

**GREEN FIELD
AGRI VENTURES LIMITED**

(Formerly Known as ORIPRO LIMITED)

**19th ANNUAL REPORT
2012-2013**

CONTENTS

1. Corporate Information
2. Notice of Annual General Meeting
3. Directors' Report
4. Management's Discussion and Analysis
5. Report on Corporate Governance
6. Auditor's Certificate on Corporate Governance
7. Compliance Certificate
8. Auditor's Report
9. Annexure to Auditor's Report
10. Balance Sheet
11. Profit and Loss Account
12. Cash Flow Statement
14. Notes to Accounts
14. Significant Accounting Policies and Notes to Accounts
15. Proxy Form & Attendance Slip

CORPORATE INFORMATION

Board of Directors:

- | | |
|-------------------------------------|------------|
| 1. Mr. P Uday Bhaskar | — Director |
| 2. Mrs. P Pushpalatha | — Director |
| 3. Mr. S Krishna Chaitanya Varma | — Director |
| 4. Mrs. B Renuka | — Director |
| 5. Mrs. S Latha | — Director |
| 6. Mr. B Venkata Surya Krishna Raju | — Director |

Registered Office:

Thyagaraja Bhavan, HIG-35,
D. No.: 50-118-4/5, Seethammadhara (NE),
Visakhapatnam, Andhra Pradesh-500013

Auditors:

M/s Chanamolu & Co.
Chartered Accountants, Hyderabad

Listing/Trading:

- 1) Calcutta Stock exchange Limited
- 2) Ahmedabad Stock Exchange Limited
- 3) Bombay Stock Exchange Limited (Indonext Model)

Registrar & Share Transfer Agents:

AARTHI CONSULTANTS PRIVATE LIMITED,
1-2-285, Domalguda
Hyderabad-500029
Ph.Nos.040-27638111/27634445
Email : info@arthiconsultants.com

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Shareholders of **GREEN FIELD AGRI VENTURES LIMITED** will be held on Saturday, the 28th September 2013 at 11.00 A.M. at the registered office of the company situated at Door No. 50-118-4/5, Thyagaraja Bhavan, HIG-35, Seethammadhara (NE), Visakhapatnam, Andhra Pradesh-500013 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2013, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and auditors thereon.
2. To appoint M/s Chanamolu & Co, Chartered Accountants as the Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at remuneration as may be fixed by the Board of Directors.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with/without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. P Uday Bhaskar who was appointed as an additional director of the Company pursuant to the provisions of section 260 of the Companies Act, 1956 by the Board of Directors w.e.f. 12.04.2013 and who holds office up to date of ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing him as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation.”

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. P Pushpalatha who was appointed as an additional director of the Company pursuant to the provisions of section 260 of the Companies Act, 1956 by the Board of Directors w.e.f. 12.04.2013 and who holds office up to date of ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing her as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation.”

5. To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Ordinary Resolution:

RESOLVED THAT Mr. S Krishna Chaitanya Varma who was appointed as an additional director of the Company pursuant to the provisions of section 260 of the Companies Act, 1956 by the Board of Directors w.e.f. 12.04.2013 and who holds office up to date of ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section

190 of the said Act, along with requisite deposit proposing him as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation.”

6. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. B Renuka who was appointed as an additional director of the Company pursuant to the provisions of section 260 of the Companies Act, 1956 by the Board of Directors w.e.f. 12.04.2013 and who holds office up to date of ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing her as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation.”

7. To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Ordinary Resolution:

“RESOLVED THAT Mrs. S Latha who was appointed as an additional director of the Company pursuant to the provisions of section 260 of the Companies Act, 1956 by the Board of Directors w.e.f. 12.04.2013 and who holds office up to date of ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing her as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation.”

8. To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Ordinary Resolution:

“RESOLVED THAT Mr. B Venkata Surya Krishna Raju who was appointed as an additional director of the Company pursuant to the provisions of section 260 of the Companies Act, 1956 by the Board of Directors w.e.f. 12.04.2013 and who holds office up to date of ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing him as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation.”

9. **To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:**

Appointment of Mr. P.Uday Bhaskar as an Executive Director:

“Resolved that pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII of the Companies Act, 1956, Mr. P.Uday Bhaskar be and is hereby appointed as Executive Director- Finance & Administration for a term of 3 years with effect from 12.04.2013 with a salary of 20000/- per month till such date during his tenure as may be decided by the Board and with liberty to the Board of directors to fix, alter or vary from time to time the terms and conditions of the said appointment

GREEN FIELD AGRI VENTURES LIMITED

including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule XIII of the said Act including any Statutory modifications(s) in force or that may hereinafter be made thereto by the Central Government in that behalf or any amendments thereto as may be agreed by the Board of Directors and Mr. P.Uday Bhaskar in this behalf:

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. P.Uday Bhaskar, the remuneration, perquisites and other allowances, if any fixed by the Board of Directors shall be governed by the limits prescribed in Schedule XIII to the Act.”

For and on behalf of the Board
Green Field Agri Ventures Limited

Sd/-

P. Uday Bhaskar
Director

Place: Visakhapatnam
Date: 12.08.2013

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 26.09.2013 to 28.09.2013 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address directly to their respective Depository Participants.
5. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to send the same to the office of the Registrar and Transfer Agent of the Company.
6. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
7. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
8. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of Section 53 of the Companies Act, 1956. Keeping in view shareholders are requested to update their E-Mail ID with their DP.

For and on behalf of the Board
Green Field Agri Ventures Limited

Sd/-

P. Uday Bhaskar
Director

Place: Visakhapatnam
Date: 12.08.2013

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 3

The members may note that Mr. P. Uday Bhaskar was inducted into Board as an Additional Director of the company, with effect from 12.04.2013 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The Company has received notice in writing from a member of the Company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

Hence, the Board recommends the resolution for your approval.

None of Directors except Mr. P. Uday Bhaskar & Mrs. P. Pushpalatha may be deemed to be concerned or interested in the resolution.

Item No. 4

The members may note that Mrs. P. Pushpalatha was inducted into Board as an Additional Director of the company, with effect from 12.04.2013 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The Company has received notice in writing from a member of the Company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

Hence, the Board recommends the resolution for your approval.

None of Directors except Mrs. P. Pushpalatha & Mr. P. Uday Bhaskar may be deemed to be concerned or interested in the resolution.

Item No. 5

The members may note that Mr. S Krishna Chaitanya Varma was inducted into Board as an Additional Director of the company, with effect from 12.04.2013 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The Company has received notice in writing from a member of the Company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

Hence, the Board recommends the resolution for your approval.

None of Directors except Mr. S Krishna Chaitanya Varma may be deemed to be concerned or interested in the resolution.

Item No. 6

The members may note that Mrs. B Renuka was inducted into Board as an Additional

Director of the company, with effect from 12.04.2013 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The Company has received notice in writing from a member of the Company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

Hence, the Board recommends the resolution for your approval.

None of Directors except Mrs. B Renuka may be deemed to be concerned or interested in the resolution.

Item No. 7

The members may note that Mrs. S Latha was inducted into Board as an Additional Director of the company, with effect from 12.04.2013 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The Company has received notice in writing from a member of the Company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

Hence, the Board recommends the resolution for your approval.

None of Directors except Mrs. S Latha may be deemed to be concerned or interested in the resolution.

Item No. 8

The members may note that Mr. B Venkata Surya Krishna Raju was inducted into Board as an Additional Director of the company, with effect from 12.04.2013 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The Company has received notice in writing from a member of the Company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

Hence, the Board recommends the resolution for your approval.

None of Directors except Mr. B V S Krishna Raju may be deemed to be concerned or interested in the resolution.

Item No. 9

Appointment of Mr. P. Uday Bhaskar as Executive Director

The Board of Directors in its meeting held on 12.04.2013 appointed Mr. P. Uday Bhaskar as Executive Director to look after the finance & administrative affairs of the Company for a period of 3 years with effect from 12.04.2013 as per the terms and conditions explained in the resolution.

GREEN FIELD AGRI VENTURES LIMITED

As per provisions of Schedule XIII of the Companies Act, 1956, appointment of Mr. P. Uday Bhaskar as an Executive Director, requires the approval of the members in the General Meeting. Hence, the above resolution at item No. 9 is submitted for approval of members by passing Special Resolution.

Mr. P. Uday Bhaskar is aged about 36 years, and he is a MBA in Finance having 8 years experience in retail banking. Before joining the board of Green Field, Mr. P. Uday Bhaskar worked in City Group. In view of his experience and dedication, your Board recommends his appointment as Executive Director to look after the finance & administrative affairs of the company.

For and on behalf of the Board
Green Field Agri Ventures Limited

Place: Visakhapatnam
Date: 12.08.2013

Sd/-
P. Uday Bhaskar
Director

DIRECTORS' REPORT

To,
The Members

We have pleasure in presenting the 19th Annual Report with Audited Statements of Accounts for the year ended 31st March 2013.

FINANCIAL RESULTS

(Rs in Lakhs)

Particulars	2012-2013	2011-12
Income	586.55	784.85
Expenditure	570.48	776.33
Profit before Tax	16.0	8.52
Provision for Taxation	4.50	2.88
Net Profit after Tax	11.57	5.64

PERFORMANCE REVIEW:

During the year under review, the Company has recorded a turnover of Rs. 586.55 Lakhs and the profit of Rs. 11.57 Lakhs in the current year against the turnover of Rs. 784.85 Lakhs and profit of Rs. 5.64 Lakhs in the previous financial year ending 31.03.2012.

The Company has been continuously working on quality up gradation and austerity measures for achieving efficient running of the organization.

DIVIDEND:

Keeping the Company's expansion and growth plans in mind, your Directors have decided not to recommend dividend for the year.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec.58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

LISTING:

The equity shares of your company are listed on Calcutta Stock Exchange, The Ahmedabad Stock Exchange and the scrip is traded on Bombay Stock Exchange Limited (Indonext Model).

CHANGE OF OBJECTS :

During the year the company amended the main Objects into solar, infrastructure, educational institutions and Agriculture thereby enabling the company to carry on the business under new objects in addition to existing business i.e. Software pursuant to members approval obtained through postal ballot on 26.03.2013.

Further the Company also amended other objects of the memorandum of association by adding the new clauses 54 to 57 namely Pharmaceuticals, Core Investment company, portfolio management and franchisee business of any product immediately after the

GREEN FIELD AGRI VENTURES LIMITED

existing other objects pursuant to members approval obtained through postal ballot on 26.03.2013.

ALLOTMENT OF SHARES:

On 13.05.2013, the company has allotted 2,20,000 equity shares to the promoters on preferential basis, in accordance with the preferential issue guidelines given in chapter VII of SEBI (ICDR) Regulations 2009 and subsequent amendments thereto. With this, the paid up capital of the Company stands at Rs. 47,855,000 divided in to 47,85,500 equity shares of Rs 10/- each.

REGISTERED OFFICE:

The registered office of the company was shifted to D. No. 50-118-4/5, Thyagaraja Bhavan, HIG-35, Seethammadhara (NE), Visakhapatnam, Andhra Pradesh-500013.

MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed review of operations, performance and future outlook of your Company and its businesses is given in the Management Discussion and Analysis, which forms part of this Report.

INSURANCE:

The company's assets have been adequately insured against major risks.

DIRECTORS:

During the year the Directors namely, Mr. M. Ramachandra Reddy, Mr. A. Ramesh Babu, Mr. K. Krishna Reddy, Mr. G. Rajesh, Mr. G.V. Satyanarayana resigned from the Board with effect from 12.04.2013.

The Board wishes to place on record its deep appreciation and gratitude for the valuable services rendered by them during their tenure.

During the year, Mr. P. Uday Bhaskar, Mrs. P. Pushpalatha, Mr. S. Krishna Chaitanya Varma, Mrs. B. Renuka, Mrs. S. Latha, Mr. B. Venkata Surya Krishna Raju were appointed as Additional Directors to hold office up to the date of ensuing annual general meeting. In view of versatile experiences held by them, your directors recommend their appointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of Section 217(2AA) of the Companies Amendment Act, 2000 your directors confirm

- i) That the directors in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanations relating to material departures.
- 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.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) That the directors had prepared the annual accounts on a going concern basis.

COMPLIANCE CERTIFICATE :

Your company has obtained a Secretarial Compliance Certificate under proviso to subsection (1) of the Section 383A of Companies Act, 1956 from Practising Company Secretary, Hyderabad as same is enclosed to this report as Annexure.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:

The required information as per Sec.217 (1) (e) of the Companies Act 1956 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- | | | |
|---|---|-----|
| 1. Research and Development (R&D) | : | NIL |
| 2. Technology absorption, adoption and innovation | : | NIL |

C. Foreign Exchange Earnings and Out Go:

- | | | |
|---------------------------|---|-----|
| Foreign Exchange Earnings | : | NIL |
| Foreign Exchange Outgo | : | NIL |

PARTICULARS OF EMPLOYEES:

There is no employee who is falling under section 217 (2A). Therefore, the disclosures required to be made under section 217 (2A) of the Companies Act, 1956 and the rules made there under are not applicable.

CODE OF CONDUCT:

The Code of Conduct has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. Code of Conduct has also been placed on the website of the company. A declaration signed by the Managing Director is given in Annexure.

AUDITORS:

Your directors propose the appointment of M/s. Chanamolu & Co. as statutory auditor of the company to hold office until the conclusion of next Annual general Meeting.

CORPORATE GOVERNANCE:

As a listed company, necessary measures have been taken to comply with the listing agreements of Stock Exchanges. A report on Corporate Governance, along with a certificate of compliance from the Auditors forms part of this Report as Annexure.

ACKNOWLEDGEMENTS:

Your directors would like to express their grateful appreciation for assistance and co-operation received from clients, banks, investors, Government, other statutory authorities and all others associated with the company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees

GREEN FIELD AGRI VENTURES LIMITED

at all levels, which enabled the company to achieve sustained growth in the operational performance during the year under review.

DECLARATION BY MANAGING DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:

The shareholders

I, P Uday Bhaskar, Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

For and on behalf of the Board
Green Field Agri Ventures Limited

Place: Visakhapatnam
Date: 12.08.2013

Sd/-
P. Uday Bhaskar
Director

MANAGEMENT DISCUSSION AND ANALYSIS

PERFORMANCE OF THE COMPANY:

1. Performance of the Company:

During the year, the Company has recorded a turnover of Rs. 586.55 Lakhs and the profit of Rs. 11.57 Lakhs in the current year against the turnover of Rs. 784.85 Lakhs and profit of Rs. 5.64 Lakhs in the previous financial year ending 31.03.2012.

2. Industry Structure and Developments:

Changing economic and business conditions, evolving consumer preferences, rapid technological innovation and adoption and globalization are creating an increasingly competitive market environment that is driving corporations to transform the manner in which they operate. Companies in this environment are now focusing even more on their core business objectives, such as revenue growth, profitability and asset efficiency.

Technology has evolved from merely driving cost efficiency. It is now also driving tangible business value. The ability to define, design, develop, implement and maintain advanced technology platforms and business solutions to address business needs has become a competitive advantage and a priority for corporations worldwide.

As a result there is an increasing need for highly-skilled professionals in the market to help corporations transform their business, optimize operations and drive innovation by leveraging technology.

3. Opportunities and Threats

Though the overall scenario for the smaller companies is extremely competitive, there are some niche areas where there are some opportunities for growth. The management is exploring these areas to consider entering these areas and develop expertise in such areas.

4. Outlook

The management is doing its best to forge relations with other companies and take the company forward in the new business lines. However, the outlook of the management is cautious in view of the competitive nature of the market.

5. Risks and Concerns

While venturing into new business lines, the company would need access to funds. The risk of not being able to raise funds at the timer needed is the biggest risk that the management foresees.

6. Internal Control Systems

The Company maintains a system of well established policies and procedures for internal control of operations and activities, and these are continually reviewed for effectiveness.

The internal control system is supported by qualified personnel and a continuous program of internal audit. The prime objective of such audits is to test the adequacy and effectiveness of all internal control systems laid down by the management and to suggest improvements. We believe that the company's overall system of internal control is

adequate given the size and nature of operations and effective implementation of internal control self assessment procedures and ensure compliance to policies, plans and statutory requirements.

The internal control system of the company is also reviewed by the Audit Committee periodically. The Management duly considers and takes appropriate action on the recommendations made by the statutory auditors, internal auditors and the independent Audit committee.

7. Discussion on financial performance with respect to operational performance

In view of the fall in extent of operations and the delay in materialization of the new business lines, the revenue of the company has seen a further dip. Also, the management has decided to adopt even more prudential accounting norms as a matter of conservative accounting. This measure, which will definitely help the company in the future, has led to certain write offs.

8. Human resource development and industrial relations

During the year under review the company has taken several HR initiatives to train and develop talent pool. The company has also taken up a root cause analysis on bringing down the attrition rates. In order to improve the performance of management and to scale up the business operations, the company has recruited experienced personnel at senior level apart from strengthening other departments with competent people.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company strongly believes that for attaining sustainable growth in this competitive corporate world, Corporate Governance is a pre-requisite. Our Endeavour over the years has been to strengthen the governance processes and systems attributing to constant improvisations, sustainability, profitable growth and creating long-term value for the stakeholders.

All the procedures, policies and practices followed by your Company are based on sound governance principles.

II. BOARD OF DIRECTORS

- a) The Board of Directors consists of 6 Members of whom 2 are Non-Executive Independent Directors. The Chairman is non-executive Independent director. The Composition of the Board is in conformity with the listing requirements.
- b) Pecuniary relationship or transaction of the Non – executive Directors vis-à-vis the company.
None of the Non-executive Directors has any pecuniary relationship or transactions with the company.
- c) The Board of Directors met 8 times during the year on 14.05.2012, 01.07.2012, 14.08.2012, 05.10.2012, 16.10.2012, 14.11.2012, 15.12.2012 and 14.02.2013 the maximum gap between any two meetings was less than four months, as stipulated under Clause 49.

Board's Procedure:

Agenda papers along with explanatory statements were circulated to the directors in advance for each of these meetings. All relevant information as per Clause 49 of the Listing Agreement was placed before the Board from time to time.

Committees of the Board:

Currently, there are three (3) Committees of the Board, namely: Audit Committee, Remuneration Committee, Shareholders/ Investors Grievance Committee and Share Transfer Committee. The Board decides the terms of reference for these Committees. The minutes of the meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided hereunder:

III. AUDIT COMMITTEE

- a) The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.
- b) The terms of reference of the Audit Committee include a review of;
 - ♦ Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
 - ♦ Recommending the appointment and removal of external auditors,

fixation of audit fee and also approval for payment for any other services.

- ◆ Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - ◆ Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
 - ◆ Reviewing with management the annual financial statements before submission to the Board, focusing on:
 1. Any changes in accounting policies and practices;
 2. Qualification in draft audit report;
 3. Significant adjustments arising out of audit;
 4. The going concern concept;
 5. Compliance with accounting standards;
 6. Compliance with stock exchange and legal requirements concerning financial statements;
 7. Any related party transactions
 - ◆ Reviewing the company's financial and risk management's policies.
 - ◆ Disclosure of contingent liabilities.
 - ◆ Reviewing with management, external and internal auditors, the adequacy of internal control systems.
 - ◆ Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
 - ◆ Discussion with internal auditors of any significant findings and follow-up thereon.
 - ◆ Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - ◆ Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - ◆ Reviewing compliances as regards the Company's Whistle Blower Policy.
- c) The previous Annual General Meeting of the Company was held on 24th September, 2012 and Mr. A. Ramesh Babu, Chairman of the Audit Committee, attended previous AGM.
- d) The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

GREEN FIELD AGRI VENTURES LIMITED

The Company has complied with all the requirements of Clause 49 (II) (A) of the Listing Agreement relating to the composition of the Audit Committee. During the financial year 2012-2013, (4) four meetings of the Audit Committee were held on 14.05.2012, 14.08.2012, 14.11.2012, and 14.02.2013.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of meetings held during their tenure	No. of meetings attended
Mr. S.K. Chaitanya Varma	Chairman	NED (I)	Nil	Nil
Mr. S. Latha	Member	NED (I)	Nil	Nil
Mr. P. Uday Bhaskar	Member	ED (P)	Nil	Nil

NED (I): *Non Executive Independent Director*

ED (P): *Executive Director Promoter*

The necessary quorum was present at all the meetings.

IV. REMUNERATION COMMITTEE

The details of composition of the Committee are given below:

Name	Designation	Category
Mr. S. K. Chaitanya Varma	Chairman	NED (I)
Mr. S. Latha	Member	NED (I)
Mr. P. Uday Bhaskar	Member	ED(P)

Terms of reference:

The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Managing Director/Whole Time Director or other key employees of the Company and while approving:

- ♦ To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- ♦ To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered, individual performance etc.

V. SHAREHOLDERS / INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE

A) Composition

The Details of composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category
Mr. S. K. Chaitanya Varma	Chairman	NED (I)
Mr. S. Latha	Member	NED (I)
Mr. P. Uday Bhaskar	Member	ED(P)

B) Powers:

The committee has been delegated with the following powers:

- ✦ To redress shareholders and investor complaints relating to transfer of shares, dematerialization of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.
- ✦ To approve, transfer, transmission, and issue of duplicate/ fresh share certificate(s).
- ✦ Consolidate and sub-division of share certificate etc.
- ✦ To redress, approve and dispose off any, other complaints, transactions and requests etc. received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and share Transfer Agents, who process share transfers within a week of lodgment in the case of shares held in physical form.

Complaints received and redressed by the Company during the financial year:

During the year no complaints were received.

S.No	Particulars	Remarks
1.	At the beginning of the year	NIL
2.	Received during the year	NIL
3.	At the end of the year	NIL

VI. GENERAL BODY MEETINGS:

a) ANNUAL GENERAL MEETING:

Financial Year	Date	Time	Venue	Special Resolution
2011-2012	24.09.2012	02.00 PM	D.No. 50-50-12, TPT Colony, Seethammadhara Visakhapatnam, Andhra Pradesh, INDIA.	1. Alteration of Articles of Association

2010-2011	15.07.2011	11.00 AM	G-8, Amrutha Ville, Opp. Yashoda Hospital, Rahbhavan, Somajiguda, Hyderabad - 500082 Andhra Pradesh, INDIA.	No special resolution was passed during the year
2009-10	30.09.2010	11.00 AM	G-8, Amrutha Ville, Opp. Yashoda Hospital, Rahbhavan, Somajiguda, Hyderabad - 500082 Andhra Pradesh, INDIA.	No special resolution was Passed during the year

b) EXTRA ORDINARY GENERAL MEETING:

No extraordinary general meeting of the Members was held during the year 2012-13.

c) POSTAL BALLOT :

During the year 2012-2013, following Special Resolutions were passed through **POSTAL BALLOT** conducted and supervised by scrutinizer, as per Postal Ballot rules.

Details of the Voting Pattern:

Date of Special Resolution	Item	Votes Cast In Favour	Votes cast Against	Result
26.03.2013	Amendment of Main Objects	18	—	Special Resolution was passed with requisite majority
26.03.2013	Amendment of other Objects	18	—	Special Resolution was passed with shareholders approval.
26.03.2013	Carrying on the business activities in other objects	18	—	Special Resolution was passed with shareholders approval.
26.03.2013	Issue of Equity shares on Preferential basis	18	—	Special Resolution was passed with shareholders approval.
26.03.2013	Change of Name of the Company	18	—	Special Resolution was passed with shareholders approval.

VII. OTHER DISCLOSURES

- (a) There were no significant related party transactions that may have potential conflict with the interests of the Company at large.
- (b) In the preparation of financial statements, no treatment materially different from that prescribed in Accounting Standards had been followed.
- (c) There were no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets at any time during the last 3 years.
- (d) We have established a mechanism for employees to report concerns about unethical behavior, fraud or violation of code of conduct of the company. The mechanism provided direct access to the Managing Director/Chairman of the Audit Committee for exceptional cases. All employees can also directly meet the Audit Committee members of the company.
- (e) The Company has complied with the non –mandatory requirements to relating to remuneration committee and Whistle Blower policy.
- (f) Managing Director of the Company has furnished the requisite Certificates to the Board of Directors under Clause 49 of the Listing Agreement.

VIII. MEANS OF COMMUNICATION

The quarterly, half yearly and yearly financial results will be sent to the stock Exchanges immediately after the Board approves the same and these results will also be published in one English newspaper and in one vernacular newspaper. These financial statements, press releases are also posted on the company's website, at www.oriopro.co.in.

IX. GENERAL SHAREHOLDERS INFORMATION

a) 19th Annual General Meeting:

Date and Time	Saturday the 28 th September 2013 at 11.00 A.M.
Venue	Door No. 50-118-4/5, Thyagaraja Bhavan, HIG-35, Seethammadhara (NE), Visakhapatnam, Andhra Pradesh-500013

b) Book Closure Date : 26.09.2013 to 28.09.2013 (Both days inclusive)

c) Financial Year and Calendar (Tentative) 2013-14:

The Company follows April to March as its Financial Year. The results of every quarter beginning from April are declared in the first month following each quarter as follows:

Financial Calendar

Financial Reporting for 2013-2014 (tentative)	On or before
The First Quarter results	Already declared on 12.08.2013
The Second quarter results	14.11.2013
The Third quarter results	14.02.2014
The Fourth quarter results	15/30.05.2014

- d) **Listing on Stock Exchanges:** Shares of the Company are listed on the Calcutta Stock Exchange Limited, Ahmedabad Stock Exchange Limited and traded on BSE Limited (Indonext Model).
- e) **Listing Fees** : Listing fee for the year 2013-14 has been paid
- f) **Stock Code** : For equity shares:- ASE: 68077, CSE: 36008
- g) **ISIN No.** : For equity shares: - **INE491C01019**
- h) **Registrar & Share Transfer Agents (for shares held in both physical and demat mode):**
 AARTHI CONSULTANTS PRIVATE LIMITED,
 1-2-285, Domalguda, Hyderabad-500029
 Ph.Nos.040-27638111/27634445
 Email : info@aarthiconsultants.com
- i) **Share Transfer System:**

The Physical shares transfers are processed and the share certificates are returned to the shareholders within a maximum period of 15 days from the date of receipt, subject to the document being valid and complete in all respects.

Any transferee who wishes to demat the shares may approach a Depository Participant along with a duly filled Demat Request Form, who shall, on the basis of the Share Certificate, generate a demat request and send the same to the Registrar and Share Transfer Agents (RTA). On receipt, the Depository Registrar confirms the request.

All the requests for Dematerialization of shares are processed and the confirmation is given to the respective Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 21 days on receipt.

j) **Shareholding Pattern as on 31st March, 2013:**

Particulars	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and promoter group		
1.	Promoters & Persons acting in concert	969212	21.23
	Sub- Total A	969212	21.23
B	Public Shareholding		
1.	Institutions	NIL	NIL
2.	Non- Institutions		
a)	Bodies Corporate	180732	3.96
b)	Indian public and others	3415551	74.81
c)	Any others		
	i) NRI's	Nil	Nil
	ii) Clearing Members	5	0
	Sub Total B	3596288	78.77
	Grand Total (A+B)	4565500	100.00

k) **Distribution of shareholding of the Company by number of shares held as on 31st March, 2013 is as follows:**

Particulars	Shareholders		Shareholding	
	Number	%	Number	%
UPTO - 5000	893	94.9	437357	9.58
5001-10000	6	0.64	5200	0.11
10001-20000	2	0.21	3100	0.07
20001-30000	3	0.32	7838	0.17
30001-40000	2	0.21	7079	0.16
40001-50000	2	0.21	9990	0.22
50001-100000	3	0.32	23000	0.5
100001 & ABOVE	30	3.19	4071936	88.19
Total	941	100	4565500	100

l) **Dematerialization of Shares:**

The Company's shares are dematerialized on National Securities Depositories limited (NSDL) and Central Depository Services (India) Limited. The Company's ISIN is **INE491C01019**. As on 31st March, 2013, 24,68,200 equity shares are dematerialized which is 54.06% of the paid up capital of the company and out of which 7,78,366 shares are in CDSL and 16,89,834 shares are in NDSL and the balance are in physical form.

m) Address for Investors Correspondence:

The Shareholders may correspond with the Company for the redressal of their grievances, if any to the registered office of the company.

Door No 50-118-4/5, Thyagaraja Bhavan, HIG-35,
Seethammadhara (NE), Vishakhapatnam, Andhra Pradesh - 530013
Tel No:0891-2535335 Fax : 0891-2535335
Email : info@oripro.co.in

n) CEO/MD Certification:

As required by the clause 49 (V) of the Listing Agreement, the certificate from CEO is attached elsewhere in the annual report.

o) Compliance Certificate of the Auditors:

The Statutory Auditor has certified that the company has complied with the conditions of the Corporate Governance as stipulated in clause 49 of the listing agreement and the same forms part of the Annual Report. The Certificate from the statutory auditor will be sent to the stock exchanges along with the Annual Report of the Company.

For and on behalf of the Board
Green Field Agri Ventures Limited

Sd/-

P. Uday Bhaskar
Director

Place: Visakhapatnam
Date: 12.08.2013

DECLARATION

To
The Members of Green Field Agri Ventures Limited

This is to declare that the Code of Conduct envisaged by the Company for members of the Board and the Senior Management Personnel have been complied with by all the members of the Board and the Senior Management Personnel of the Company respectively.

For and on behalf of the Board
Green Field Agri Ventures Limited

Sd/-

P. Uday Bhaskar

Place: Visakhapatnam
Date: 12.08.2013

GREEN FIELD AGRI VENTURES LIMITED

Dear Shareholder,

Please find below the Director certificate as per Clause 49(V) of the Listing Agreement:

DIRECTOR CERTIFICATE

I, P Uday Bhaskar, Director of M/s Green Field Agri Ventures 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 of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation 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.

For and on behalf of the Board
Green Field Agri Ventures Limited

Sd/-

P. Uday Bhaskar

Place: Visakhapatnam

Date: 12.08.2013

Certificate on Corporate Governance

To
The Members of
Green Field Agri Ventures Limited
Hyderabad.

We have examined the compliance of conditions of Corporate Governance by M/s Green Field Agri Ventures Limited, for the period of 12 months ended on 31st March, 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges of India.

The compliance condition of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the 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, and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreement.

As required by the Guidance note issued by the Institute of Chartered Accountants of India, we have to state that the Company has certified that as on 31st March, 2013 there were no investor grievances remaining unattended/pending for a period exceeding one month. 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.

For **CHANAMOLU & CO.,**
Chartered Accountants

Place: Hyderabad
Date: 12.08.2013

Sd/-
(P. Sri Ram)
Partner
Membership No. 227395

COMPLIANCE CERTIFICATE

CIN Number : L72900AP1994PLC039248
Authorised Capital : Rs. 9,00,00,000
Paid up Capital : Rs. 4,78,55,000

To,
The Members
Green Field Agri Ventures Limited
(Formerly Oripro limited)
Thyagaraja Bhavan, HIG-35,
D. No. 50-118-4/5, Seethammadhara (NE),
Visakhapatnam, Andhra Pradesh- 500013

I have examined the registers, records, books and papers of Green Field Agri Ventures Limited (Formerly Oripro limited) as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents. I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company, being a public limited Company, comments are not required.
4. The Board of Directors duly met 8 times on 14.05.2012, 01.07.2012, 14.08.2012, 05.10.2012, 16.10.2012, 14.11.2012, 15.12.2012 and 14.02.2013 in respect of which proper notice were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minute Book maintained for the purpose.
5. The Company closed its Register of Members from 20.09.2012 to 24.09.2012.
6. The annual general meeting for the financial year ended on 31st March, 2012 was held on 24.09.2012 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in minute book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year. However, one Postal Ballot was held during the financial year after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.

8. The Company has not advanced any loan to its director's or persons or firms or companies referred to in Section 295 of the Act.
9. The Company has not entered into any contract in terms of section 297 of the Act during the year.
10. The Company has made all necessary entries in the register maintained under section 301 of the Act.
11. The provisions of Section 314 of the Act have not been attracted and therefore no approvals were required to be taken.
12. There was no issue of duplicate share certificates by the Company during the year under review.
13. The Company:
 - (i) has delivered all the certificates on transfer/transmission in accordance with the provisions of the Act.
 - (ii) was not required to deposit any amount of dividend in a separate bank account as there was no declaration of any dividend during the year.
 - (iii) the company was not required to post any warrants to any members of the Company as no dividend was declared during the financial year.
 - (iv) transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and there is no interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and protection Fund - Not Applicable.
 - (v) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and there was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director / Whole-time Director / Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company has obtained all necessary approvals, wherever necessary, of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has not redeemed any preference shares/debentures during the year.

GREEN FIELD AGRI VENTURES LIMITED

22. During the year under review, the Company has not declared any dividend, rights shares and bonus shares and hence the question of keeping in abeyance right to dividend, rights shares and bonus shares pending registration of transfer of shares does not arise.
23. The Company has not accepted any deposits falling under the provisions of section 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975.
24. The Company has not made any borrowings during the financial year ended 31st March 2013.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under the scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has altered its Articles of Association during the year under scrutiny.
31. There was no prosecution initiated against or show cause notices received by the Company for alleged offences under the Act and no fines and penalties or any other punishment imposed on the Company during the year under the scrutiny.
32. The Company has not received any amount as security from its employees during the year under certification.
33. The Company was not required to constitute Provident Fund pursuant to section 418 of the Act.

Place : Hyderabad
Date : 12.08.2013

Sd/-
S. Sarveswar Reddy
Practicing Company Secretary
C. P. No: 7478

ANNEXURE-A

REGISTERS MAINTAINED BY THE COMPANY

Registers as maintained by the Company:

Statutory Registers:

- | | |
|--|----------------------------------|
| 1. Register of Members | u/s 150 of the Act. |
| 2. Register of Directors | u/s 303 of the Act. |
| 3. Register of Directors' Shareholding | u/s 307 of the Act. |
| 4. Minutes of the General Meetings | u/s 193 of the Act. |
| 5. Minutes of the Board Meetings | u/s 193 of the Act. |
| 6. Register of Charges | u/s 143 of the Act. |
| 7. Register of Contracts | u/s 301 of the Act. |
| 8. Register of Share Transfers | |
| 9. Register of Contracts, Companies and Firms in which Directors, etc., are interested | u/s 301(3) of the Act. |
| 10. Register of Fixed Assets | |
| 11. Investments Register | u/s 49(7) and 372(5) of the Act. |

Other Registers:

1. Attendance Register of General Meetings.
2. Attendance Register of Board Meetings.

Place: Hyderabad
Date : 12.08.2013

Sd/-
S. Sarveswar Reddy
Practicing Company Secretary
C. P. No: 7478

ANNEXURE-B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March, 2013.

FORMS & RETURNS FILED WITH THE REGISTRAR OF COMPANIES

Sl. No	Form No/ Return	Filed under Section	Purpose	Date of Registration	Whether filed with in prescribed Period YES/NO	If delay In filing whether requisite additional Fee paid YES/NO
1.	Form 23AC	220	Filing of Balance Sheet etc.	12.01.2013	Yes	No
2.	Form 23ACA	220	Filing of Profit & Loss Account.	12.01.2013	Yes	No
3.	Form 20B	159	Filing of Annual Return.	18.01.2013	No	Yes
4.	Form 32	303(2)	Cessation of Company Secretary	06.07.2012	Yes	No
5.	Form 32	303(2)	Appointment of Company Secretary	16.07.2012	Yes	No
6.	Form 32	303(2)	Regularisation Of Director	05.10.2012	Yes	No
7.	Form 23	192	Registration of Special Resolution	16.10.2012	Yes	No

Place: Hyderabad
Date : 12.08.2013

Sd/-
S. Sarveswar Reddy
Practicing Company Secretary
C. P. No: 7478

Auditors' Report

To
The Members,
Green Field Agri Ventures Limited

1. We have audited the attached Balance Sheet as at 31st March, 2013, and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of section 227 of 'The Companies Act, 1956' of India ('the Act') and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, 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 appears from our examination of those books;
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act;
 - e) On the basis of written representations received from the directors, as on March 31, 2013 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

GREEN FIELD AGRI VENTURES LIMITED

5. In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give in the prescribed manner the information required by the Act 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 March 31, 2013;
 - b) In the case of the Profit and Loss Account, of the Profit for the year ended on that date; and
 - c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **CHANAMOLU & CO.,**
Chartered Accountants

Place: Hyderabad
Date: 30.05.2013

Sd/-
(P. Sri Ram)
Partner
Membership No. 227395

ANNEXURE TO THE AUDITOR'S REPORT

[Referred to in paragraph 3 of Auditor's Report of even date to the members of Green Field Agri Ventures Limited on the financial statements for the year ended March 31, 2013]

1. (a) The company is maintaining proper records showing full particulars including Quantitative details and situation of fixed assets.
(b) According to the information and explanations given to us, fixed assets were physically verified by the management during the year and no material discrepancies were noticed on such verification.
(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the company during the year.
2. The Company does not have any inventories and accordingly the provisions of clause 4 (ii) (a), (b) and (c) of the order are not applicable to this Company.
3. The company has neither granted nor taken any loans secured or unsecured to/from companies, firms or parties covered in the register maintained under section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of fixed assets and for the sale of services. The activities of the company do not involve purchase of inventory and sale of goods. Further, on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. According to the information and explanations given to us, there have been no contracts or arrangements referred to section 301 of the Act during the year to be entered in the register required to be maintained under that section. Accordingly, commenting on transactions made in pursuance of such contracts or arrangements does not arise.
6. The company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
7. The Company has an adequate internal audit system commensurate with its size and nature of its business.
8. The maintenance of cost records is not applicable to this company.
9. (a) According to the information and explanations given to us and the records of the company examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, and other material statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us and the records of the company examined by us, excise duty and cess are not applicable to the company for the current year.

- (b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales-tax, wealth tax, service tax, customs duty which have not been deposited on account of any dispute.
10. The company has no accumulated losses at the end of the financial year and not incurred cash losses during the year.
 11. According to the records of the company examined by us and the information and explanation given to us, the company has not borrowed any loans from any financial institution or bank or debenture holders as at the balance sheet date.
 12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 13. In our opinion, the company is not in the business of Nidhi/ Mutual Benefit Fund/ Societies.
 14. In our opinion, the company is not a dealer or trader in shares, securities, debentures and other investments.
 15. In our opinion and according to the information and explanations given to us, the company has not given guarantee for loans taken by others from banks or financial institutions during the year.
 16. The company has not obtained any term loans.
 17. On the basis of an overall examination of the balance sheet of the company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis, which not have been used for long-term investment and vice-versa
 18. The Company has not issued any debentures during the year.
 19. The company has not raised any money by public issues during the year.
 20. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
 21. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

For **CHANAMOLU & CO.,**
Chartered Accountants

Place: Hyderabad
Date: 30.05.2013

Sd/-
(P. Sri Ram)
Partner
Membership No. 227395

Balance Sheet As at 31st March, 2013

(All amounts in Indian Rupees except for share data or otherwise stated)

PARTICULARS	Note No's	AS AT Mar'31, 2013	AS AT Mar' 31,2012
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	45,655,000	45,655,000
Reserves and Surplus	3	10,772,923	9,615,956
Share application money		5157210	—
A		61,585,133	55,270,956
Non - current liabilities			
Long - term borrowings		—	—
Deferred tax liabilities (Net)	4	163,422	19,673
Long term provisions		—	—
B		163,422	19,673
Current liabilities			
Short - term borrowings		—	—
Trade Payables	5	42,938,293	29,467,497
Short - term provisions	6	298,171	512,571
C		43,236,463	29,980,068
Total (A+B+C)		104,985,018	85,270,697
ASSETS			
Non-current assets			
Fixed assets			
Net block			
Capital work- in- progress	7	7,781,591	191,355
		33,015,965	33,015,965
A		40,797,556	33,207,320
Deferred tax assets (Net)		—	—
Long - term loans and advances	8	3,725,125	3,275,125
Non-current investments	9	5,819,475	5,819,475
Other Non- Current Assets	10	2,486,814	2,486,814
B		12,031,414	11,581,414
Current assets			
Inventories		—	—
Trade receivables	11	22,619,986	30,892,708
Cash and cash equivalents	12	1,385,855	210,760
Short - term loans and advances	13	25,687,192	9,130,389
Other current assets	14	2,463,015	248,106
C		52,156,048	40,481,963
Total (A+B+C)		104,985,018	85,270,697

The notes referred to above form an integral part of the Balance Sheet.

As per our report of even date

For **CHANAMOLU & Co.,**

Chartered Accountants

Firm Registration No. 010000S

Sd/-

P. Sriram

Partner

Membership No. 227395

Place: Hyderabad

Date :30-05-2013

For and on behalf of the Board of Directors
GREEN FIELD AGRI VENTURES LIMITED

Sd/-

P. Uday Bhaskar

Director

Sd/-

B. Renuka

Director

GREEN FIELD AGRI VENTURES LIMITED

Profit & Loss Account for the year ended 31st March, 2013

(All amounts in Indian Rupees except for share data or otherwise stated)

PARTICULARS	Note No's	Year Ended Mar'31, 2013	Year Ended Mar' 31,2012
INCOME			
Turnover (Gross)			
Revenue from operations		58,655,167	78,484,790
Other Income		—	—
Total Revenue		58,655,167	78,484,790
EXPENDITURE			
Operating Expenses	15	50,296,506	74,061,046
Administration expenses	16	6,515,803	3,524,788
Depreciation/amortization	7	235,946	47,274
Total		57,048,255	77,633,108
Profit / (Loss) before tax		1,606,913	851,682
Profit before tax			
Provision for taxation			
- Current Year Tax		306,196	275,501
- Deferred tax		143,749	12,029
Total tax expense		449,945	287,530
Profit/(Loss) from continuing operations		1,156,968	564,152
Balance brought forward from previous year		707,931	143,779
Balance carried to Balance Sheet		1,864,898	707,931
Earnings per share			
Basic		0.25	0.12
Weighted Number of Shares		4,565,500	4,565,500
Nominal value		10	10

The notes referred to above form an integral part of the Profit and Loss Account.

As per our report of even date
For **CHANAMOLU & Co.,**
Chartered Accountants
Firm Registration No. 010000S

Sd/-

P. Sriram

Partner

Membership No. 227395

Place: Hyderabad

Date :30-05-2013

For and on behalf of the Board of Directors
GREEN FIELD AGRI VENTURES LIMITED

Sd/-

P. Uday Bhaskar

Director

Sd/-

B. Renuka

Director

Cash Flow Statement for the ended 31st March, 31st March, 2013

(All amounts in Indian Rupees except for share data or otherwise stated)

	As at Mar'31, 2013	As at Mar' 31,2012
A. Cash flow from operating activities		
Net profit / (Loss) before tax	1,606,913	851,682
Adjustments for:		
Preliminary Expences Written Off	—	310,852
Depreciation	235,946	47,274
Dividend Income	—	—
Interest expense	88,722	—
Operating profit before working capital changes	1,931,581	1,209,808
Movements in working capital :		
(Increase) / Decrease in sundry debtors	8,272,722	(3,934,107)
(Increase) / Decrease in inventories	—	—
Increase/(Decrease) in loans and advances	(17,006,803)	(2,628,580)
(Increase) / Decreasein other current assets	(2,214,909)	—
(Increase) / Decrease in current liabilities	13,470,795	(28,086)
Cash generated from /(used in) operations	4,453,386	(5,380,965)
Taxes paid	(520,598)	(246,527)
Net cash used in /(generated from) operating activities	3,932,788	(5,627,492)
B. Cash flows from investing activities		
Purchase of fixed assets	(7,826,181)	(89,400)
Sale of fixed assets	—	—
Fixed deposits	—	—
Dividends received	—	—
Net cash used in investing activities	(7,826,181)	(89,400)
C. Cash flows from financing activities		
Proceeds Share capital	5,157,210	3,231,750
Other Short term Borrowings (Net)	—	—
Other Short term Unsecured Loans (Net)	—	—
Interest received	—	—
Interest paid	(88,722)	—
Net cash generated from /(used in) financing activities	5,068,488	3,231,750
Net increase/(decrease) in cash and cash equivalents (A+B+C)	1,175,095	(2,485,141)
Cash and cash equivalents at the beginning of the year	210,760	2,695,901
Cash and cash equivalents at the end of the year	1,385,855	210,760

This is the Cash Flow Statement referred in our report of even date.

As per our report of even date

For **CHANAMOLU &Co.,**

Chartered Accountants

Firm Registration No. 010000S

Sd/-

P. Sriram

Partner

Membership No. 227395

Place: Hyderabad

Date :30-05-2013

For and on behalf of the Board of Directors
GREEN FIELD AGRI VENTURES LIMITED

Sd/-

P. Uday Bhaskar

Director

Sd/-

B. Renuka

Director

Note : 1

SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Accounting:

The financial statements have been prepared by following the going concern concept on historical cost convention on an accrual basis and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred in Section 211(3C) of the Companies Act, 1956, of India (the "Act").

2. Fixed Assets:

Fixed asset are stated at cost less depreciation. All direct costs are capitalized until fixed assets are ready for use including taxes, duties, freight and other incidental expenses relating to acquisition and installation. Depreciation on the fixed assets is provided on Written down value method as per the rates and on the manner prescribed on schedule XIV to the companies Act, 1956.

3. Investments

Current investments are carried at lower of cost or fair value. Long term investments are stated at cost after deducting provisions made for diminution other than temporary.

4. Foreign Exchange Transactions:

Transactions in foreign currencies are translated at the exchange rates prevailing on dates of transactions on case of purchases of materials; sale of goods and services rendered the exchange gains/losses on settlements during the year, are treated as expenditure and transferred to profit and loss account.

5. Revenue recognitions:

The revenue has been recognized on the accrual basis. Revenues from the sale of products for software applications are recognized on transfer of products to the users.

Expenses:

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities.

6. Taxes on Income:

Income taxes are computed using the tax effect accounting method, where taxes are accrued in the same period in which related revenue and expenses arise.

Deferred tax is recognized on timing difference being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable/virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

7. Earnings per Share

In determining earnings per share, the company considers the net profit after tax expense. The number of shares used in computing basic earnings per share is the weighted average shares outstanding during the period.

8. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

	As at Mar'31, 2013	As at Mar' 31,2012
Note 2 : Share Capital		
Authorised:		
90,00,000 Equity Shares of Rs.10/- each	9,00,00,000	90,000,000
Issues, Subscribed and Paid up		
45,65,500 equity shares of Rs.10 each	45,655,000	45,655,000
Previous Year: Issued, Subscribed		
45,65,500 Equity shares each of Rs.10/-	45,655,000	45,655,000
Details of shareholders having more than 5% of Shares of the company		
	As at 31-3-2013	As at 31-3-2012
Name of the ShareHolder	No. of shares %of shares	No.of shares %of shares
P.Uday Bhaskar	452,700 9.92	452,700 9.92
K.Narasimha Raju	401,600 8.80	401,600 8.80
Mudunuru Holding Pvt Ltd	359,623 7.88	359,623 7.88
B.Satyanarayana Raju	300,000 6.57	300,000 6.57
B.Jagavathi Devi	300,000 6.57	300,000 6.57
Note 3 : Reserves and Surplus		
General Reserve		
Balance as per last account	85,525	85,525
Capital Reserve		
Forfeiture of shares on capital reduction	8,822,500	8,882,500
Profit & Loss A/c Surplus		
Balance in the statement of profit & loss	707,931	143,779
Additions during the year	1,156,968	564,152
	10,772,923	9,615,956
Note 4 : Deferred tax liabilities (Net)		
Opening Balance	19,673	7,644
Add/Less: Current year Provision	143,749	12,029
	163,422	19,673
Note 5 : Trade Payables		
Sundry Creditors	19,059,939	27,186,188
Expenses payable	17,713,559	2,281,309
Advances from customers	6,164,794	—
	42,938,293	29,467,497
Note 6 : Short - term provisions		
Provision for Income tax	298,171	512,571
Others Provisions	—	—
	298,171	512,571

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

	As at Mar'31, 2013	As at Mar' 31,2012
Note 8 : Long - term loans and advances		
Capital advances	125,125	125,125
Security deposits	3,600,000	3,150,000
Others	—	—
	<u>3,725,125</u>	<u>3,275,125</u>
Note 9 : Non-current investments		
1. Enrich Industries Ltd (347400 shares)	1,843,000	1,843,000
2. M-Touch Finance Ltd (200000 shares)	400,000	400,000
3. Mahan Finastock Ltd (250000 shares)	1,250,000	1,250,000
4. 20th Century Fin. Ltd (100 shares)	1,475	1,475
5. Zenith Health Care Ltd (32500 shares)	325,000	325,000
6. SKA Limited (200000 shares)	2,000,000	2,000,000
	<u>5,819,475</u>	<u>5,819,475</u>
Note 10 : Other Non- Current Assets		
MISCELLANEOUS EXPENDITURE		
Pril & Pre-Operative Expenditure	2,486,814	2,797,665
Less : Written off	—	310,852
	<u>2,486,814</u>	<u>2,486,814</u>
Note 11 : Trade receivables (Unsecured, considered good, unless otherwise stated)		
Debts outstanding for a period exceeding six months		
Considered good	13,148,021	4,528,370
Considered doubtful		
Other debts		
Considered good	9,471,965	26,364,338
	22,619,986	30,892,708
Less: Provision for doubtful debts	—	—
	<u>22,619,986</u>	<u>26,958,601</u>
Note 12 : Cash and cash equivalents		
Cash on hand	1,276,574	81,247
Balances with scheduled banks		
On current accounts	109,281	129,513
On deposit accounts	—	—
	<u>1,385,855</u>	<u>210,760</u>

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

	As at Mar'31, 2013	As at Mar' 31,2012
Note 13 : Short - term loans and advances		
Advance to Suppliers	248,106	
Other receivables	25,429,183	9,130,689
TDS receivables	9,903	—
	<u>9,130,389</u>	<u>9,130,689</u>
Note 14 : Other current assets		
Prepaid Expenses	—	—
Vat Input Recievable	2,463,015	248,106
Interest Receivable	—	—
	<u>2,463,015</u>	<u>248,106</u>
Note 15 : Operating Expenses		
Software Development Expenses	—	70,948,498
Software, Hardware & Material costs	46,089,811	—
Staff Cost and Other Direct Expense	4,206,695	3,112,548
	<u>50,296,506</u>	<u>74,061,046</u>
Note 16 : Administration expenses		
Director Remuneration	1,200,000	600,000
Stationery & Printing Expenses	14,165	27,976
Postage & courier	5,555	
Office Maintenance	38,869	40,813
Computer maintenance	8,200	
Conveyance	70,917	-
Travelling Expenses	1,315,384	894,073
Telephone & Postage Expense	125,874	16,482
Markrtng Expenses	13,000	
Loss on return of assets	102,163	
Advertisement Expense	1,327	
Auditors Fee	50,000	200,000
Hire Charges	77,148	
Rent	45,000	
Internet charges	14,682	
Rates and Taxes	72,352	75,000
Professional and consultancy charges	722,500	1,184,564
Miscellaneous Expenditure	19,203	310,852
Certification Charges	40,000	
Vehicle Maintenance	12,790	20,558
Electricity Charges	11,841	6,142
Membership and subscriptions	2,500,000	100,000
Interest Expenses	88,722	
Bank Charges	7,438	7,001
	<u>6,515,803</u>	<u>3,524,788</u>

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

7. FIXED ASSETS**(Amount in Rupees)**

Particulars	Gross Block			Depreciation/Amortization			Net Block	
	As at April 1, 2012	Additions	As at March 31, 2013	As at April 1, 2012	For the year	As at March 31, 2013	As at March 31, 2013	As at March 31, 2012
Office Equipment	67,375	334,047	401,422	48,466	4,893	53,359	348,063	18,909
Furniture & Fixture	198,286	674,284	872,570	165,233	12,552	177,785	694,785	33,053
Computers & software	184,820	6,315,587	6,500,407	45,427	202,596	248,023	6,252,384	139,393
Plant & Machinery	—	502,263	502,263	—	15,095	15,905	486,358	—
Capital wip	33,015,965	—	33,015,965	—	—	—	33,015,965	33,015,965
Total	33,466,446	7,826,181	41,292,627	259,126	235,946	495,072	40,797,555	33,207,320
Previous year	33,377,046	89,400	33,466,446	211,852	47,274	259,126	33,207,320	33,165,194

NOTES TO THE ACCOUNTS

17. Contingent Liabilities: NIL
18. Dues to micro & small-scale industrial undertakings: As at March 31, 2013 as per available information with the company, there are no dues to small scale industrial undertakings.
19. Additional Information pursuant to the provisions of Paragraph 3, 4C and 4D of part II of schedule VI to the Companies Act is not applicable to the Company and nature of its business.
20. Directors Remuneration: Rs.12,00,000/- (Last Year: Rs.6,00,000/-)
21. Foreign Exchange earned and outgo Based on CIF basis
Net Exports: Rs. Nil
Imports: Rs. Nil (Last Year: Nil)
22. Segmental reporting:
The segmental reporting disclosure as required under Accounting Standard- 17 is not required since there are no reportable business and geographical segments.
23. Auditors remuneration :Rs.50,000/-(Last Year: Rs. 2,00,000/-)
24. Taxes

Amount in Rupees

Particulars	31.03.2013	31.03.2012
Provision for Current Tax	3,06,196/-	2,75,501/-
Provision for Differed Tax Liability (Asset)		
Related to Fixed Assets (Timing Difference)	1,63,422/-	19,673/-
Others	0.00	0.00

25. Confirmation of balances has not been received from some of the Creditors, Debtors and for Loans & Advances, which are subject to reconciliation. Provision for doubtful debts, if any, in respect of the above and the consequential adjustment, if any, whether of revenue nature or otherwise, will be dealt accordingly.
26. In determining earnings per share, the company considers the net profit after tax and includes the past tax effect of any extraordinary/exceptional item.

Particulars	Amount in Rupees	
	31.03.2013	31.03.2012
Weighted average number of shares outstanding	4,565,500	4,565,500
Face value of equity shares	10	10
Net Profit after tax	11,56,968	564,152
Earnings per share	0.12	0.12

27. Forfeiture of Shares: During the year, the company has forfeited 35, 29, 000 Equity Shares of face value of Rs. 10 /- each and these forfeited shares are not issued back by the company during the year 2012-13. The forfeited amount of Rs. 2.5/-

GREEN FIELD AGRI VENTURES LIMITED

on each forfeited shares totaling of Rs. 88, 22, 500/- is transferred to Capital reserve account of the company.

28. Previous year's figures have been regrouped, rearranged and reclassified, wherever necessary to match with the current year's figures.
29. Paise have been rounded off to the nearest rupee.
30. Notes 1 to 30 form part of Balance Sheet and Profit and Loss account have been authenticated.

This is the Cash Flow Statement referred in our report of even date.

As per our report of even date
For **CHANAMOLU & Co.,**
Chartered Accountants
Firm Registration No. 010000S

Sd/-
P. Sriram
Partner
Membership No. 227395

Place: Hyderabad
Date :30-05-2013

For and on behalf of the Board of Directors
GREEN FIELD AGRI VENTURES LIMITED

Sd/-
P. Uday Bhaskar
Director

Sd/-
B. Renuka
Director

Green Fields Agri Ventures Limited

(Formerly known as M/s. Oripro Limited)

Door No. 50-118-4/5, Thyagaraja Bhavan, HIG - 35, Seethammadhara (NE),
Visakhapatnam, Andhra Pradesh - 530013

PROXY FORM

I/We _____ of _____

In the District of _____ being a member/members of the
above named company, hereby appoint Mr/Mrs/Ms _____
_____ in the District of _____ as my/our
proxy to attend and vote for me /us on my/ our behalf at the 19th Annual General
Meeting of the Company to be held on Saturday, the 28th day of September,
2013 at 11.00 am at Door No. 50-118-4/5, Thyagaraja Bhavan, HIG - 35,
Seethammadhara (NE), Visakhapatnam, Andhra Pradesh - 530013

Signed this _____ day of _____ 2013

Address _____

Folio No. / Client ID _____

No. of Shares held : _____

Note: The proxy form duly signed completed must be signed deposited at the Registered
Office of the Company not less than 48 hours before the time of holding the meeting.

Affix Re. 1/- Revenue Stamp

Green Fields Agri Ventures Limited

(Formerly known as M/s. Oripro Limited)

Door No. 50-118-4/5, Thyagaraja Bhavan, HIG - 35, Seethammadhara (NE),
Visakhapatnam, Andhra Pradesh - 530013

ATTENDANCE SLIP

I hereby record my presence at the 19th Annual General Meeting of the Company
to be held on Saturday, the 28th day of September, 2013 at 11.00 am at 19th
Annual General Meeting of the Company to be held on Saturday, the 28th day
of September, 2013 at 11.00 am at Door No. 50-118-4/5, Thyagaraja Bhavan,
HIG - 35, Seethammadhara (NE), Visakhapatnam, Andhra Pradesh - 530013
and at any adjournment thereof.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____
(In Block Letters)

Folio No. / Clind ID _____ No. of Sharesheld _____

Note: Shareholder attend the meeting in person or by proxy are required to complete
the attendance slip and hand it over at the entrance of the meeting hall.

PRINTER MATTER
BOOK - POST

If undelivered please return to :

ORIPRO LIMITED

Door No. 50-50-12, T.P.T. Colony, Seethammadhara,
Visakhapatnam, Andhra Pradesh - 530013

Tel / Fax : 0891-2535335, E-mail : info@oripro.co.in