

GreenFire

Agri Commodities Limited



22nd Annual Report
2013-14

BOARD OF DIRECTORS

Name	Designation
Shri. D V S Prakash Rao	- Whole Time Director & CEO
Shri. P Parthasarthi	- Director
Shri. T Naresh Kumar	- Director
Shri. Y Ramesh	- Director
Mrs Khushboo Joshi	- Company Secretary

REGISTERED OFFICE

GAMUT Square, D.No.8-2-686/8/B/1, 3rd Floor,
Road No. 12, Banjara Hills, Hyderabad-500034
Telangana , India
Tel: +91-40-23548353
Fax:+91-40-23548537
URL: www.greenfireagritech.com
CIN: L72200TG2002PLC039113

STATUTORY AUDITORS

M/s Sarath & Associates
Chartered Accountants
4th Floor, Maas Heights,
Road No: 8, Banjara Hills,
Hyderabad-500 034

INTERNAL AUDITORS

A.S. Naidu & Co
SRT 453, Sanath Nagar,
Hyderabad-500 018

SHARE TRANSFER AGENT

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

BANKERS

DHANLAXMI BANK
CORPORATION BANK

INDEX

S.No.	Item	Page No.
1	Notice of Annual General Meeting	05
2	Directors' Report	19
3	Report on Corporate Governance	22
4	Management Discussion and Analysis	29
5	Auditors' Report	33
6	Balance Sheet	40
7	Statement of Profit and Loss Account	41
8	Cash Flow Statement	42
9	Notes on Accounts	43
10	Proxy Form / Attendance Slip	61 / 62

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of the Members of Green Fire Agri Commodities Limited (formerly Northgate Technologies Limited) will be held on Tuesday, the 30th Day of September 2014 at 3.00 PM at Kalinga Cultural Trust, Plot No. 1269, Road No.12, Banjara Hills, Hyderabad 500 034 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014, the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint a Director in place of Mr DVS Prakash Rao, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration 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** subject to applicable provisions of Companies Act, 2013 read with Rules made there under M/s Sarath & Associates, Chartered Accountants (Regn No. 005120S) Hyderabad be and are hereby appointed as Statutory Auditors of the Company for a block of Three (3) years from the conclusion of this Annual General Meeting until the conclusion 25th Annual General Meeting of the Company in the Calendar Year 2017 (subject to ratification by the members at every Annual General Meeting) at a Remuneration as may mutually be agreed upon between the Board of Directors and M/s Sarath & Associates, Chartered Accountants.”

SPECIAL BUSINESS

4. Appointment of Shri.T.Naresh Kumar (DIN: 00018575) 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri T.Naresh Kumar (DIN: 00018575), who was appointed as a Director liable to retire by rotation and whose

term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for Five (5) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2019.

5. Appointment of Shri.P Parthasarthi (DIN: 00004936) 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri P Parthasarthi (DIN: 00004936), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for Five (5) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2019.

6. Appointment of Shri.Y Ramesh (DIN: 02549429) 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Y Ramesh (DIN: 02549429), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for Five (5) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2019.

7. Alteration of the Object Clause of Memorandum of Association of the company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Incorporation) Rules 2014 and subject to all the applicable laws and regulations, including but not limited to Listing Agreement entered with Stock Exchanges, the approval of the members be and is hereby granted for alteration of the Object Clause of the Memorandum of Association of the Company by replacing the existing Clause 1, 1A, 1B, 2 and 3 with new clauses under 'Main Objects', which is read as under.:

1. To carry on the business of farming, production, harvesting, procurement, grading, pooling, handling, marketing, agriculture and horticulture in all their respective farms and branches and to grow, produce, manufacture, process, prepare, refine, extract, operate, hydrolyze, deodorize, grind, blench, hydrogenate buy, sell or otherwise deal in all kinds of agricultural, horticultural, Biotechnology, tissue-culture and farm produce for domestic, export, import of products including seeds, plants, flowers, vegetables, fruits and preparation of any nature or description.
2. To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all types of heavy and light chemicals. chemical elements and compounds, including without limiting the generality of the foregoing, laboratory, and scientific chemicals or any nature used or capable of being used in the Pharmaceutical industry, agricultural chemicals, fertilizers, petrochemicals, bio-fertilizers, bio-chemicals, industrial chemicals or any mixtures, derivatives and compounds thereof.
3. To render technical services, consultancy services, Training, Research and development and all other activities for the promotion of the interests of its members.

RESOLVED FURTHER THAT Mr. DVS Prakash Rao, WTD & CEO be and is hereby authorized to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

8. To consider and if thought fit, to pass, with or without modification, the following resolution with regard to change in name of the Company.

RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and subject to the approval of the Central Government, the Members of the Company hereby accord their approval for changing the name of the Company from M/s. Green Fire Agri Commodities Limited to M/s. PROSEED AGRO TECH LIMITED”.

RESOLVED FURTHER THAT Mr Dasigi Surya Prakash Rao, Whole Time Director & CEO of the Company be and is hereby authorized to do all such acts, deeds, and things as may be deemed expedient and necessary in his absolute discretion to give effect to this resolution in the best interests of the Company.

RESOLVED THAT upon the change of name of the Company becoming effective, the name 'Green Fire Agri Commodities Limited' wherever it occurs in the Memorandum and Articles of Association be substituted by the name "PROSEED AGRO TECH LIMITED".

Place: Hyderabad
Date: September 03, 2014

By Order of the Board
Khushboo Joshi
Company Secretary

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. This notice (“**AGM Notice**”) is being sent to all the members, whose names appear in the Register of Members as on 30th August, 2014.
 - 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 Company Registered office 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 26th September, 2014 to 30th September, 2014 (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 30th September, 2014.
- n. The voting through an electronic means will commence on 23rd September, 2014 at 10:00 a.m. and will end on 27th September, 2014 at 6:00 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. A.S.Naidu & Co, Chartered Accountants (FRN:008549S) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- p. The Procedure and instructions for the voting through electronic means is, as follows:
 - i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login Id and password can be used.
 - ii. Log on to the e-voting website www.evotingindia.com, during the voting period from 23-09-2014 (10:00 a.m.) to 27-09-2014 (06:00 p.m.)

- iii. Click on “Shareholders” tab.
- iv. Select the Electronic Voting Sequence Number “EVSN” along with “COMPANY NAME” from the dropdown menu and click on “SUBMIT”
- v. Fill up the following details in the appropriate boxes:

	For Members holding shares in Demat form	For Members holding shares in Physical form
User Id	For NSDL: 8 Charter DP ID following by 8 digits Client ID. For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric PAN* issued by the Income Tax Department when prompted by the system while e-voting (applicable for both Demat shareholders as well as physical shareholders)	
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 Demant account or in the company records for the said Demat account or Folio.	

Please enter any one of the details in order to login.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Members holding shares in physical form will then reach directly EVSN section screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum Eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@#\$%&*). Kindly note that this password is also to be used by the Demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that such 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.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- ix. Click on the relevant EVSN on which you choose to vote.
 - x. 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 the Resolution and option NO implies that you dissent to the Resolution.
 - xi. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
 - xii. After selecting the Resolution which 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.
 - xiii. Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- 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 September 23, 2014 at 10:00 a.m. and ends on September 27, 2014 at 06:00p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the book closure date of 26th September, 2014 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com, cs@greenfireagritech.com or rta@cilsecurities.com.

- r. 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 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 30th September, 2014. 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, 2014.

By order of the Board
For Green Fire Agri Commodities Limited

Sd/-
Khushboo Joshi
Company Secretary

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

Item No- 4,5 & 6: APPOINTMENT OF INDEPENDENT DIRECTORS

Shri Mr.T.Naresh Kumar (DIN: 00018575), Shri P. Parthasarathi (DIN: 00004936) and Shri Y Ramesh (DIN: 02549429) are Independent directors.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement *inter alia* stipulating the conditions for the appointment of independent directors by a listed company. It is, therefore, proposed to appoint Shri Mr.T.Naresh Kumar (DIN: 00018575), Shri P. Parthasarathi (DIN: 00004936) and Shri Y Ramesh (DIN: 02549429) as Independent Directors under Section 149 of the Act and the Clause 49 of the Listing Agreement to hold office for Five (5) consecutive years for a term up to the conclusion of the 9th Annual General Meeting of the Company in the calendar year 2019.

Shri Mr.T.Naresh Kumar (DIN: 00018575), Shri P. Parthasarathi (DIN: 00004936) and Shri Y Ramesh (DIN: 02549429) are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members proposing the candidature of each of Shri Mr.T.Naresh Kumar, Shri P. Parthasarathi and Shri Y Ramesh for the office of Directors of the Company.

The Company has also received declaration from Shri Mr.T.Naresh Kumar, Shri P. Parthasarathi and Shri Y Ramesh, that they meet with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Companies Act, 2013 and under the Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Mr.T.Naresh Kumar, Shri P. Parthasarathi and Shri Y Ramesh fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Mr.T.Naresh Kumar, Shri P. Parthasarathi and Shri Y Ramesh are independent of the Management.

Brief resume of Shri Mr.T.Naresh Kumar, Shri P. Parthasarathi and Shri Y Ramesh, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/ Chairmanships of Board of Committees, Shareholding and relationships between directors *inter se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Shri Mr.T.Naresh Kumar, Shri P. Parthasarathi and Shri Y Ramesh, are available for inspection by Members at the Registered office of the company during normal business hours on all working days, except on Saturdays.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Mr.T.Naresh Kumar, Shri P. Parthasarathi and Shri Y Ramesh and their relatives are interested in the respective resolution as set out in Item Nos. 4, 5,& 6 of the Notice with regard to their respective appointments.

The relatives of Shri Mr.T.Naresh Kumar, Shri P. Parthasarathi and Shri Y Ramesh may be deemed to be interested in the resolutions as set out at item Nos. 4, 5 & 6 of the Notice, to the extent of their shareholding interest, if any of the company.

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 Item No. 4, 5 & 6 of the Notice.

Item No. 7 : Alteration of the Object Clause of Memorandum of Association of the Company.

Green Fire Agri Commodities Limited is focusing on its core business activities so as to have maximum fruits to its shareholders by removing the existing clause 1, 1A, 1B, 2 & 3 that compel the company to divert its valuable time . With this act, the company can opt exit from the membership of the Commodities Exchange.

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 Item No. 7 of the Notice.

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

Item No.8: Change in name of the Company

The change in the name of the company is proposed in view of the relevance of the objects of the company so as to reach the maximum market thereby achieving the targets.

The Registrar of Companies, Telangana have approved the availability of name “PROSEED AGRO TECH LIMITED” vide their letter dated August 25 2014.

The change in the name of the company can be affected by a Special Resolution and will require the approval of the Members of the Company.

Further it will be necessary to substitute the name of the company wherever it occurs in the Memorandum and Articles of Association and other documents of the Company.

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 Item No. 8 of the Notice.

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

Place : Hyderabad

Date : September 03, 2014

By Order of the Board
Khushboo Joshi
Company Secretary

EXPLANATORY STATEMENT AS PER THE CLAUSE 49 OF THE LISTING AGREEMENT:

Name of the Director	Mr. T. Naresh Kumar
DIN	00018575
Date of Birth	21/08/1961
Type of Appointment	Director not liable to retire by rotation
Date of appointment/re-appointment	16-07-2012
Areas of specialization	Expert in business matters
Qualification	B.Sc & BE
No. of shares held in company	80779
List of directorships held outside public limited companies	01.Northgate Com Tech Limited
Chairman/Member of the committee of the Board of Directors of this Company	Member in 1)Audit Committee and 2) Member in Compensation/Remuneration Committee
Chairman/Member of the committee of the Board of Directors of other Companies	Member in 1)Audit Committee and 2) Member in Compensation/Remuneration Committee
Relation with Key Managerial Personnel and Directors	NIL
Justification for appointment	His business expertise will be utilized for the overall business development of the Company.

Name of the Director	Mr. P.Parthasarathi
DIN	00004936
Date of Birth	27/10/1948
Type of Appointment	Director not liable to retire by rotation
Date of appointment/re-appointment	01-04-2011
Areas of specialization	Finance & Accounts
Qualification	FCA
No. of shares held in company	500
List of directorships held outside public limited companies	01.Northgate Com Tech Limited 02.Social Media India Limited 03.Citi Port Financial Services Limited
Chairman/Member of the committee of the Board of Directors of this Company	a) Chairman Audit Committee b)Chairman-Compensation/Remuneration Committee; (c) Member-Shareholders/Investor Grievance Committee
Chairman/Member of the committee of the Board of Directors of other Companies	a) Chairman Audit Committee b)Chairman-Compensation/Remuneration Committee; (c) Member-Shareholders/Investor Grievance Committee
Relation with Key Managerial Personnel and Directors	NIL
Justification for appointment	His wide expertise in finance and accounting will be utilized to the utmost

Name of the Director	Mr. Y. Ramesh
DIN	02549429
Date of Birth	04/06/1961
Type of Appointment	Director not liable to retire by rotation
Date of appointment/re-appointment	16-07-2012
Areas of specialization	Business affairs
Qualification	B.Com
No. of shares held in company	NIL
List of directorships held outside public limited companies	1. Northgate com Tech Limited
Chairman/Member of the committee of the Board of Directors of this Company	1)Member in Audit Committee 2) Member in Compensation/Remuneration committee. 3)Member in Shareholders/Investor Grievance Committee
Chairman/Member of the committee of the Board of Directors of other Companies	1)Member in Audit Committee 2) Member in Compensation/Remuneration committee. 3)Member in Shareholders/Investor Grievance Committee
Relation with Key Managerial Personnel and Directors	NIL
Justification for appointment	Expertise in business affairs.

FOR THE ATTENTION OF THE MEMBERS:

- Members are requested to send intimation of any changes in their addresses, applications for demat shares, application for transfer of shares and any related correspondence to the Company's Share Transfer Agent, M/s. CIL Securities Limited, 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad-500 001, Telangana, Ph.No.040-23203155, Email: rta@cilsecurities.com.

Sending notices and documents to shareholders through email:

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 valid email address and any changes therein from time to time with the Share Transfer Agents of the Company **M/s. CIL Securities Limited** at their postal address/ 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.

DIRECTORS REPORT

TO THE MEMBERS OF GREEN FIRE AGRI COMMODITIES LIMITED

Your Directors have pleasure in presenting the Twenty Second Annual Report together with the Audited Accounts for the year ended 31st March, 2014.

Financial Highlights:

(₹ lakhs)

Particulars	Years ended 31 March 2014	Year ended 31 March 2013
Revenue:		
Revenue from Operations	103.01	14,657.84
Other income	7.30	85.29
Total Revenue	110.31	14,743.13
EXPENDITURE:		
Purchase of stock in trade	98.93	14,222.39
Change in inventory stock-in trade	-	-
Operating expenses	72.41	604.66
Employee benefits expense	25.72	77.49
Finance costs	259.37	225.93
Depreciation expense	12.24	58.13
Other expenses	1058.50	230.17
Total	1527.17	15,418.77
Profit/(Loss) Before Tax	*(1428.31)	(675.64)
Less: Tax Expense	-	(29.55)
Profit/(Loss) After Tax	(1428.31)	(646.09)
Earnings / (Loss) per share		
- Basic	(1.49)	(0.78)
- Diluted	(1.49)	(0.78)

*Loss before tax includes Loss on account of Fire accident of ₹ 11,44,958/-

Review of operations:

For the financial year ended March 31, 2014, your Company had reported total income of ₹ 110.31 Lakhs as against ₹ 14743.13 Lakhs during the previous financial year. The Company recorded a Net Loss of ₹ 1428.31 lakhs as against net loss of ₹ 646.09 lakhs during the previous financial year.

Attention of Members is drawn to an extensive damage caused by the major Fire Accident due to short circuit at the then registered office of the Company at “Karthek House”, No.8-2-293/174/A25, Ground & First Floor, Road No.14, Banjara Hills, Hyderabad-500034, which completely destroyed the physical records, Registers and other documents up to 10.02.2014 and also affected the Data Processing Equipment, including Computers and Servers placed in that registered office. The Company has taken steps for recovering the data from the Back-up systems.

DIRECTORS:

In accordance with Sections 149, 150, 152 & other applicable provisions if any, of the Companies Act, 2013 Shri DVS Prakash Rao (DIN :03013165) Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. T.Naresh Kumar, Mr.P.Parthasarathi and Mr.Y.Ramesh, Independent Directors of the Company be and are hereby appointed for a period of block of 5 years and not liable to retire by rotation.

AUDITORS:

The Statutory Auditors, M/s Sarath and Associates, Chartered Accountants, retire at this Annual General Meeting. The Board of Directors, pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, recommends appointment of M/s Navitha and Associates, Chartered Accountants, as Statutory Auditors of the Company for a period of block of Three (3) years from conclusion of this Annual General Meeting till the conclusion of 25th Annual General Meeting in the calendar year of 2017.

PUBLIC DEPOSITS:

The Company has not accepted any deposits within the meaning of Companies Act, 2013 and the rules framed there under.

PARTICULARS OF EMPLOYEES:

None of the employees are in receipt of the remuneration as set out under the Companies Act, 2013 and read with Rules made there-under and as such the statement as required under the Companies Act, 2013 is not applicable.

LISTING OF SHARES

The shares of the company are listed on National Stock Exchange and on the Bombay Stock Exchange Limited (BSE) under INDONEXT model. The listing fee for the year 2014-15 has already been paid to the NSE and the BSE.

CORPORATE GOVERNANCE:

In accordance with Clause 49 of the Listing Agreement, a report on Corporate Governance along with the Practicing Company Secretary Certificate on compliance of conditions of Corporate Governance is annexed herewith and forms part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance to the provisions of Section 134(3)(c) of the Companies Act, 2013, your Directors confirm the following:

- (i) that in the preparation of the Annual Accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors have prepared the annual accounts on a going concern basis;
- (v) that the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) that the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The company has no activities relating to Conservation of Energy, Technology Absorption. The company has no Foreign Exchange earnings and Outgo during the year under review.

ACKNOWLEDGEMENTS:

Your Directors thank all the members, banks and regulatory and governmental authorities for their continued support. We take this opportunity to place on record our sincere thanks to our Bankers, State and Central Government agencies for their timely support, co-operation and valuable guidance

Place : Hyderabad
Date : 03.09.2014

For and on behalf of the Board
D V S Prakash Rao
Whole Time Director & CEO

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The concept of Corporate Governance hinges on total transparency, integrity and accountability of the management team. Your Company has been following the Corporate Governance practices like striking out reasonable balance in the composition of Board of Directors, setting up Audit Committee and other business committees, adequate disclosures and business to be deliberated by the Board etc. Your Company is committed to follow good Corporate Governance practices and improve upon them year after year.

2. BOARD OF DIRECTORS

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors with not less than Fifty percent of the Board of Directors comprising of Non-Executive Directors. The Company has Executive Chairman and 50% of the Board consisting of Independent and Non-Executive Directors.

a) Composition and Category of Board of Directors

Category	No. of Directors	% of Total Board
Promoter, Executive and Non-Independent Director	00	0%
Executive Director(s)	01	25%
Non-Executive Director(s)	00	0%
Non-Executive and Independent Director	03	75%
Total	04	100%

b) Attendance of each Director at the Board Meetings held during year 2013-14 and at the Last Annual General Meeting;

Sl. No.	Name and Designation of the Director	Board Meetings held during the year	Board Meetings Attended during the year	Attendance at Last AGM (Yes\No)
1.	Mr P Parthasarathi	5	5	Yes
2.	Mr D V S Prakash Rao	5	5	Yes
3	Mr P. Srinivasu	5	5	Yes
4.	Mr T Naresh Kumar	5	5	Yes
5.	Mr Y Ramesh	5	5	Yes

c) Number of other Boards or Board Committees in which Directors are Member or Chairperson.

Name of the Director	Board@		Committee	
	Chairman	Director	Chairman	Member
Mr P Parthasarathi	Nil	3	2	1
Mr D V S Prakash Rao	Nil	Nil	1	Nil
Mr T Naresh Kumar	Nil	1	Nil	2
Mr Y Ramesh	Nil	1	Nil	3

@Directorships in Foreign Companies are excluded

d) Number of Board meetings held, dates on which held

The Board of Directors met 5 times during the year 2013-14 on May 30, 2013, August 12, 2013, September 07, 2013, November 15, 2013 and February 14, 2014.

3. Audit Committee

The Audit Committee was constituted in terms of Section 177 of the Companies Act, 2013 and as per the provisions of Clause 49 of the Listing Agreement. The Audit Committee consists of Independent Directors and provides assistance to the Board of Directors in fulfilling its overall responsibilities. The Company Secretary of the Company act as Secretary of the Committee.

i. Brief description of terms of reference;

The terms of reference of the Audit Committee are in conformity with the provisions of Clause 49 of the Listing Agreement which inter alia, including the following:

- Overseeing of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing the adequacy of internal audit functions.
- Reviewing the quarterly and annual financial statements before submission to the Board.
- Reviewing the adequacy of internal control and their compliance thereof.
- Reviewing the company's financial and risk management policies.

ii. Composition, name of members and Chairperson

The composition of Audit Committee is as follows:

S No.	Name of Director	Designation in the Audit Committee
1	Mr P Parthasarathi	Chairman
2	Mr T Naresh Kumar	Member
3	Mr Y Ramesh	Member

iii. Meetings and Attendance during the year

During the Financial Year 2013-14, the Audit Committee met 4 times on the following dates: 30th May 2013, 12th August 2013, 15th November 2013 and 14th February 2014.

4. COMPENSATION / REMUNERATION COMMITTEE

The composition of Compensation / Remuneration Committee is as follows:

S.No.	Name of Director	Designation in the Compensation/Remuneration Committee
1	Mr P Parthasarthi	Chairman
2	Mr T Naresh Kumar	Member
3	Mr Y Ramesh	Member

(a) Brief description of terms of reference

The terms of reference of the Compensation Committee, inter-alia includes determination of compensation package of Executive Directors and Senior Management of the Company and to frame policies and procedures for Employee Stock Option plans approved by the members of the company.

(b) Remuneration policy

The Company has a credible and transparent policy in determining and accounting for the remuneration of the Executive/ Non executive Directors. Their remuneration is determined in accordance with the experience and nature of responsibilities as well as industry standards. The same is subject to the approval of the Remuneration Committee of the Board of Directors and the members.

5. SHAREHOLDERS / INVESTOR GRIEVANCE COMMITTEE:

The composition of Shareholders/Investors' Grievance Committee is as follows:

S No	Name of Director	Designation in the Shareholders/Investors Grievances Committee
1	Mr D V S Prakash Rao	Chairman
2	Mr P Parthasarthi	Member
3	Mr Y Ramesh	Member

The Investors' Grievance Committee focuses on shareholders' grievances and strengthening of investor relations. The functions of the committee include the redressal of shareholders/investor complaints/grievances pertaining to transfers/transmissions of shares, dividend, and dematerialization of shares, replacement of lost/stolen/mutilated share certificates and other related issues. There are no complaints pending as on the date of this report.

The details of investor's complaints received and resolved during the financial year 2013-14 is as under.

No. of Investor's Complaints received during the financial year 2013-14	No. of Investor's Complaints resolved during the financial year 2013-14	Investor Complaints pending at the end of financial year 2013-14
0	0	Nil

6. Details Date, Time and Venue of the Last Three Annual General Meetings of the Company

<i>Financial year ended</i>	<i>Date</i>	<i>Venue</i>	<i>Time</i>
March 31, 2013	30.09.2013	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	10.30A.M
March 31, 2012	29.09.2012	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	10.30 A.M.
March 31, 2011	30.09.2011	Kalinga Cultural Trust, Plot No.1269, Road No.12, Banjara Hills, Hyderabad-500034	10.30 A.M.

No special resolution has been passed by the Company in the last year through postal ballot.

7. DISCLOSURES

- i. The summary of the materially significant relating party transactions is given in the Notes to the Accounts appearing in this Annual Report. However, none of the related party transactions have potential conflict with the interests of the Company at large, as all the transactions were entered into on an arms-length basis.
- ii. The Company has complied with all the requirements of the Listing Agreement of the Stock exchanges as well as regulations and guidelines of SEBI. No penalties have been levied or strictures have been passed by SEBI, Stock Exchanges or any other Statutory Authority on matters relating to capital markets, in the last three years. There were no non-compliances by the company, penalties, strictures imposed on the company by Stock Exchanges or SEBI or any statutory authority, on any matter related to Capital Market during the last three financial years.
- iii. The Company has complied with the requirements relating to Corporate Governance as mandated by Listing Agreements with the Stock Exchanges and also with the nonmandatory requirements as Remuneration Committee, Disclosures, Communication and General Information to the shareholders.

8. MEANS OF COMMUNICATION

The main source of information to the shareholders is the annual report of the Company, which includes, inter alia, Directors' Report and the Report of Board of Directors on Corporate Governance, Management Discussion and Analysis Report and the audited financial results together with the auditor's report. Pursuant to Clause 51 of the Listing Agreement, all data related to quarterly financial results, shareholding pattern etc., are hosted on the Electronic Data Information Filing and Retrieval (EDIFAR) website maintained by SEBI in association with the National Informatics Centre, within the time frame prescribed in this regard. The quarterly / audited results are also published for the information of the shareholders in "The Financial Express" (English Language) and "Andhra Prabha" (Telugu Language) daily newspapers, intimation to Stock Exchanges as required under the Listing Agreements and through press releases.

9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required by sub-clause V of Clause 49 of the Listing Agreement, Management Discussion and Analysis Report is annexed to the Directors' Report..

10. GENERAL SHAREHOLDERS INFORMATION:

I. Annual General Meeting:

- Date : 30th September, 2014
Time : 3.00 PM
Venue : Kalinga Cultural Trust, Banjara Hills, Hyderabad
- ii. Financial Year : 1st April to 31st March
iii. Date of Book Closure : 26th September to 30th September, 2014
(Both days inclusive)
iv. Listing on Stock Exchange : National Stock Exchange &
Bombay Stock Exchange Limited
v. Stock Symbol & Code : GREENFIRE (NSE) & 590057 (BSE)
vi. Market price data : High / Low during the each month in the financial
year 2013-14 and performance in comparison to
broad based indices, NSE's Nifty and BSE's Sensex etc.,

Month & Year	BSE				NSE			
	Stock (Rs)		SENSEX		Stock (Rs)		NIFTY	
	High	Low	High	Low	High	Low	High	Low
April 2013	1.01	0.75	19,622.68	18,144.22	1.05	0.70	5962.30	5477.20
May 2013	1.03	0.71	20,443.62	19,451.26	1.00	0.75	6229.45	5910.95
June 2013	0.79	0.60	19,860.19	18,467.16	0.80	0.55	6011.00	5566.25
July 2013	1.00	0.64	20,351.06	19,126.82	0.95	0.60	6093.35	5675.75
August 2013	0.74	0.63	19,569.20	17,448.71	0.75	0.60	5808.5	5118.85
September 2013	0.98	0.62	20,739.69	18,166.17	0.95	0.60	6142.5	5318.9
October 2013	0.84	0.60	21,205.44	19,264.72	0.85	0.60	6309.05	5700.95
November 2013	0.91	0.65	21,321.53	20,137.67	0.95	0.65	6342.95	5972.45
December 2013	0.72	0.58	21,483.74	20,568.70	0.75	0.55	6415.25	6129.95
January 2014	0.79	0.63	21,409.66	20,343.78	0.80	0.65	6358.30	6027.25
February 2014	0.70	0.62	21,140.51	19,963.12	0.70	0.60	6282.70	5933.30
March 2014	0.73	0.55	22,467.21	20,920.98	0.70	0.55	6730.05	6212.25

vii. Registrar and Transfer Agent:

CIL Securities Limited
 214, Raghava Ratna Towers,
 Chirag Ali Lane, Hyderabad-500001
 Phone: +91 040-23203155
 Email ID: rta@cilsecurities.com

viii. Share Transfer System:

Share transfers are registered and returned within a period of fifteen days from the date of receipt, if the documents are in order in all respects.

ix. Distribution of shareholding:

Category	Number of Members	(%) of Total Members	Number of Equity Shares	(%) of Total Shareholding
0-500	12800	66.453	2394724	2.49
501-1000	2517	13.07	2185609	2.27
1001-2000	1504	7.81	2418249	2.52
2001-3000	652	3.38	1708812	1.78
3001-4000	321	1.67	1181913	1.23
4001-5000	338	1.75	1634897	1.70
5001-10000	538	2.79	4167359	4.34
10001-above	592	3.07	80416873	83.67
Total	19262	100	96108436	100

xvii. Dematerialization of shares and Liquidity:

As on 31st March 2014, 99.97% of the paid up equity capital of the Company has been dematerialized and the trading of Equity shares in the Stock Exchanges is under compulsory dematerialization.

ISIN: INE217G01027

viii. Address for correspondence:

Company Secretary
Green Fire Agri Commodities Limited
 GAMUT Square, D.No.8-2-686/8/B/1, 3rd Floor, Road No. 12,
 Banjara Hills, Hyderabad-500034, Telangana , India
 Tel: +91-40-23548353, Fax:+91-40-23548537
 URL: www.greenfireagritech.com

**CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF
GREEN FIRE AGRICOMMODITIES LIMITED**

We have examined the compliance of conditions of Corporate Governance by Green Fire Agri Commodities Limited, for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of Investor Grievances no such Grievances are pending for a period exceeding one month against the Company as per the record maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

S Sarveswar Reddy
Practicing Company Secretary
CP No. 7478

Place: Hyderabad
Date: 03.09.2014

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Scenario

The calendar year 2013 was a difficult year for the world economy and is still struggling to recover. With the fluctuations in the global growth, the Indian economy was also marred by various factors such as high inflation, tight liquidity, rising interest rates, slowing investments and policy inaction among others. The United States economy weakened notably during 2013, and a slight growth prospects are expected during 2014.

The Indian economy is mainly dominated by the agriculture sector which provides employment and livelihood to more than 65% of population and determines the growth and sustainability of the country.

Seed - the harbinger of change

The global population has been growing at a faster rate and crossed the 7 billion mark. This impacts access to food and adequacy of global food production and supply dynamics. The demand for cereals for humans and animal feed is expected to grow from 2.1 billion tones a year to nearly 3 billion tones by 2050. In order to meet such huge demand, the production of food grains need to be accelerated through sustainable intensification of agriculture in the back drop of multiple changes.

The use of good quality seed of improved varieties and hybrids and enhanced seed replacement rate can bring in immediate production advance of 10-15% - a quick and readily implementable option. Thus any effort to improve agricultural productivity centers on quality seed production and supply.

Indian Seed Industry

The Indian seed industry is the fifth largest market in the world accounting for around 4.4% of global seed trade. The present size of the Indian seed industry is estimated at around ₹ 7,000 crore with a production of around 40 million quintals of various kinds of seeds (Source: ASSOCHAM report). In India, hybrid seeds account for around 20% of the total seed production; of which cotton has the biggest share followed by rice at 15%, wheat at 10% and vegetables at 10%. The production of hybrids needs to be promoted aggressively to improve productivity especially in crops like rice, maize and vegetables. A recent survey by ASSOCHAM on the size and growth of domestic seed market estimates that the total seed production of India will reach to 63 million quintals by 2015 from the current level of 40 million quintals. The major contributors to the next leg of growth of the industry are expected to come from corn, paddy and vegetables.

Growth drivers of Indian seed industry

With a population of 1.21 billion, India is the second-most populated country in the world. It is estimated that the population of the country will grow to 1.7 billion by 2050, increasing the demand for food grains. The per capita income of Indians has increased at a CAGR of 15.92% from ₹ 38,084 in 2008-09 to ₹ 68,757 in 2012-13. With the increase in income levels, the consumption of food grains and vegetables has also increased manifold.

Commodity Markets

For many commodities, the high price level reached in 2013 extended in 2014 with some significant bouts of volatility. After peaking during the first quarter of the year in the wake of the European Central Bank's (ECB) long-term refinancing operations having nurtured misperceptions about a rapid economic recovery, most commodity prices declined slightly during the second quarter. Prices of food and oil remained elevated in the third quarter, however as a result of adverse weather conditions in many countries and renewed strategic risk in the Middle East. By contrast, a grim global economic outlook further depressed prices of minerals, metals and ores. In the outlook, commodity exporters that have benefited from improved terms of trade over last few years remain exposed to downwards price pressures.

Agri Commodities:

Presently the company is doing Agri Commodities business

Financial Highlights

(₹lakhs)

Particulars	Years ended 31 March 2014	Year ended 31 March 2013
Revenue		
Revenue from Operations	103.01	14,657.84
Other income	7.30	85.29
Total Revenue	110.31	14,743.13
Expenditure:		
Purchase of stock in trade	98.93	14,222.39
Change in inventory stock-in trade	-	-
Operating expenses	72.41	604.66
Employee benefits expense	25.72	77.49
Finance costs	259.37	225.93
Depreciation expense	12.24	58.13
Other expenses	1058.50	230.17
Total	1527.17	15,418.77
Profit/(Loss) Before Tax	*(1428.31)	(675.64)
Less: Tax Expense	-	(29.55)
Profit/(Loss) After Tax	(1428.31)	(646.09)
Earnings / (Loss) per share		
- Basic	(1.49)	(0.78)
- Diluted	(1.49)	(0.78)

*Loss before tax includes Loss on account of Fire accident of ₹ 11,44,958/-

Income from operations

The revenues decreased to ₹ 110.31 lakhs in FY'14 from ₹ 14,743.13 lakhs in FY'13.

Gross Profit/ Loss

During the FY'14 the company recorded a loss of ₹ 1428.31 lakhs against loss of ₹ 675.64 lakhs in FY'13.

Net Profit/ Loss

In FY'14 net loss of ₹ 1428.31 lakhs were recorded against net loss of ₹ 646.09 lakhs in FY'13.

Risk Management

Risk is attached to everything including business. The factors affecting the risk differ from business to business. The Company however, foresees various risks from competitors, unorganized sectors operating in the Industry, fluctuations in foreign exchanges rates, commodities rates, interest rate, commercial risk, change in Government policies and regulations and decision of the Management about the business which may effect over all profitability of the Company. However the Company has framed the policies so as to have minimum effect and to overcome the risks of the Business.

Internal Control systems and their adequacy

The Company has adequate internal control systems supplemented by internal audits by professional firms commensurate with its size and nature of business to ensure to safeguard and protect the interests and assets of the Company.

Cautionary Note

Statements in the Management Discussion and Analysis outlining the Company's estimates, perceptions and expectations may be forward looking statements within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed herein above due to certain factors which may be beyond the control of the Company.

CEO/CFO Certificate

I, D V S Prakash Rao, Whole Time Director & CEO of Green Fire Agri Commodities Limited (formerly Northgate Technologies Limited) certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. There are, to the best our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of Company's code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
 - (a) Significant changes in internal controls over financial reporting during the year;
 - (b) Significant changes in the accounting policies during the year;
 - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

However, during the year there were no such changes and instances.

Place: Hyderabad
Date: May 30, 2014

D V S Prakash Rao
Whole Time Director & CEO

Independent Auditors' Report

To The Members of M/s. Green Fire Agri Commodities Limited

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. GREEN FIRE AGRI COMMODITIES LIMITED (“the Company”), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (“the Act”). (Which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs) This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the **loss** of the Company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Emphasis of Matter

- (a) *Attention is drawn to Note No.2.21(a) of the Notes to the Accounts of the Company, relating to extensive damage due to the major fire accident which completely destroyed the physical vouchers upto 10.2.2014 and also affected computers, Furniture and Fixtures, Office Equipments, servers and the steps taken by the Company for recovering the data from the Backup systems. We have conducted limited review of the accounts for the nine months period ending 31.12.2013. We have also conducted Audit for the year ending March 2014, based on data retrieved from the systems including scanned/ soft copies and physical records available.*
- (b) *Attention is also drawn to Note No.2.21 (b) of the Notes to the Accounts with respect to balances under Sundry Debtors/ Claims Recoverable/ Loans & Advances/ Sundry Creditors/ Other Liabilities which have not been confirmed by the certain parties.*

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards notified under the Act. (Which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs).
- (e) On the basis of the written representations received from the directors as on 31 March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2014 from being appointed as a director in terms of Section 274(1) (g) of the Act.
- (f) Since the Central Government has not issued any notification as the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **Sarath & Associates**
Chartered Accountants
Firm Regn. No. 0005120S

Place: Hyderabad
Date: 30.05.2014

S. Srinivas
Partner
Membership No. 202471

**Annexure referred to in paragraph 1 under the heading
“Report on other legal and regulatory requirements” of our report of even date**

- 1.1 According to the information and explanations furnished to us, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2 As informed to us, the Company had carried out the physical verification of Fixed Assets during the year under review and such verification did not reveal any material discrepancies.
- 1.3 *During the year, there had been an instance of major fire accident which completely destroyed Office Equipment, Computers, Servers, Furniture and Fixtures. However, the Company could retrieve the lost data from the Back up Systems and after the year end and before the date of Audit Report, had replenished the physical systems and accordingly, we are of the opinion that the impairment during the financial year will not affect the Going Concern status of the Company due to the steps taken by the Company.*
- 2.1 As per the information and explanations given to us, as the Company does not hold any inventories viz. Finished Goods, Stores, Spare Parts, Goods in Process and Raw Materials at any time during the year, the provisions of clause 4(ii)(a), 4(ii)(b) and 4(ii)(c) of the Order are not applicable to the Company for the current year.
- 3.1 As per the information and explanations given to us, the company has not granted any loans, secured or unsecured to Companies, Firms or other parties covered in the register maintained under Section 301 of the Act. Hence the provisions of Clause 4(iii)(a) to (d) are not applicable to the Company for the current year.
- 3.2 As per the information and explanations given to us, the company has taken loan from a company covered in the register under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was ₹ 92 Lakhs and the year end balance of such loan was ₹ 92 Lakhs
- 3.3 In our opinion, the rate of interest and other terms and conditions for the above loan taken by the company listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company.
- 3.4 According to the information and explanations given to us, the tenure and repayment terms have not been specified for the above mentioned loans. Consequently, we are unable to comment on paragraph 4(iii)(g) of the Order.
- 4 In our opinion and according to the information and explanations given to us, there are adequate Internal Control Systems commensurate with the size of the company and the nature of its business with regard to purchase of fixed assets and sale of services. Further, during the course of

our audit, we have not come across any instances of continuing failure to correct major weakness in internal control system.

- 5.1 According to the information and explanations given to us and as informed by the Management, the particulars of contracts or arrangements of the Company which needs to be entered into the register maintained under Section 301 of the Act, have been entered in the register maintained Under Section 301 of the Act.
- 5.2 In our opinion and according to the information and explanations given to us, the transactions made in pursuance of an arrangement referred to in (5.1) above and exceeding the value of ₹ 5 lakhs during the year have been made at prices which are reasonable having regard to the prevailing market price at the relevant time.
- 6 In our opinion and according to the information and explanations given to us, as the company has not accepted any deposits from public covered by directives issued by the Reserve Bank of India and the provisions of Section 58A and 58AA or any other relevant provisions of the Act and the rules made there under, the provisions of clause 4(vi) of the Order are not applicable to the company for the current year.
- 7 In our opinion, the Company has an internal audit system commensurate with the nature and size of its business
- 8 According to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956, for any of the activities of the Company, and hence, the provisions of clause 4(viii) are not applicable to the Company for the current year.
- 9.1 According to records of the Company and as per the information and explanations given to us, there are few delays in depositing with the appropriate authorities, the undisputed statutory dues pertaining to Income Tax, Sales Tax, Service Tax, Customs Duty and Other material statutory dues applicable to it, and there were undisputed statutory dues in arrears, as at the date of balance sheet under report, for a period of more than six months from the date they become payable, which are mentioned below:

Sl.No	Particulars	Amount
1	VAT-Mumbai	12,42,959
2	VAT-AP	8,925
3	Income Tax	64,37,766
4	TDS Payable	1,88,509
	Total	77,64,140

- 9.2 As per the records of the Company there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty or Cess which have not been deposited on account of any dispute as on 31.03.2014, except as mentioned below.

Sl. No.	Name of Statute	Asst. Year	Amount ₹	Forum Where dispute is pending
1	Income Tax	2006-07	5,61,74,100	CIT appeals & ITAT
2	Income Tax	2007-08	87,57,770	ITAT

- 10 *As per the information and explanations given to us and on overall examination of the financial statements of the Company, for the current and immediately preceding financial year, we report that accumulated losses at the end of the current financial year, exceeds fifty percent of its net worth and the company had incurred cash losses in the current financial year. However, the Company had not incurred cash losses in the immediately preceding financial year.*
- 11 According to the information and explanations given to us and based on the documents and records produced to us, the company has defaulted in repayment of dues to Banks as stated below.

Name of the Bank	Amount ₹
Corporation Bank	5,91,33,670/-
Dhanalaxmi Bank	11,71,76,921/-

- 12 According to the information furnished to us, as the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities to anybody during the year, the provisions of Clause 4(xii) of the Order are not applicable to the company for the current year.
- 13 In our opinion, as the company is not a chit fund, nidhi or a mutual benefit fund/society, the provisions of Clause 4(xiii) of the Order are not applicable to the company for the current year.
- 14 As the Company is not dealing or trading in shares, securities, debentures and other investments, the provisions of clause 4(xiv) the Order are not applicable to the company for the current year
- 15 As per the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions, the provisions of Clause 4(xv) of the Order are not applicable to the company for the current year.
- 16 As the Company had not availed any term loans, the provisions of Clause 4(xvi) of the Order are not applicable to the company for the current year.

- 17 According to records and on an overall examination of the balance sheet of the company, the funds raised on short term basis have not been used for long term investment.
- 18 As per the information and explanations given to us, as the company has not made any separate preferential allotment of shares to parties and companies covered in the Register maintained under the section 301 of the Act during the year, the provisions of Clause 4(xviii) of the Order are not applicable to the company for the current year. However, the Company had allotted shares to one entity where principal shareholders/ management personnel have control or significant influence over this enterprise, pursuant to the scheme of arrangement and amalgamation.
- 19 As the Company has not issued any debentures during the year, which requires creation of security or charge, the provisions of Clause 4(xix) of the Order are not applicable to the Company for the current year.
- 20 As the Company has not made any public issue during the year, the provisions of clause 4 (xx) of the Order are not applicable to the company for the current year.
- 21 During the course of examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and as per the representation given by the Company and relied on by us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such cases by the management.

For **Sarath & Associates**
Chartered Accountants
Firm Regn. No. 0005120S

Place: Hyderabad
Date: 30.05.2014

S. Srinivas
Partner
Membership No. 202471

Balance Sheet As at 31 March 2014

(all amounts in Indian Rupees, except share data and otherwise stated)

Particulars	Note	As at 31 March 2014	As at 31 March 2013
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2.1	97,393,544	97,393,544
Reserves and surplus	2.2	(233,919,917)	(91,089,279)
		(136,526,373)	6,304,265
Non-current liabilities			
Long term provisions	2.3	87,298	134,296
		87,298	134,296
Current liabilities			
Short-term borrowing	2.4	193,554,233	175,038,593
Trade payables	2.5	5,397,067	5,700,723
Other current liabilities	2.6	18,419,635	35,204,660
Short term provisions	2.7	9,709,942	9,709,657
		227,080,877	225,653,633
		90,641,802	232,092,194
ASSETS			
Non current assets			
Fixed assets	2.8		
- Tangible assets		45,454,810	47,823,917
- Intangible assets		-	-
Long term loans and advances	2.9	22,620,000	23,349,071
		68,074,810	71,172,988
Current assets			
Trade receivables	2.10	4,917,112	135,726,284
Cash and bank balances	2.11	3,263,927	1,293,840
Short term loan and advances	2.12	14,385,953	23,899,082
		22,566,992	160,919,206
		90,641,802	232,092,194
Significant accounting policies	1		
Notes to accounts	2		

The notes referred to above form an integral part of balance sheet.

As per our report attached

for **Sarath & Associates**

Chartered Accountants

Firm's registration No.: 0005120S

for **Green Fire Agri Commodities Limited**

S. Srinivas

Partner

Membership No.: 202471

D.V.S. Prakash Rao

Wholetime Director

T. Naresh Kumar

Director

Khushboo Joshi

Company Secretary

Place: Hyderabad

Date: 30 May 2014

Statement of Profit and Loss Account for the year ended 31 March 2014*(all amounts in Indian Rupees, except share data and otherwise stated)*

Particulars	Note	For the year ended 31 March 2014	For the year ended 31 March 2013
Revenue from operations			
Income from operations	2.13	10,301,593	1,465,783,611
Other income	2.14	729,958	8,528,584
Total revenue		11,031,551	1,474,312,195
Expenses			
Purchase of stock-in-trade	2.15	9,893,339	1,422,239,205
Change in inventory of stock-in-trade	2.16	-	-
Operating expenses	2.17	7,240,964	60,465,621
Employee benefits expense	2.18	2,571,781	7,749,099
Finance costs	2.19	25,937,152	22,592,637
Depreciation expense	2.8	1,224,148	5,813,238
Other expenses	2.20	105,849,847	23,016,592
Total expenses		152,717,231	1,541,876,392
Profit/ (Loss) before extraordinary items and tax		(141,685,680)	(67,564,197)
Loss on account of fire accident	2.21	1,144,958	-
Profit/ (Loss) before tax		(142,830,638)	(67,564,197)
Tax expense			
- Current tax		-	-
- Current tax for earlier years		-	(3,633,651)
- Deferred tax charge		-	678,297
Profit/(Loss) after tax		(142,830,638)	(64,608,843)
Earning per share (face value of share ₹ 1 each) [previous year: ₹ 1 each]	2.22		
- Basic/ Diluted		(1.49)	(0.78)
Earning per share (Excluding Extraordinary Items) - Basic/ Diluted		(1.47)	(0.78)
Significant accounting policies	1		
Notes to accounts	2		

The notes referred to above form an integral part of the Statement of profit and loss.

As per our report attached

for **Sarath & Associates**

Chartered Accountants

Firm's registration No.: 0005120S

S. Srinivas

Partner

Membership No.: 202471

D.V.S. Prakash Rao

Wholetime Director

Khushboo Joshi

Company Secretary

T. Naresh Kumar

Director

Place: Hyderabad

Date: 30 May 2014

Cash flow statement for the year ended 31 March 2014

(all amounts in Indian Rupees)

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
I. Cash flows from operating activities		
Net profit/(loss) before taxation:	(142,830,638)	(67,564,197)
Adjustments for operating activities:		
Depreciation and amortisation	1,224,148	5,813,238
Fixed assets abandoned, net	1,144,958	9,310,344
Interest income	-	(8,061,329)
Provision Written off	(729,958)	(156,063)
Bad debts Written off	100,741,798	-
Interest receivable Written off	1,280,310	-
Interest expense	25,937,152	22,592,637
Operating profit before working capital changes	(13,232,230)	(38,065,370)
Adjustments for		
Decrease/(increase) in trade receivables	30,067,374	(14,281,833)
Decrease in inventories	-	-
Increase in trade payables	(303,656)	(181,284,813)
Increase in loans and advances	8,961,890	38,313,374
Increase/(decrease) in liabilities and provisions	(16,101,781)	5,398,065
Cash generated from operations	9,391,597	(189,920,577)
Income taxes paid/(received)	-	-
Net cash flow from operating activities (A)	9,391,597	(189,920,577)
II. Cash flows from investing activities		
Purchase of fixed assets	-	(2,313,500)
Proceeds from sale of fixed assets	-	2,150,000
Intercompany deposits given, net	-	-
Loans from bank	24,262,986	152,047,606
Interest received	-	8,061,329
Net cash flow used in investing activities (B)	24,262,986	159,945,435
III. Cash flows from financing activities		
Repayment of Inter corporate deposit	(5,747,345)	(25,183,740)
Interest paid	(25,937,151)	(22,592,638)
Net cash from financing activities (C)	(31,684,496)	(47,776,378)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	1,970,087	(77,751,520)
Net cash received	-	10,350,951
Cash and cash equivalents at the beginning of the year	1,293,840	68,694,409
Cash and cash equivalents at the end of the year (refer note 2.11)	3,263,927	1,293,840
Note 2: In view of note 1 above, the current year's figures are not comparable with those of the previous year.		
As per our report attached for Sarath & Associates Chartered Accountants Firm's registration No.: 0005120S	for Green Fire Agri Commodities Limited	
S. Srinivas Partner Membership No.: 202471	D.V.S. Prakash Rao Wholtime Director	T. Naresh Kumar Director
	Khushboo Joshi Company Secretary	
Place: Hyderabad Date: 30 May 2014		

Note 1: Significant accounting policies**Overview**

Green Fire Agri Commodities Limited (“the Company”) was incorporated as Garden Style Private Limited on 11 June 1991. The name of the Company was subsequently changed from Northgate Technologies Limited to Green Fire Agri Commodities Limited on 20 July 2012. The company mainly engaged in Commodities trading business.

(a) Basis of preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards ('AS') prescribed by the Companies (Accounting Standards) Rules, 2006 ('the Rules') and the provisions of the Companies Act, 1956, (“the Act”) to the extent applicable. These financial statements have been prepared and presented in Indian rupees ₹.

(b) Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

(c) Fixed assets and depreciation

Fixed assets are carried at the cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non-refundable taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised.

Advances paid towards the acquisition of fixed assets outstanding at each balance sheet date are disclosed as “capital advances” under Long term loans and advances and the cost of fixed assets not ready for their intended use before such date are disclosed as “capital work-in-progress” under the head Fixed assets.

Depreciation on fixed assets is provided using the straight-line method at rates specified/estimated by management in compliance with the rates specified under Schedule XIV to the Companies Act, 1956. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or otherwise disposed off. Individual assets costing ₹ 5,000 or less are depreciated in full in the year of acquisition. Leasehold improvements are amortised over the primary period of the lease or estimated useful life of the asset, whichever is lower.

Significant accounting policies (continued)

(d) Intangible assets and amortisation

Acquired intangible assets are recorded at the consideration paid for their acquisition. Internally developed intangible assets are capitalised at their cost of development, only if they meet the recognition criteria of AS 26 “Intangible Assets”. Intangible assets are amortised over their estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use.

(e) Inventories

Inventories of traded products are valued at the lower of cost and net realisable value. Cost comprises purchase price and all incidental expenses incurred in bringing the inventory to its present location and condition. The Company follows the first in first out (FIFO) method for determining the cost of such inventories.

(f) Foreign exchange transactions

Foreign currency transactions during the year are recorded at the rates of exchange prevailing on the dates of the respective transactions. Exchange differences arising on foreign currency transactions settled during the year are recognized in the profit and loss account of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date, the resultant exchange differences are recognised in the profit and loss account. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

(g) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

The revenue from sale of commodities is recognised when all significant risks and rewards of ownership of goods are passed to the buyer (ie. On Physical Delivery), in accordance with the terms and conditions of the contracts entered into by the Company with customers.

Brokerage income is recognised when customer orders are executed on the commodity exchanges. Income from interest on deposits and interest bearing securities is recognised on the time proportionate method using the underlying interest rates.

(h) Earnings per share

The basic earnings per share (“EPS”) is computed by dividing the net profit after tax (including post tax effect of any extraordinary items) for the year by the weighted average number of equity shares outstanding during the year. The Company does not have any potentially dilutive equity shares as at the year-end.

Significant accounting policies (continued)**(i) Taxes on income**

Income tax expenses comprise of current tax and deferred tax.

Current tax

The current charge for the income taxes is calculated in accordance with the relevant tax laws applicable to the Company.

Deferred tax

Deferred tax charge or benefit reflects the tax effects of timing differences between accounting income and taxable income, which originate during the year but reverse after the tax holiday period. The deferred tax charge or benefit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and written-down or written-up to reflect the amount that is reasonably / virtually certain to be realised. The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

(j) Leases

Assets acquired under lease, where the Company has assumed substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalised at the inception of the lease, at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower.

Assets acquired under lease, where a significant portion of the risks and rewards of ownership are retained by the lessor, are classified as operating lease. Lease payments under operating leases are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

(k) Provisions and contingent liabilities

The Company recognises a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Significant accounting policies (continued)

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at lower of the expected cost of terminating the contract and the expected net cost of fulfilling the contract.

(l) Retirement benefits

Provision for gratuity, which is a defined benefit scheme, is accrued based on actuarial valuation at the balance sheet date, carried out by an independent actuary. The Company recognises the net obligation of the gratuity plan in the balance sheet as an asset or liability respectively in accordance with AS-15 “Employee Benefits”.

Long term compensated absences is accrued based on actuarial valuation at the balance sheet date, carried out by an independent actuary.

Contributions to the employees' provident fund are charged to the statement of profit and loss. Such contributions are made to the authorities administering the fund.

(m) Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that any assets may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the reassessed recoverable amount subject to a maximum of depreciated historical cost.

(n) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals, or accruals of past or future operating cash receipts or payments and item of expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2. Notes on accounts*(all amounts in Indian Rupees, except share data and otherwise stated)***2.1 Share capital**

Particulars	As at 31 March 2014	As at 31 March 2013
Authorised Equity shares 560,000,000 (previous year : 560,000,000) equity of ₹ 1 each (previous year: ₹ 1 each)	560,000,000	560,000,000
	560,000,000	560,000,000
Issued 96,108,436 (previous year : 96,108,436) equity shares of ₹ 1 each fully paid up (previous year: ₹ 1 each)	96,108,436	96,108,436
Subscribed and fully paid up 96,108,436 (previous year : 96,108,436) equity shares of ₹ 1 each fully paid up (previous year: ₹ 1 each) Add: Forfeited share capital (Note i)	96,108,436 1,285,108	96,108,436 1,285,108
	97,393,544	97,393,544

The details of shareholder holding more than 5% equity shares is set below:

Name of Shareholder	As at 31 March 2014		As at 31 March 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Stampede Holdings Limited	36,795,809	38.29%	36,795,809	38.29%

The reconciliation of the number of equity shares outstanding is set out below:

Particulars	As at 31 March 2014		As at 31 March 2013	
	Number	Amount in ₹	Number	Amount in ₹
Shares outstanding at the beginning of the year	96,108,436	96,108,436	49,018,590	49,018,590
Shares issued during the year	-	-	47,089,846	47,089,846
Shares outstanding at the end of the year	96,108,436	96,108,436	96,108,436	96,108,436

During the year beginning from 01 April 2007 to 31 March 2013, the Company has issued 16,514,295 equity shares by way of fully paid bonus shares on 03 September 2007 and 47,089,846 equity shares of ₹ 1 each issued as per the Approved Scheme for consideration other than cash.

Notes on accounts (continued)

(all amounts in Indian Rupees, except share data and otherwise stated)

2.2 Reserves and surplus

Particulars	As at 31 March 2014	As at 31 March 2013
Capital reserve account	1,671,142	1,671,142
Balance in statement of profit and loss		
Opening balance	(92,760,421)	(38,502,529)
Add: Adjustment with respect to excess of assets over liabilities of previous year (Note 1)	-	10,350,951
Add: Profit/(loss) after tax	(142,830,638)	(64,608,843)
Closing balance	(235,591,059)	(92,760,421)
Total	(233,919,917)	(91,089,279)
Note:		
1. Assets and liabilities not considered in previous year as per the approved scheme of meger		
Advance tax paid	-	22,345,335
MAT credit entitlement	-	9,100,000
Provision of tax	-	(21,094,384)
	-	10,350,951

2.3 Long term provisions

Particulars	As at 31 March 2014	As at 31 March 2013
Provision for employee benefits		
Gratuity (Refer note.2.25)	74,544	125,501
Compensated absences	12,754	8,795
	87,298	134,296

Notes on accounts (continued)*(all amounts in Indian Rupees, except share data and otherwise stated)***2.4 Short term borrowing**

Particulars	As at 31 March 2014	As at 31 March 2013
Secured loans		
Working capital demand loan from Dhanalakshmi Bank	117,176,921	96,391,766
Working capital demand loan from Corporation Bank	59,133,670	55,655,840
Unsecured loans		
Loans and advances from related party	17,243,642	22,990,987
	193,554,233	175,038,593

2.5 Trade payables

Particulars	As at 31 March 2014	As at 31 March 2013
Amounts due to Micro, Small and Medium Enterprises (Refer Note: 2.24)	-	-
Others	5,397,067	5,700,723
	5,397,067	5,700,723

2.6 Other current liabilities

Particulars	As at 31 March 2014	As at 31 March 2013
Advance from customers	15,766,207	30,588,345
Accrued expenses	2,147	1,606,877
Employee payables	383,176	506,962
Unclaimed dividend	394,258	394,258
Statutory dues	1,873,847	2,108,218
	18,419,635	35,204,660

2.7 Short term provisions

Particulars	As at 31 March 2014	As at 31 March 2013
Provision for taxation		
Provision for taxation	9,708,165	9,708,165
Provision for employee benefits		
Compensated absences	1,777	1,492
	9,709,942	9,709,657

Notes on accounts (continued)
(all amounts in Indian Rupees, except share data and otherwise stated)

2.8 : Fixed assets

Particulars	Gross block				Depreciation/ Amortisation			Net block	
	As at 1 April 2013	Additions during the year	Deletions during the year	As at 31 March 2014	As at 1st April 2013	Charges for the year	On Deletions	As at 31 March 2014	As at 31 March 2013
	(Amount in ₹)								
Land	43,139,562	-	-	43,139,562	-	-	-	43,139,562	43,139,562
Building	5,276,579	-	-	5,276,579	1,906,015	1,055,316	-	2,961,331	3,370,564
Computers	951,419	-	951,419	-	276,491	133,521	410,012	-	674,928
Furniture and fixtures	418,230	-	418,230	-	56,956	22,920	79,876	-	361,274
Office equipment	301,314	-	301,314	-	23,725	12,391	36,116	-	277,589
Total	50,087,104	-	1,670,963	48,416,141	2,263,187	1,224,148	526,004	2,961,331	47,823,917
Intangible Assets									
Goodwill	16,382,330	-	16,382,330	-	16,382,330	-	16,382,330	-	-
Software	23,290,616	-	23,290,616	-	23,278,993	-	23,278,993	-	-
Total	39,672,946	-	39,672,946	-	39,661,323	-	39,661,323	-	-
Grand Total									
Current year	89,760,050	-	41,343,909	48,416,141	41,924,510	1,224,148	40,187,327	2,961,331	45,454,810
Previous year	107,571,550	2,313,500	59,797,946	50,087,104	44,450,928	5,813,238	48,000,979	2,263,187	47,823,917

Notes on accounts (continued)*(all amounts in Indian Rupees, except share data and otherwise stated)***2.9 Long term loans and advances**

Particulars	As at 31 March 2014	As at 31 March 2013
Other loans and advances		
Unsecured, considered good		
Capital advances	22,500,000	22,500,000
Security deposit	120,000	645,702
Prepaid expenses	-	203,369
	22,620,000	23,349,071

2.10 Trade receivables

Particulars	As at 31 March 2014	As at 31 March 2013
Unsecured, considered good		
Debts outstanding for period exceeding six months from the date they become due	293,176	42,762,110
Others	4,623,936	92,964,174
	4,917,112	135,726,284

2.11 Cash and bank balances

Particulars	As at 31 March 2014	As at 31 March 2013
Cash and cash equivalents		
Cash on hand	925	189,695
Balance with banks in current accounts in unclaimed dividend accounts	2,868,744 394,258	709,887 394,258
	3,263,927	1,293,840

2.12 Short term loan and advances

Particulars	As at 31 March 2014	As at 31 March 2013
<i>Unsecured, considered good</i>		
Others		
Security deposit	1,590,252	9,803,453
Advance tax & tax deducted at source	12,673,616	12,673,616
Advance for purchases	20,000	39,618
Interest accrued but not due	-	1,280,310
VAT receivable	102,085	102,085
	14,385,953	23,899,082

Notes on accounts (continued)

(all amounts in Indian Rupees, except share data and otherwise stated)

2.13 Income from operations

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Income from commodities trading		
Bullion, jewellery and diamonds	-	802,868,887
Food grains and maize	10,301,593	662,903,053
Other operating income		
Brokerage and commission	-	11,671
	10,301,593	1,465,783,611

2.14 Other income

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Interest income on fixed deposits	-	8,061,329
Foreign exchange gain, net	-	100,656
Provisions no longer required, written back	729,958	156,063
Miscellaneous income	-	210,536
	729,958	8,528,584

2.15 Purchase of stock-in-trade

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Purchase of bullion, jewellery and diamonds	-	775,472,095
Purchase of food grains and maize	9,893,339	646,767,110
	9,893,339	1,422,239,205

2.16 Change in inventory of stock in trade

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Opening stock		
Bullion, jewellery and diamonds	-	-
Food grains and maize	-	-
Less: Closing stock		
Bullion, jewellery and diamonds	-	-
Food grains and maize	-	-
	-	-

Notes on accounts (continued)*(all amounts in Indian Rupees, except share data and otherwise stated)***2.17 Operating expenses**

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Transaction charges	104,287	175,203
Brokerage charges	-	26,402,671
Processing fees	178,020	5,480,800
Communication charges	284,245	446,890
Freight and other expenses	-	237,852
Loss on commodity derivative trading	6,674,412	27,722,205
	7,240,964	60,465,621

2.18 Employee benefits expense

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Salaries	2,402,250	6,850,111
Contribution to provident fund and other funds	29,564	95,024
Staff welfare expenses	139,967	803,964
	2,571,781	7,749,099

2.19 Finance cost

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Interest on inter-corporate deposit	-	5,775,985
Bank guarantee charges	-	3,330,591
Interest on Bank loans	25,937,152	13,486,061
	25,937,152	22,592,637

Notes on accounts (continued)

(all amounts in Indian Rupees, except share data and otherwise stated)

2.20 Other expenses

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Power and fuel	715,186	861,505
Rent	1,141,831	3,423,200
Repairs and maintenance	376,665	766,985
Rates and taxes	512,809	4,155,816
Insurance	-	86,134
Traveling and conveyance	47,870	358,381
Legal and professional fees	566,904	2,006,790
Sales promotion and advertisement	43,270	133,855
Bank charges	127,191	1,397,649
Bad debts written off	100,741,798	-
Advances written off	21,250	-
Interest receivable written off	1,280,310	-
Books and periodicals	4,465	30,838
Printing and stationery	6,683	169,772
Impairment of assets	-	9,310,344
Miscellaneous expenses	263,615	315,323
	105,849,847	23,016,592

2.21 (a) Due to the major fire accident which completely destroyed the physical vouchers upto 10.2.2014 and also affected computers, Furniture and Fixtures, Office Equipments, servers and the steps taken by the Company for recovering the data from the Backup systems. We have conducted limited review of the accounts for the nine months period ending 31.12.2013. We have also conducted Audit for the year ending March 2014, based on data retrieved from the systems including scanned/ soft copies and physical records available.

2.21 (b) With respect to balances under Sundry Debtors/ Claims Recoverable/ Loans & Advances/ Sundry Creditors/ Other Liabilities which have not been confirmed by the certain parties.

2.21 (c) Unclaimed Dividend an amount of ₹ 2,29,216/- lying in HDFC Bank for the financial years 2004-05 & 2005-06 is due for transfer to Investor and Education Protection Fund. The company has already made request to HDFC Bank for transfer of said amount to Investor and Education Protection Fund.

Notes on accounts (continued)*(all amounts in Indian Rupees, except share data and otherwise stated)***2.22 Earning per share (EPS)**

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
a. Profit /(loss) Before Extraordinary items after tax	(141,685,680)	(67,564,197)
Less: Extraordinary Items	1,144,958	-
b. Profit /(loss) after tax	(142,830,638)	(64,608,843)
Number of shares at the beginning of the year	96,108,436	49,018,590
Add: No. of equity shares issued during the year *	-	47,089,846
Total number of equity shares outstanding at the end of the year	96,108,436	96,108,436
Add: Equity shares pending allotment (potential equity shares)	-	-
Total number of equity shares including potential equity shares	96,108,436	96,108,436
c. Weighted average number of equity shares outstanding during the year.(Nominal value ₹ 1)[previous year: ₹ 1]	96,108,436	82,433,029
d. Weighted average number of equity shares outstanding during the year.(Nominal value ₹ 1)[previous year: ₹ 1]	96,108,436	82,433,029
e. Earnings per share (₹)		
- Basic	(1.49)	(0.78)
- Diluted	(1.49)	(0.78)
f. Earnings per share (₹) (Excluding Extraordinary items)		
- Basic	(1.47)	(0.78)
- Diluted	(1.47)	(0.78)

* 47,089,846 equity Shares of ₹ 1 each allotted on 16th July, 2012 pursuant to the Approved Scheme .

2.23 Related party disclosures**i. Entities where control exists**

None

ii. Key Management Personnel

D.V.S. Prakash Rao – Chairman and Managing Director

T. Naresh Kumar – Director

iii. Enterprises with whom transactions have taken place

Entities where principal shareholders/management personnel have control or significant influence (either directly or indirectly)

Stampede Holdings Limited, India

Stampede Capital Limited, India

Social Media India Limited

Notes on accounts (continued)

(all amounts in Indian Rupees, except share data and otherwise stated)

I. Particulars of related party transactions

Following is the summary of significant related party transactions:

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Stampede Holdings Limited		
- Brokerage income	-	5,445
- Brokerage charges/ expense	-	10,308,748
- Intercorporate deposit repaid	11,562,000	7,000,000
- Intercorporate loan taken	-	18,562,000
Stampede Capital Limited		
- Intercorporate deposit received	20,443,218	-
- Intercorporate deposit repaid	12,481,749	-
- Margin money paid	13,394,974	51,885,148
- Intercorporate deposit/Margin money returned	21,607,636	-
- Brokerage charges/ expense	82,246	34,253,950
Social Media India Limited		
- Intercorporate deposit repaid	11,176,000	83,828,499
- Intercorporate deposit obtained	790,665	47,724,700
- Interest expense for the year	-	5,775,985

II. The Company has the following amounts due from/ to the related parties

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Venkata S Meenavalli		
- Trade payable (Creditor)	276,610	276,610
Stampede Holdings Limited		
- Trade payable (Creditor)	120,362	120,362
- Short term borrowings-ICL received	-	11,562,000
Bio Ethanol Agro Industries Limited		
- Other current liabilities (Advance from customers)	-	3,340,138
Stampede Capital Limited		
- Short term loan and advances (Intercorporate deposit)	7,961,469	-
- Short term loans and advances (Trading deposit)	191,899	8,404,561
Social Media India Limited		
- Short-term borrowings (Intercorporate deposit)	9,282,173	19,667,508

2.24 Details of dues to micro and small enterprises as defined under MSMED Act, 2006

Based on the information available with the Company, no creditors have been identified as "supplier" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006"

Notes on accounts (continued)*(all amounts in Indian Rupees, except share data and otherwise stated)***2.25 Provision for employee benefits**

- a. Pursuant to the adoption of the Accounting Standard 15 (Revised) – Employee Benefits effective 1st April 2007, the following table sets out the status of the gratuity plan :

Particulars	As at 31 March 2014	As at 31 March 2013
Reconciliation of opening and closing balance of the present value of defined benefit obligations		
Opening defined benefit obligation	125,501	201,226
Current service cost	17,535	26,664
Interest cost	10,040	16,098
Actuarial (gain)/loss	(78,532)	(118,487)
Closing defined benefit obligation	74,544	125,501
Change in the fair value of assets		
Opening fair value of plan assets	-	-
Expected return on plan assets	-	-
Actuarial gains / (losses)	-	-
Contributions by employer	-	-
Benefits paid	-	-
Closing fair value of plan assets	-	-
Amounts recognised in the balance sheet		
Present value of funded obligation	74,544	125,501
Fair value of plan assets at end of the year	-	-
Net liability	74,544	125,501
Expense recognised in statement of profit and loss		
Current service cost	17,535	26,664
Interest on defined benefit obligation	10,040	16,098
Expected return on plan assets	-	-
Net actuarial losses / (gains) recognized in year	(78,532)	(118,487)
Amount, included in "Employee benefit expense"	(50,957)	(75,725)
Summary of actuarial assumptions		
Discount rate (%)	8	8
Rate of return on plan assets (%)	5	5
Salary escalation rate (%)	4	4

Notes on accounts (continued)

(all amounts in Indian Rupees, except share data and otherwise stated)

Discount rate: The discount rate is based on the gross redemption yield on medium to long term risk free investments.

Expected rate of return on plan assets: The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

Salary escalation rate: The attrition rate is the expected employee turnover for the future periods, adjusted to the current economic environment.

2.26 Payments to auditors (included in Legal and professional charges includes) (excluding service tax)

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Audit fee	100,000	100,000
Other services for reimbursement of expenses	25,000 -	50,000 -
	125,000	150,000

2.27 Capital Commitments and Contingent liabilities

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Capital Commitments	Nil	Nil
Contingent Liabilities		
Company extended property to Bank of Baroda against the loan sanctioned to Barret Commodity Traders Private Ltd	18,000,000	18,000,000

2.28 Differed tax asset/liability :

In view of carry forward of losses under tax laws in the current year, the Company is unable to demonstrate virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realised, which is as required under AS 22 'Accounting for taxes on income'. Accordingly, no deferred tax asset has been recognised as at the year-end.

2.29 Earnings in foreign currency

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Export of goods	-	111,899,398
	-	111,899,398

Notes on accounts (continued)*(all amounts in Indian Rupees, except share data and otherwise stated)***2.30 Expenditure in foreign currency**

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Import of goods	-	111,452,586
Other expenses	-	-
	-	111,452,586

2.31 Segment reporting

During the current year, the Company is engaged in "Commodities trading" in India

Revenue by geographical location of customer

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
India	10,301,593	1,353,884,213
Singapore	-	111,899,398
	10,301,593	1,465,783,611

2.32 The Company has the following un-hedged exposure in foreign currency at the year end:

Particulars	As at 31 March 2014 ₹	As at 31 March 2013 ₹	As at 31 March 2014 US \$	As at 31 March 2013 US \$
Sundry debtors	-	-	-	-
Meridian Tech Pte Limited	-	290,633	-	\$5,216

2.33 Previous year figures have been regrouped / reclassified wherever necessary, to confirm to current year classification.

As per our report attached

*for Sarath & Associates**Chartered Accountants*

Firm's registration No.: 0005120S

*for Green Fire Agri Commodities Limited***S. Srinivas***Partner*

Membership No.: 202471

D.V.S. Prakash Rao*Wholetime Director***T.Naresh Kumar***Director***Khushboo Joshi***Company Secretary*

Place: Hyderabad

Date: 30 May 2014

Green Fire Agri Commodities Limited PROXY FORM MGT 11

Registered Office: H.No. 8-2-686/8/B/1, GAMUT SQUARE, Third Floor, Road No. 12,
Banjara Hills, Hyderabad-500034 Telangana. CIN: L72200TG2002PLC039113 www.greenfireagritech.com
(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the Member (s) :
Registered Address :
E-mail id :
Folio No. / Client Id :
DP ID :

I / We, being the member(s) of _____ Equity Shares of Green Fire Agri Commodities Limited, hereby appoint

1. Name: _____
Address: _____
E-mail Id: _____
Signature : _____, or failing him / her
2. Name: _____
Address: _____
E-mail Id: _____
Signature : _____, or failing him / her
3. Name: _____
Address: _____
E-mail Id: _____
Signature : _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22nd Annual General Meeting of the Company, to be held on the **30th day of September, 2014 at 3.00 p.m.** at the Kalinga Cultural Trust, Plot No. 1269, Road No. 12, Banjara Hills, Hyderabad - 500 034 Telangana and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

RESOLUTIONS	FOR	AGAINST
1. Adoption of Financial Statements		
2. Appointment of Director		
3. Appointment of Auditor		
4. Appointment of Mr. T.Naresh Kumar (DIN: 00018575) as an Independent Director		
5. Appointment of Mr. P. Parthasarathi (DIN: 00004936) as an Independent Director		
6. Appointment of Mr. Y Ramesh (DIN: 02549429) as an Independent Director		
7. Change of objects of the Company		
8. Change of Company's name		

Signed this day of 2014

Signature of Shareholder

Revenue
Stamp

Signature of Proxy Holder(s)

Note: The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the meeting.

Green Fire Agri Commodities Limited

Registered Office: H.No. 8-2-686/8/B/1, GAMUT SQUARE, Third Floor, Road No. 12, Banjara Hills, Hyderabad-500034 Telangana. **CIN:** L72200TG2002PLC039113 www.greenfireagritech.com

ATTENDANCE SLIP

(to be handed over at the Registration Counter Joint holder may obtain additional slip at the venue)

DP ID		Folio No	
Client ID		No. of Shares	

I/We hereby record my/our presence at the 22nd Annual General Meeting of the Company being held on **30th day of September, 2014 at 3.00 p.m** at Kalinga Cultural Trust, Plot No. 1269, Road No. 12, Banjara Hills, Hyderabad - 500 034 Telangana.

Signature of the Member/Proxy

BOOK-POST

If undelivered, please return to :



GAMUT Square, D. No. 8-2-686/8/B/1, 3rd Floor, Road No. 12,
Banjara Hills, Hyderabad - 500 034, Telangana, India
Tel: +91-40-23548353, Fax:+91-40-23548537
CIN: L72200TG2002PLC039113, Website: www.greenfireagritech.com