

**GREEN FIELD
AGRI VENTURES LIMITED
(Formerly Known as ORIPRO LIMITED)**

20th

ANNUAL REPORT

2013-2014

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GREEN FIELD AGRI VENTURES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. P. Uday Bhaskar	(DIN: 02773570)	-	Director
Mrs. P Pushpalatha	(DIN: 05263926)	-	Director
Mr. S. K. Chaitanya Varma	(DIN: 06360814)	-	Director
Mrs. B Renuka	(DIN: 06362015)	-	Director
Mrs. S Latha	(DIN: 06411508)	-	Director

Mr. T.Venkatappiah – Chief Financial Officer

Mr. Kush Mohammad – Company Secretary & Compliance Officer

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) BSE Limited (permitted category)

REGISTRAR & SHARE TRANSFER AGENTS:

Aarthi Consultants Private Limited,
1-2-285, Domalguda, Hyderabad-500029 Ph.Nos.040-27638111/27634445
Email : info@aarthiconsultants.com

AUDIT COMMITTEE:

1. Mr. S.K. Chaitanya Varma
2. Mrs. S. Latha
3. Mrs. P. Pushpalatha

NOMINATION & REMUNERATION COMMITTEE:

1. Mr. S.K. Chaitanya Varma
2. Mrs. S. Latha
3. Mrs. P. Pushpalatha

STAKEHOLDERS RELATIONSHIP COMMITTEE:

1. Mr. S.K. Chaitanya Varma
2. Mrs. S. Latha
3. Mrs. P. Pushpalatha

CORPORATE IDENTITY NUMBER: L72900AP1994PLC039248

WESITE: WWW.ORIPRO.CO.IN

INVESTOR E-MAIL ID: cs@gavl.in

GREEN FIELD AGRI VENTURES LIMITED

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Shareholders of **GREEN FIELD AGRI VENTURES LIMITED** will be held on Tuesday, the 30th September 2014 at 10.00 a.m. at the registered office of the company situated at Thyagaraja Bhavan, HIG-35, Door No. 50-118-4/5, 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 2014, 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 a director in place of Mr. P. Uday Bhaskar who retires by rotation and being eligible, offers himself for re-appointment.
3. 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:

4. 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, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. S.K. Chaitanya Varma (holding DIN 06360814), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing 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 consecutive years for a term up to 31st March, 2019.”

5. 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, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. S. Latha (holding DIN 06411508), Director of the Company whose

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period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.”

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

Amendment of Articles of Association of the Company

“RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered in the following manner:

a) In definition clause of Article 2 the following definition be inserted:

2(am) 'Electronic mode' means carrying out electronically-based, transactions whether main server is installed in India or not, including, but not limited to:

- i. business to business and business-to-consumer transactions, data interchange and other digital supply transactions;
- ii. offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India;
- iii. financial statements, web-based marketing, advisory and transactional services, database services and products, supply chain management;
- iv. Online services such as telemarketing, telecommuting, education and information research; and all related data communication services;
- v. facsimile telecommunication when directed to the facsimile number or electronic mail directed to electronic mail addresses, using any electronic communication mechanism that the message so sent, received or forwarded is storable and retrievable;
- vi. posting of an electronic message board or network that the company or the officer has designated for such communications, and which transmission shall be validly delivered upon the posting; or
- vii. other means of electronic communication, in respect of which the Company or the officer has put in place reasonable systems to verify that the sender is the person purporting to send the transmission; and
- viii. video conferencing, audio-visual mode, net conferencing and/or any other electronic communication facility.

b) A new Article 105A is being inserted under Article 105 which is as under:

“105A Voting by members through electronic mode

A member may exercise his vote at a General Meeting or Postal Ballot by electronic mode in accordance with Section 108 of the Companies act, 2013 and rules made thereunder and shall be eligible to vote only once for a single resolution.”

c) A new article 163A is being inserted by deleting existing Article 163(a) after Article 163 which is as under:

“163A. Participation in Meeting of the Board by Directors through electronic mode

Notwithstanding anything contained herein, the director(s) may participate in the meeting(s) of the Board or any committee thereof through electronic mode by video conferencing or other audio visual modes as may be prescribed, and the Director(s) so participating shall be deemed to be present at the meeting for the purposes of quorum, voting, recording of minutes and all other relevant provisions in this regard by following procedure specified under applicable laws for the time being in force and rules, regulations, circulars, notifications, guidelines etc. issued/to be issued from time to time by competent/statutory authority(ies).”

d) A new article 167A is being inserted after existing Article 167 which is as under:

167A: Managing Director or Chief Executive officer as Chairperson

“An individual shall be appointed or re-appointed as Chairperson of the Company as well as the Managing Director or Chief Executive officer of the Company at the same time or vice versa regardless of the Company whether operates in multiple segments of business or not.”

e) A new Clause 212A is being inserted under Article 212 which is as under:

“212A. Service of documents through electronic mode

Notwithstanding anything contained in these articles and as per Section 20 & 134 of the Companies Act, 2013 read with rules made thereunder, a Company may serve copies of the Balance sheet, Statement of Profit and loss, Auditors' Report, Directors' Report, Notice of the General Meeting along with explanatory statements etc. and any other documents to the members through

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electronic mode, by following conditions laid down under the relevant Rules.”

f) A new Article 214A is being inserted after Article 214 which is as under:

“214A. Maintenance of registers and records in electronic mode

Notwithstanding anything contained in these Articles, Registers, Index, Agreement, Memorandum, Minutes, Books of Accounts or any other documents required to be kept by the Company under the Companies Act, 2013 may be kept in electronic form in such form and manner as may be prescribed under Section 120 of the Companies Act, 2013 and rules made there under.”

g) A new Article 223 is being inserted after Article 222 which is as under:

223. “General Clause – Overriding effect of Companies Act, 2013”

The intention of these Articles is to be in consonance with the contemporary Act, Rules and Regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the Statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. In case of any of the provisions contained in these articles is inconsistent or contrary to the provisions of the Companies Act, 2013 and rules made thereunder, the provisions of Companies Act, 2013 and rules made thereunder shall override the provisions of these Articles and these Articles shall be deemed to have been amended to include such provisions of the Companies Act, 2013. All references to sections of Companies Act, 1956 shall be deemed to include the corresponding sections/provisions of the Companies Act, 2013 if any.”

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

Place: Hyderabad

Date:_____

**Sd/-
P Uday Bhaskar
Director**

GREEN FIELD AGRI VENTURES LIMITED

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 102 of the Companies Act, 2013, in respect of the Special Business 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 26.09.2014 to 30.09.2014 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. 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 dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. The Securities and 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

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accounts. Members holding shares in physical form can submit their PAN details to the Company.

8. 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.

9. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Pvt. Ltd., Share Transfer Agents of the Company for their doing the needful.

10. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-2014 is being sent in the permitted mode.

11. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id cs@gavl.in

12. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

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The instructions for e-voting are as under:

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Enter your User ID-For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DPID followed by 8 Digits Client ID, Members holding shares in physical form should enter Folio Number registered with the Company and then enter the Captcha code as displayed and click on login.
- (v) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.co.in for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by 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 demat account or in the company records for the said demat account or folio.

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* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id/folio number in the Dividend Bank details field.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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 to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (iii) Click on the relevant EVSN on which you choose to vote.
- (iv) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to

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the Resolution and option NO implies that you dissent to the Resolution.

(v) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.

(vi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(vii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(viii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.

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

(B) In case of 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. (xiv) above, to cast vote.

(ii) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

(iii) The voting period begins on 25.09.2014 at 9.00 A.M. and ends on 26.09.2014 at 6.00.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 29.08.2014, may cast their vote electronically. Members who have acquired shares after the

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despatch of the Annual Report and before the book closure may vote physically in the Annual General Meeting and approach the Company for copy of Annual Report.

- (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.

13. Mr. Vivek Surana, Practicing Company Secretary, C.P. No.12901 has been appointed as the Scrutinizer to scrutinize the e-voting process.
14. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
15. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bnrsecurities.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

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ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

Brief Details of Directors seeking re-appointment at this Annual General Meeting

(Pursuant to Clause 49 of the Listing Agreement)

Particulars	Mr. P Uday Bhaskar	Mr. S K Chaitanya Varna	Mrs. S. Latha
Date of Birth	25/07/1976	22/11/1990	09/11/1975
Date of Appointment	12/04/2013	12/04/2013	12/04/2013
Qualifications			
No. of Shares held in the Company	5,22,700	NIL	NIL
Directorships held in other companies (excluding private limited and foreign companies)	2	NIL	2
Positions held in mandatory committees of other companies	NIL	NIL	NIL

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

Place: Hyderabad

Date: _____

**Sd/-
P Uday Bhaskar
Director**

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO.4

Mr. S. K. Chaitanya Varma is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in April, 2013. Mr. S. K. Chaitanya Varma is the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Mr. S. K. Chaitanya Varma is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. S. K. Chaitanya Varma being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Mr. S. K. Chaitanya Varma as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. S. K. Chaitanya Varma fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. S. K. Chaitanya Varma as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. S. K. Chaitanya Varma as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. S. K. Chaitanya Varma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ITEM NO.5

Mrs. S Latha is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company in April, 2013. Mrs. S Latha is the member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Mrs. S Latha is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. S Latha being eligible and offering herself for appointment, is proposed to be appointed as an Independent

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Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Mrs. S Latha as a candidate for the office of Director of the Company.

In the opinion of the Board, Mrs. S Latha fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. S Latha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. S Latha as an Independent Director, for the approval by the shareholders of the Company.

Except Mrs. S Latha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No.6:

Due to the enactment of majority provisions of the Companies Act, 2013 certain changes are required to be made in the Articles of Association of the Company. Some new articles/clauses are proposed to be inserted in relation to use of electronic mode for voting by members, participation in meeting of the Board by Directors, service of documents and maintenance of registers and records.

A general clause is also proposed to be inserted to the effect that if any provision as mentioned in the articles is inconsistent with the provisions of the Companies Act, 2013 and Rules made therein, then the provisions of the Companies Act, 2013 and rules made therein shall override the provisions of these Articles.

The Board therefore recommends the resolution under section 14 of the Companies Act, 2013 as a special resolution for your approval.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

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

Place: Hyderabad
Date: _____

**Sd/-
P Uday Bhaskar
Director**

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DIRECTORS' REPORT

To
The Members

We have pleasure in presenting the 20th Annual Report with Audited Accounts for the year ended 31st March 2014.

FINANCIAL RESULTS:

(Rupees in Lakhs)

Particulars	2013-2014	2012-2013
Income from Operations	799.59	586.55
Profit before depreciation and Tax	84.15	18.43
Depreciation	39.23	2.36
Profit before Tax	44.92	16.07
Provision for Tax	(1.95)	4.50
Profit after Tax	46.87	11.57

PERFORMANCE REVIEW:

During the year under review, the Company has recorded a turnover of Rs. 799.59 Lakhs and the profit of Rs. 46.87 Lakhs against the turnover of Rs. 586.55 Lakhs and profit of Rs. 11.57 Lakhs in the previous financial year ending 31.03.2013.

DIVIDEND:

Your directors express inability to declare dividend for this financial 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 Limited, Ahmedabad Stock Exchange Limited and the scrip is traded on BSE Limited (Indonext Model).

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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:

In accordance with the Companies Act, 1956 read with Articles of Association of the company the Director namely Mr. P. Uday Bhaskar retires by rotation and is eligible for re-appointment. Your Board recommends the re-appointment of the Director.

During the year Mr. B. Venkata Surya Krishna Raju, Director of the company resigned from the Board with effect from 12.11.2013. Mr. Ashok Kumar Shukla, resigned from the post of Company Secretary with effect from 12.08.2013. The Board places on record its deep appreciation and gratitude for the valuable services rendered by them during their tenure.

Mr. Kush Mohammad is appointed as Company Secretary of the Company w.e.f. 18.07.2014.

Pursuant to the notification of Sec. 149 and other applicable provisions of Companies Act, 2013, your Directors are seeking appointment of Mr. S K Chaitanya Varma and Mrs. S. Latha as Independent Directors for five consecutive years for a term upto 31st March, 2019. Details of the proposal for appointment of Mr. S K Chaitanya Varma and Mrs. S. Latha are mentioned in the Notice of 20th Annual General Meeting.

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.

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- 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.

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.

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AUDITORS:

Your directors propose the appointment of M/s. Chanamolu & Co. as 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 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: Hyderabad
Date: _____

**Sd/-
P Uday Bhaskar
Director**

MANAGEMENT DISCUSSION AND ANALYSIS

1. Discussion on financial performance with respect to operational performance

Your Company is yet to commence business in diversified objects such as solar energy, agriculture. For the financial year 2013-14 the Company operated only in one segment i.e. software business and recorded a turnover of Rs. 799.60 lakhs and net profit of Rs. 46.90 lakhs as against a turnover of Rs.586.55 lakhs and net profit of Rs.11.57 lakhs for the financial year 2012-13. In spite of increase in revenue in comparison to previous financial year, the Company is striving hard to diversify its business in other areas simultaneously with limited resources available for better prospects in the long run.

Future Outlook

The Company is planning to commence full-fledged operations in agriculture, solar energy since they are growth oriented and help to revive financial performance in the long run. Your Company has a prudent strategy and competent people with expertise to deliver planned results. The professional's in the Company have a defining role in significantly accelerating its growth and transformation, and enhancing its position as one of the most valuable Company. Your Company will continue to focus on driving underlying volume growth by improving its market positions in existing categories while also leading market development efforts to build categories and segments for the future.

Internal Control Systems

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.

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.

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. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

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 5 Members of whom 2 are Non-Executive Independent Directors, 1 is Non-Executive Promoter Director and 2 are Executive 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.

GREEN FIELD AGRI VENTURES LIMITED

None of the Non-executive Directors has any pecuniary relationship or transactions with the company.

- c.) The Board of Directors met 6 times during the year on 12.04.2013, 13.05.2013, 30.05.2013, 12.08.2013, 12.11.2013 and 14.02.2014. The maximum gap between any two meetings was less than four months, as stipulated under Clause 49.

The details of Composition of Board of Directors, directors' attendance at Board Meetings, AGM and details of other directorships, committee chairmanships/memberships held by the Directors during the year are as follows:

S.No	Name of the Directors	Category	Attendance Particulars		Last AGM	Other Directorships	Committee Memberships/Chairmanships	No. of shares held
			No. of Board meetings Held during tenure of the director					
			Held	Attended				
1.	Mr. P. Uday Bhaskar	Promoter, Executive Director	6	6	Yes	2	NIL	5,22,700
2.	Mrs. B. Renuka	Promoter, Executive Director	6	6	Yes	NIL	NIL	2,56,512
3.	Mrs. P. Pushpalatha	Promoter & Non-Executive Director	6	6	NIL	NIL	NIL	1,40,000
4.	Mr. S. K. Chaitanya Varma	Independent & Non-Executive Director	6	6	NIL	NIL	NIL	20,000
5.	Mrs. S. Latha	Independent & Non-Executive Director	6	6	NIL	NIL	NIL	20,000
6.	* Mr. B. Venkata Surya Krishna Raju	Promoter, Executive Director	5	5	NIL	NIL	NIL	—

*** Resigned w.e.f. 12.11.2013**

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, Nomination & Remuneration Committee (Remuneration Committee), Stakeholders Relationship 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 177 of the Companies Act, 2013.
- 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 28th September, 2013 and Mr. S.K. Chaitanya Varma, 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:

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 2013-2014, (4) four meetings of the Audit Committee were held on 30.05.2013, 12.08.2013, 12.11.2013 and 14.02.2014.

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

GREEN FIELD AGRI VENTURES LIMITED

Name	Designation	Category	No. of meetings held during their tenure	No. of meetings attended
Mr. S. K. Chaitanya Varma	Chairman	NED (I)	4	4
Mrs. S. Latha	Member	NED (I)	4	4
Mrs. P. Pushpalatha *	Member	NED(P)	0	0
Mr. P. Uday Bhaskar #	Member	ED(P)	4	4

*** Appointed in committee w.e.f. 30.05.2014**

Resigned from committee w.e.f. 30.05.2014

NED (I): Non Executive Independent Director

NED (P): Non Executive Director Promoter

ED (P): Executive Director Promoter

The necessary quorum was present at all the meetings.

IV. NOMINATION & REMUNERATION COMMITTEE (REMUNERATION COMMITTEE):

The details of composition of the Committee are given below:

Name	Designation	Category	No. of meetings attended
Mr. S. K. Chaitanya Varma	Chairman	NED (I)	4
Mrs. S. Latha	Member	NED (I)	4
Mrs. P. Pushpalatha *	Member	NED(P)	0
Mr. P. Uday Bhaskar #	Member	ED(P)	4

*** Appointed in committee w.e.f. 30.05.2014**

Resigned from committee w.e.f. 30.05.2014

NED (I): Non Executive Independent Director

NED (P): Non Executive Promoter Director

ED (P): Executive Promoter Director

GREEN FIELD AGRI VENTURES LIMITED

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.

The details of remuneration paid to the Executive Directors for the financial year 2013-14 are given below:

Name of the Director	Designation	Salary (Rs in Lakhs)	Commission (Rs in Lakhs)	Perquisites (Rs in Lakhs)	Retirement Benefits (Rs in Lakhs)
Mr. P Uday Bhaskar	Director	--	--	--	--
Mrs. B. Renuka	Director	--	--	--	--
Total		--	--	--	--

GREEN FIELD AGRI VENTURES LIMITED

V. STAKEHOLDER RELATIONSHIP COMMITTEE (SHAREHOLDERS / INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE):

A.) Composition:

The details of composition of the Committee are given below:

Name	Designation	Category	No. of meetings attended
Mr. S. K. Chaitanya Varma	Chairman	NED (I)	4
Mrs. S. Latha	Member	NED (I)	4
Mrs. P. Pushpalatha *	Member	NED(P)	0
Mr. P. Uday Bhaskar #	Member	ED(P)	4

*** Appointed in committee w.e.f. 30.05.2014**

Resigned from committee w.e.f. 30.05.2014

NED (I): Non Executive Independent Director

NED (P): Non Executive Director Promoter

ED (P): Executive Director Promoter

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.

GREEN FIELD AGRI VENTURES LIMITED

The Company has designated an exclusive e-mail ID, cs@gavl.in for redressal of shareholders' complaints/grievances.

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
2012-13	28.09.2013	11.00 A.M	Door No. 50-118-4/5, Seethammadhara (NE), Visakhapatnam - 500013	1. Appointment of Mr. P. Uday Bhaskar as an Executive Director. 2. Appointment of Mrs. P Pushpalatha as an Executive Director. 3. Appointment of Mrs. B Renuka as an Executive Director. 4. Appointment of Mr. B Venkata Surya Krishna Raju as an Executive Director. 5. Appointment of Mr. S K Chaitanya Varma as Director. 6. Appointment of Mrs. S Latha as Director.
2011-12	24.09.2012	02.00 P.M	Door No 50-50-12, T.P.T. Colony, Seethammadhara, Vishakhapatnam – 530013	1. Alteration of Articles of Association.
2010-11	15.07.2011	11.00 A.M	G-8, Amrutha Ville, Opp. Yashoda Hospital, Rajbhavan Road, Somajiguda, Hyderabad - 500082	No special resolution was passed during the year.

a) EXTRA ORDINARY GENERAL MEETING:

No extraordinary general meeting of the Members was held during the year 2013-14.

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.⁴
- (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) 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.

GREEN FIELD AGRI VENTURES LIMITED

IX. GENERAL SHAREHOLDERS INFORMATION

a) 20th Annual General Meeting:

Date and Time	Tuesday 30.09.2014 at 10.00 A.M.
Venue	Door No. 50-118-4/5, Thyagaraja Bhavan, HIG-35, Seethammadhara (NE), Visakhapaatnam, Andhra Pradesh-500013

b) Book Closure Date: 26.09.2014 to 30.09.2014 (Both days inclusive)

c) Financial Year and Calendar (Tentative) 2014-15:

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 Reporting for 2014-2015 (tentative)	On or before
The First Quarter results	14.08.2014
The Second quarter results	14.11.2014
The Third quarter results	14.02.2015
The Fourth quarter results	30.05.2015

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 2014-15 has been paid

f) Stock Code : For equity shares: - ASE: 68077, CSE: 36008, BSE: 590127

g) ISIN No. : For equity shares: - INE491C01019

h) Stock Price Data : The monthly high / low prices of shares of the Company from April, 2013 to March, 2014 at BSE Limited (Indonext Model) .The Company's shares are not traded on Ahmedabad Stock Exchange Limited and Calcutta Stock Exchange Limited.

GREEN FIELD AGRI VENTURES LIMITED

Month	High (Rs.)	Low (Rs.)
April, 2013	29.90	20.25
May, 2013	31.05	30.45
June, 2013	31.65	31.40
July, 2013	59.30	32.25
August, 2013	61.90	59.00
September, 2013	0.00	0.00
October, 2013	59.00	48.30
November, 2013	0.00	0.00
December, 2013	0.00	0.00
January, 2014	51.00	49.90
February, 2014	0.00	0.00
March, 2014	50.00	50.00

i) Registrar & Share Transfer Agents (for shares held in both physical and demat mode):

M/S. AARTHI CONSULTANTS PRIVATE LIMITED,

1-2-285, Domalguda

Hyderabad-500029

Ph.Nos.040-27638111/27634445

Email: info@aarthiconsultants.com

j) Share Transfer System:

The Physical shares transfers are processed and the share certificates are returned to the shareholders within a maximum period of Fifteen 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.

GREEN FIELD AGRI VENTURES LIMITED

k) Shareholding Pattern as on 31st March, 2014:

Particulars	Category	No. of shares held	Percentage of shareholding
A.	Shareholding of Promoter and promoter group		
1.	Promoters & Persons acting in concert	1189212	24.85
	Sub- Total A	1189212	24.85
B.	Public Shareholding		
1.	Institutions	Nil	Nil
2.	Non-Institutions		
a)	Bodies Corporate	381347	7.97
b)	Indian public and others	3214841	67.18
c)	Any others		
	i) NRI's	Nil	Nil
	ii) Clearing Members	Nil	Nil
	Sub Total B	3596288	75.15
	Grand Total (A+B)	4785500	100.00

l) Distribution of shareholding of the Company by number of shares held as on 31st March, 2014 is as follows:

SL NO	Particulars	Shareholders		Shareholders		AMOUNT %
		Number	%	Number	%	
1	1 - 5000	903	94.85	437716	15.17	9.15
2	5001 - 10000	7	0.74	5800	4.34	0.12
3	10001 - 20000	1	0.11	1025	3.28	0.02
4	20001 - 30000	2	0.21	5213	1.67	0.11
5	30001 - 40000	2	0.21	7079	1.24	0.15
6	40001 - 50000	1	0.11	5000	0.14	0.1
7	50001 - 100000	3	0.32	25770	2.54	0.54
8	100001 & Above	33	3.47	4297897	71.62	89.81
	Total:	952	100	4785500	100	100

m) 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, 2014, 30,78,200 equity shares are dematerialized which is 60.35% of the paid up capital of the company and out of which 7,48,968 shares are in CDSL and 23,29,232 shares are in NSDL and the balance are in physical form i.e 17,07,300 .

n) Address for Investors Correspondence:

The Shareholders may correspond with the Company for the redressal of their grievances, if any at the following address:

Door No. 50-118-4/5, Thyagaraja Bhavan,
HIG-35, Seethammadhara (NE),
Visakhapatnam, Andhra Pradesh-500013
Tel No: 0891-2535335
Fax: 0891-2535335
Email: cs@gavl.in

o) 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.

p) 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 exchange along with the Annual Report of the Company.

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

Place: Hyderabad
Date: _____

**Sd/-
P Uday Bhaskar
Director**

GREEN FIELD AGRI VENTURES LIMITED

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**

Place: Hyderabad

Date: _____

**Sd/-
P Uday Bhaskar
Director**

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**

Place: Hyderabad

Date: _____

**Sd/-
P Uday Bhaskar
Director**

GREEN FIELD AGRI VENTURES LIMITED

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Green Field Agri Ventures Limited

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, 2014 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 and on behalf of the Board
Green Field Agri Ventures Limited**

Place: Hyderabad
Date:_____

**Sd/-
P Uday Bhaskar
Director**

GREEN FIELD AGRI VENTURES LIMITED

Auditor's Report on Annual Financial Results Pursuant to the Clause 41 of the Listing Agreement

To

Board of Directors of

Green Field Agri Ventures Limited (Formerly known as Oipro Limited)

We have audited the annual financial results of **Green field Agri Ventures Limited** (Formerly known as Oipro Limited) for the year ended 31.03.2014, attached herewith, being submitted by the company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These annual financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 or by the Institute of Chartered Accountants of India and other accounting principles generally accepted in India.

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

GREEN FIELD AGRI VENTURES LIMITED

financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these annual financial results:

(i) are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and

(ii) give a true and fair view of the net profit/ loss and other financial information for the year ended 31.03.2014.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

**For CHANAMOLU & CO.
Chartered Accountants**

**Place: Hyderabad
Date: 27.05.2014**

**G.Murali
Partner
Membership Number: 234971**

GREEN FIELD AGRI VENTURES LIMITED

BALANCE SHEET AS ON 31.03.2014

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

(Amount in Rs.)

Particulars	Note No.	As at	
		31-03-2014	31-03-2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	47,855,000	45,655,000
(b) Reserves and Surplus	3	19,640,295	10,772,924
(c) Money received against share appln.money		-	5,157,210
(2) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		(887,960)	163,422
(c) Long-term provisions		-	-
(3) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	4	20,427,839	36,773,498
(c) Other current liabilities	5	30,315,506	6,164,794
(d) Short-term provisions	6	847,911	298,171
TOTAL		118,198,591	104,985,018
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
Net Block		33,275,166	7,781,591
Capital Work in progress		20,130,091	33,015,965
(b) Long term loans and advances		2,107,125	3,725,125
(c) Non-current investments		-	5,819,475
(d) Other non current assets		2,175,962	2,486,813
(2) Current assets			
(a) Inventories		7,975,300	-
(b) Trade receivables		10,137,238	22,619,986
(c) Cash and cash equivalents		6,357,187	1,385,856
(d) Short-term loans and advances		34,008,443	25,687,192
(e) Other current assets		2,032,079	2,463,015
TOTAL		118,198,591	104,985,018

Notes forming part of the financial statements

VIDE OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF BOARD

For CHANAMOLU & CO.,

CHARTERED ACCOUNTANTS

Firm Regn. No. 010000S

(P.UDAY BHASKAR)

DIRECTOR

(G.MURALI)

PARTNER

Membership No. 234971

PLACE : HYDERABAD

DATE : 27.05.2014

(P.PUSHPA LATHA)

DIRECTOR

GREEN FIELD AGRI VENTURES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2014

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

(Amount in Rs.)

Particulars	Note No.	As at	
		31-03-2014	31-03-2013
I. Revenues			
(a) Revenue from operations		79,959,227	58,655,167
(b) Other Income		-	-
Total Revenue		79,959,227	58,655,167
II Expenses:			
(a) Operating expenses	16	62,053,842	46,089,811
(b) Employee benefit expenses	17	6,302,836	4,206,695
(b) Administration expenses	18	3,187,435	6,515,803
(c) Depreciation and amortization expenses	7	3,923,189	235,945
Total Expenses		75,467,301	57,048,254
III Profit before tax (VII - VIII)		4,491,926	1,606,913
IV Tax expense:			
(1) Current tax		855,937	306,196
(2) Deferred tax		(1,051,382)	143,749
Total tax expenses:		(195,445)	449,945
V Profit/(Loss) from continuing operations (IX - X)		4,687,371	1,156,968
VI Balance brought forward from previous year		2,457,714	1,300,747
VII Balance carried to Balance Sheet		7,145,085	2,457,714
VIII Earning per equity share:			
Basic			
Weighted Number of Shares		0.98	0.25
Nominal Value		4,785,500	4,565,500
Notes to Accounts		10	10
Notes to Accounts 1 - 31			

VIDE OUR REPORT OF EVEN DATE
For CHANAMOLU & CO.,
CHARTERED ACCOUNTANTS
Firm Regn. No. 010000S

FOR AND ON BEHALF OF BOARD

(G.MURALI)
PARTNER
Membership No. 234971
PLACE : HYDERABAD
DATE : 27.05.2014

(P.UDAY BHASKAR)
DIRECTOR

(P.PUSHPA LATHA)
DIRECTOR

GREEN FIELD AGRI VENTURES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2014

(Amount in Rs.)

Particulars	As at	
	31-03-2014	31-03-2013
Cash Flow From Operations		
Profit /(Loss) Before Tax	4491926	1,606,913
Preliminary Expenses Written off	310851	-
Depreciation and amortisation	3923189	235,946
Decrease(increase) in Inventories	(7975300)	-
Decrease(increase) in Trade Receivables	12482748	8,272,722
Decrease(increase) in Loans & Advances	(8321251)	(17,006,803)
Decrease(increase) in other Current Assets	430936	(2,214,909)
Increase (Decrease) in Current Liabilities	7805053	13470795
Income tax paid	(306196)	(520598)
Sub-Total - A	12841956	3844066
Cash Flows From Financing		
Share Capital	1,222,790	5,157,210
Long Term Borrowings Received	-	-
Other Long Term Liabilities	-	-
Short Term Borrowings Received	-	-
Sub-Total - B	1222790	5157210
Cash Flows from investing		
Purchase of Fixed Assets	(16530890)	(7826181)
Decrease (Increase) in loans & advances	1,618,000	-
Decrease (Increase) in Investments	5,819,475	-
Decrease (increase) in non current assets	-	-
Sub-Total - C	(9093415)	(7826181)
Cash Equivalents (A+B+C)	4971331	1175095
Add: Opening Cash and Cash Equivalents	1385856	210760
Closing Cash and Cash Equivalents	6357187	1385855

VIDE OUR REPORT OF EVEN DATE

For CHANAMOLU & CO.,

CHARTERED ACCOUNTANTS

Firm Regn. No. 010000S

FOR AND ON BEHALF OF BOARD

(P.UDAY BHASKAR)

DIRECTOR

(G.MURALI)

PARTNER

Membership No. 234971

PLACE : HYDERABAD

DATE : 27.05.2014

(P.PUSHPA LATHA)

DIRECTOR

NOTE 1 :-

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS:

I. SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of preparation of financial statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) (which continues to be applicable in terms of General circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013) and other relevant provisions of the Companies Act, 1956.

Management evaluates all recently issued or revised accounting standards on an ongoing basis. The financial statements are prepared under the historical cost convention. Recognition of income and expenses, accrual basis of accounting is followed.

2. Use of Estimates

The preparation of financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, future obligations under retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed assets and intangible assets.

Management periodically assessed using external and internal sources whether there is an indication that an asset may be impaired. Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated. Actual results could differ from those estimates.

3. Revenue Recognition

Revenues from contracts priced on a time and material basis are recognized when services are rendered and related costs are incurred.

Revenues from turnkey contracts, which are generally time bound

fixed price contracts, are recognised over the life of the contract using the proportionate completion method, with contract costs determining the degree of completion.

Revenues from sale of software licences are recognised upon delivery.

Revenues from maintenance contracts are recognised pro-rata over the period of the contract.

In respect of Business Process Outsourcing (BPO) services, revenue on time and material and unit priced contracts is recognized as the related services, rendered, whereas revenue from fixed price contracts is recognized as per the proportionate completion method with contract cost determining the degree of completion.

4. Expenditure

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

5. Fixed Assets, intangible assets and capital work-in-progress

Fixed Assets are stated at cost, less accumulated 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. Capital work-in-progress comprises outstanding advances paid to acquire fixed assets, and the cost of fixed assets that are not yet ready for their intended use at the balance sheet date. Intangible assets are recorded at the consideration paid for acquisition.

6. Depreciation and amortization

Depreciation on fixed assets is applied on straight-line method, pro-rata for the period of usage, in accordance with the rates prescribed under schedule XIV of the Companies Act, 1956.

7. Income tax

Income taxes are computed using the tax effect accounting method, in accordance with the Accounting Standard (AS 22) "Accounting for Taxes on Income" which includes current taxes and deferred taxes. Deferred income taxes reflect the impact if current year timing differences between taxable income and accounting income for the year and the relevant of timing difference of earlier years. Deferred tax asset and liabilities are measured at the tax rates that are expected to apply to the period when the asset / liability is realized, based on tax rates (and tax laws) that have been enacted or

substantively enacted at the balance sheet date. Deferred Tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

8. Employee Benefits

Liability for employee benefits, both short term and long term, for present and past services which are due as per the terms of employment are recorded in accordance with Accounting Standard (AS) 15 (revised) "Employee Benefits " issued by the Institute of Chartered Accountants of India.

Contribution to Provident Fund (a defined contribution plan) made to Regional Provident Fund Commissioner is recognized as expenses.

9. Foreign currency transactions

Income and expenses in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognized in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

10. Inventories

Raw materials, sub-assemblies and components are carried at the lower of cost and net realizable value. Cost is determined on a weighted average basis. Purchased goods-in-transit are carried at cost. Work-in-progress is carried at the lower of cost and net realizable value. Stores and spare parts are carried at lower of cost and net realizable value. Finished goods produced or purchased by the Company are carried at lower of cost and net realizable value. Cost includes direct material and labour cost and a proportion of manufacturing overheads.

11. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

12. Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

GREEN FIELD AGRI VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As at 31-3-2014	As at 31-3-2013
NOTE NO. 2		
Share Capital		
(a) Authorised		
90,00,000 equity shares of Rs.10/- each		
(Previous year 90,00,000 equity shares of Rs.10/- each)	90000000	90000000
(b) Issued, subscribed & fully paid share capital		
47,85,500 equity shares of Rs.10/- each	47855000	45655000
(Previous year 45,65,500 equity shares of Rs.10/- each)		
Total	47855000	45655000

Reconciliation of number of shares

	No. of shares	Amount Rs.	No. of shares	Amount Rs.
Opening balance	4565500	45655000		
Changes during the year	0	0		
Closing balance	4565500	45655000	4565500	45655000

List of Shareholders who holds more than 5%:

Name of the Shareholder	No. of Shares held	% of holding
P.Uday Bhaskar	522700	10.92
K.Narasimha Raju	401600	8.39
Mudunuru Holdings Pvt Ltd.,	360982	7.54
B.Satyanarayana Raju	300000	6.27
B.Jagvathi Devi	300000	6.27
B.Renuka	256512	5.36
B.V.S.Krishna Raju	270000	5.64

	As at 31-3-2014	As at 31-3-2013
NOTE NO. 3		
Reserves and Surplus		
General Reserve	85525	85525
Capital Reserve - Forfeiture of shares	8822500	8822500
Share Premium	4180000	
Surplus:		
Opening Balance	1864899	707931
Add: Surplus for the year	4687371	1156968
Surplus	6552270	1864899
Total	19640295	10772924

GREEN FIELD AGRI VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As at 31-3-2014 Rs.	As at 31-3-2013 Rs.
NOTE NO. 4		
Trade Payables		
Sundry Creditors	15212522	19059939
Expenses Payable	5215317	17713559
	<u>20427839</u>	<u>36773498</u>

NOTE NO. 5		
Other current liabilities		
Advances from customers	30315506	6164794
Total	<u>30315506</u>	<u>6164794</u>

NOTE NO. 6		
Short-term provisions		
Provision for Income Tax	847911	298171
Other provisions	0	0
Total	<u>847911</u>	<u>298171</u>

NOTE NO. 8		
Long - term Loans & Advances		
Capital Advances	125125	125125
Security deposits	1982000	3600000
Total	<u>2107125</u>	<u>3725125</u>

NOTE NO. 9		
Non-current investments		
Investments in Equity instruments		
20th Century Fin. Ltd (100 Shares)	0	1475
Enrich Industries Ltd (3474000 Shares)	0	1843000
Mahan Finastock Ltd(250000 Shares)	0	1250000
M-Touch Finance Ltd(200000 Shares)	0	400000
Ska Limited (200000 Shares)	0	2000000
Zenith Health Care Ltd (32500 Shares)	0	325000
Total	<u>0</u>	<u>5819475</u>

GREEN FIELD AGRI VENTURES LIMITED

FIXED ASSETS

Description of the Asset	GROSS BLOCK		DEPRECIATION BLOCK			NET BLOCK	
	As on 01.04.13	Adds/Deds during the year 31.03.14	As on 01.04.13	For the Period 31.03.14	As on 31.03.14	As on 31.03.14	As on 31.03.13
Office Equipment	401422	0	401422	53359	19068	72426	328996
Computers & Accessories	6500407	29385764	35886171	248023	3824213	4072235	31813936
Plant & Machinery	502263	0	502263	15905	23857	39762	462501
Furniture & Fixtures	872570	31000	903570	177785	56051	233836	669734
	8276662	29416764	37693426	495071	3923189	4418260	33275166
Capital Work in progress	33015965	-5515965	27500000			0	27500000
							33015965
TOTAL	41292627	23900799	65193426	495071	3923189	4418260	60775166
							40797556

GREEN FIELD AGRI VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As at 31-3-2014 Rs.	As at 31-3-2013 Rs.
NOTE NO. 10		
Other Non Current Assets		
MISCELLANEOUS EXPENDITURE		
Prel & Preoperative Expenses	2175962	2486813
Total	<u>2175962</u>	<u>2486813</u>
NOTE NO. 11		
Inventories		
Stocks	7975300	0
Total	<u>7975300</u>	<u>0</u>
NOTE NO. 12		
Trade Receivables		
(Unsecured and Considered Good)		
- Debtors outstanding for a period exceeding 6 months	1774577	13148021
- Other Debts	8362661	9471965
Total	<u>10137238</u>	<u>22619986</u>
NOTE NO. 13		
Cash and cash equivalents		
Balances with banks	5934963	109281
Cash on hand	422224	1276575
Total	<u>6357187</u>	<u>1385856</u>
NOTE NO. 14		
Short term loans and advances		
Advance to Supplies	248106	248106
TDS Receivable	9903	9903
Other amounts receivable	33750434	25429183
Total	<u>34008443</u>	<u>25687192</u>

GREEN FIELD AGRI VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As at 31-3-2014 Rs.	As at 31-3-2013 Rs.
NOTE NO. 15		
Other current assets		
VAT Input & others receivable	2032079	2453105
Total	<u>2032079</u>	<u>2453105</u>
NOTE NO. 16		
Operating Expenses		
Software, Hardware & Material costs	43713700	46089811
Product development expenses	18340142	0
Total	<u>62053842</u>	<u>46089811</u>
NOTE NO. 17		
Employee Benefit Expenses		
Staff cost	6302836	4206695
	0	0
Total	<u>6302836</u>	<u>4206695</u>

GREEN FIELD AGRI VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As at 31-3-2014 Rs.	As at 31-3-2013 Rs.
NOTE NO. 18		
Administration Expenses		
Travelling & Conveyance	176573	70917
Rates & taxes	531155	72352
Computer maintenance	3054	8200
Electricity charges	39305	11841
Internet charges	29555	14682
Miscellaneous expenses	60987	19203
Office maintenance	5031	38869
Postage & courier	2560	5555
Printing & stationery	13744	14169
Professional & consultancy	392660	722500
Misc.Expd.written off	310852	0
Rent	212500	45000
Licence, Regn. & Filing fees	12104	0
Telephone expenses	158035	125874
Travelling expenses	922245	1315384
Vehicle Maintenance	12850	12790
Hire charges	0	77148
Loss on return of assets	0	102163
Marketing expenses	100835	13000
Directors remuneration	0	1200000
Advertisement	64603	0
Audit fees	75000	50000
Certification charges	0	0
Membership & Subscription	0	2500000
Bank Charges	16416	7435
Interest expenses	32563	88722
Insurance	14807	0
Total	3187435	6515803

GREEN FIELD AGRI VENTURES LIMITED

NOTES TO ACCOUNTS:

19. Contingent Liabilities: Nil

20. The Company has no Subsidiaries.

21. Directors Remuneration: Nil

22. The Company's Loans and Advance are other than Hire Purchase Advances.

23. Auditors Remuneration : Rs. 75,000/- (Last Year: Rs. 50,000/-)

24. Earnings per share:

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	Amounts in Rupees	
	31.03.2014	31.03.2013
Weighted average number of shares outstanding	47,85,500	47,85,500
Face value of equity shares	10	10
Net Profit after tax	46,87,371	11,56,968
Earnings per share	0.98	0.25

19. Foreign Exchange earned and outgo

Earnings:

FOB Value of Exports : Rs. 4,76,76,852/-

Out Go:

Expenditure in Foreign Currency : Rs. 20,45,937/-

20. Dues to micro and small-scale industrial undertakings

As at March 31, 2014 as per available information with the company, there are no dues to small scale Industrial Undertakings.

21. Related party transactions:

As per AS-18 issued by The Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Accounting Standard are NIL.

GREEN FIELD AGRI VENTURES LIMITED

22. There were no employees in respect of remuneration of Rs. 24 00 000/- or more per annum or Rs. 2 00 000/- or more per month, if employed for part of the year.
23. Additional information pursuant paragraphs 3, 4C and 4D of part II of schedule of VI of the companies Act, 1956 is not applicable to the Company.
24. Financial figures have been rounded off to nearest rupee.
25. Notes 1 to 31 form part of Balance Sheet and have been authenticated.

As per our report of even date attached

**For CHANAMOLU & CO.,
Chartered Accountants
Firm Regn. No. 010000S**

**(G. Murali)
Partner
Membership No.234971**

**Place: Hyderabad.
Date: 27.05.2014**

For and on behalf of the board of directors

GREEN FIELD AGRI VENTURES LIMITED

**(P.UDAY BHASKAR)
Director**

**(P.PUSHPA LATHA)
Director**

GREEN FIELD AGRI VENTURES LIMITED

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L72900AP1994PLC039248
Name of the company: Green Field Agri Ventures Limited
Registered office: Door No. 50-118-4/5, Thyagaraja Bhavan,
HIG-35, Seethammadhara (NE),
Visakhapatnam, Andhra Pradesh-500013

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature:, or failing him

2. Name :

Address:

E-mail Id :

Signature:, or failing him

3. Name :

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the company, to be held on Tuesday, 30th September, 2014 at 10.00 a.m. at Door No. 50-118-4/5, Thyagaraja Bhavan, HIG-35, Seethammadhara (NE), Visakhapatnam, Andhra Pradesh-500013 and at any adjournment thereof in respect of such resolutions as are indicated below:

GREEN FIELD AGRI VENTURES LIMITED

Resolution No.

- 1 Approval of financial statements for the year ended 31.03.2014
- 2 Appointment of Mr. P. Uday Bhaskar as Director who retires by rotation
- 3 Appointment of statutory auditors M/s. Chanamolu & Co, Chartered Accountants.
- 4 Appointment of Mr. S K Chaitanya Varma as Independent Director
- 5 Appointment of Mrs. S. Latha as Independent Director

Signed this day of..... 2014

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This 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 FIELDS AGRI VENTURES LIMITED

(formerly known as M/s Oripuro Limited)

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

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 20th Annual General Meeting of the members of the company to be held on _____, the ____th day of _____ 2014 at ____ A.M at D. No. 50-118-4/5, Thyagaraja Bhavan, HIG-35, Seethammadhara (NE), Visakhapatnam, Andhra Pradesh-500013 and at any adjourned meeting thereof.

Shareholders/Proxy's full name _____
(In block letters)

Folio No./ Client ID _____

No. of shares held _____

Note:

Shareholders attending 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