	6480946	0	100.00	0
Public-Institutions	**E-Voting**	1913770	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	**E-Voting**	47858508	374402	0.78	374402	22	100.00	0
	Poll		1127056	2.35	1127034	22	100.00	0
	Total		1501458	3.14	1501436	22	100.00	0
Total		**96108436**	**7982404**	**8.31**	7982382	**22**	**100.00**	**0**



2. Re-appointment of Mr. Venkateswara Rao Tammineedi (DIN:06806293) who retires by rotation

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46336158	6480946	13.99	6480946	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		6480946	13.99	6480946	0	100.00	0
Public-Institutions	E-Voting	1913770	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	47858508	374402	0.78	374402	22	100.00	0
	Poll		1127056	2.35	1127034	22	100.00	0
	Total		1501458	3.14	1501436	22	100.00	0
Total		96108436	7982404	8.31	7982382	22	100.00	0



3. Re-appointment of M/s. Sarath & Associates, Chartered Accountants, as Statutory Auditors the company and fix their remuneration

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46336158	6480946	13.99	6480946	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		6480946	13.99	6480946	0	100.00	0
Public-Institutions	E-Voting	1913770	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	47858508	374402	0.78	374402	22	100.00	0
	Poll		1127056	2.35	1127034	22	100.00	0
	Total		1501458	3.14	1501436	22	100.00	0
Total		**96108436**	**7982404**	**8.31**	**7982382**	**22**	**100.00**	**0**



4. Appointment of Dr. Vinod Goud Vemula (DIN: 03104042) as an Independent Director

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46336158	6480946	13.99	6480946	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		6480946	13.99	6480946	0	100.00	0
Public-Institutions	E-Voting	1913770	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	47858508	374402	0.78	374402	22	100.00	0
	Poll		1127056	2.35	1127034	22	100.00	0
	Total		1501458	3.14	1501436	22	100.00	0
Total		96108436	7982404	8.31	7982382	22	100.00	0



5. Appointment of Mr. Seetharama Rao (DIN: 07333633) as an Independent Director

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46336158	6480946	13.99	6480946	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		6480946	13.99	6480946	0	100.00	0
Public-Institutions	E-Voting	1913770	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	47858508	374402	0.78	374402	22	100.00	0
	Poll		1127056	2.35	1127034	22	100.00	0
	Total		1501458	3.14	1501436	22	100.00	0
Total		96108436	7982404	8.31	7982382	22	100.00	0



6. Re-classification of Promoter group to Public group

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46336158	6480946	13.99	6480946	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		6480946	13.99	6480946	0	100.00	0
Public-Institutions	E-Voting	1913770	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	47858508	374402	0.78	374402	22	100.00	0
	Poll		1127056	2.35	1127034	22	100.00	0
	Total		1501458	3.14	1501436	22	100.00	0
Total		96108436	7982404	8.31	7982382	22	100.00	0



7. To raise further Capital

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46336158	6480946	13.99	6480946	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		6480946	13.99	6480946	0	100.00	0
Public-Institutions	E-Voting	1913770	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	47858508	374402	0.78	374402	22	100.00	0
	Poll		1127056	2.35	1127034	22	100.00	0
	Total		1501458	3.14	1501436	22	100.00	0
Total		**96108436**	**7982404**	**8.31**	**7982382**	**22**	**100.00**	**0**

6. The above resolutions are passed with requisite majority.

For A S Naidu & Co
Chartered Accountants
FRN: 008549S

Sri Ranga Gorantla
Partner
M.NO. 222450
Scrutinizer for E- Voting Process

Place: Hyderabad
Date: 01.10.2016