



**GreenFire**  
**Agri Commodities Limited**



**22<sup>nd</sup> Annual Report**  
**2013-14**



**BOARD OF DIRECTORS**

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

**REGISTERED OFFICE**

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

**STATUTORY AUDITORS**

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

**INTERNAL AUDITORS**

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

**SHARE TRANSFER AGENT**

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

**BANKERS**

DHANLAXMI BANK  
CORPORATION BANK

## INDEX

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

## NOTICE OF ANNUAL GENERAL MEETING

### NOTICE OF ANNUAL GENERAL MEETING

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

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014, the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint a Director in place of Mr DVS Prakash Rao, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** subject to applicable provisions of Companies Act, 2013 read with Rules made there under M/s Sarath & Associates, Chartered Accountants (Regn No. 005120S) Hyderabad be and are hereby appointed as Statutory Auditors of the Company for a block of Three (3) years from the conclusion of this Annual General Meeting until the conclusion 25th Annual General Meeting of the Company in the Calendar Year 2017 (subject to ratification by the members at every Annual General Meeting) at a Remuneration as may mutually be agreed upon between the Board of Directors and M/s Sarath & Associates, Chartered Accountants.”

### SPECIAL BUSINESS

4. Appointment of Shri.T.Naresh Kumar (DIN: 00018575) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri T.Naresh Kumar (DIN: 00018575), who was appointed as a Director liable to retire by rotation and whose

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

5. Appointment of Shri.P Parthasarathi (DIN: 00004936) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri P Parthasarathi (DIN: 00004936), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for Five (5) consecutive years for a term up to the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

6. Appointment of Shri.Y Ramesh (DIN: 02549429) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Y Ramesh (DIN: 02549429), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for Five (5) consecutive years for a term up to the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

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

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

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

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

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

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

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

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

Place: Hyderabad  
Date: September 03, 2014

By Order of the Board  
**Khushboo Joshi**  
Company Secretary

**NOTES**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. PROXIES
  - a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES (WHETHER MEMBER OR NOT) TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
  - b. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
  - c. Members' voting rights shall be in proportion to his/her share of paid up equity share capital of the Company.
  - d. This notice (“**AGM Notice**”) is being sent to all the members, whose names appear in the Register of Members as on 30<sup>th</sup> August, 2014.
  - e. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
  - f. Members desirous of asking any questions at the General Meeting are requested to send their questions so as to reach the Company Registered office at least Seven (7) days before the General Meeting so that the same can be suitably replied to.
  - g. Members/ Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
  - h. Proxy forms in order to be effective, must be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for the meeting.
  - i. Pursuant to Section 103 of the Companies Act, 2013 at least Thirty (30) members should be personally present to form quorum for a meeting of the Company.

- j. Members who have registered their e-mail Id for the receipt of documents in electronic mode are being sent AGM Notice by e-mail and others are sent by the permitted mode. Members who have received AGM Notice by e-mail and wish to vote physically can do the same by remaining present in the meeting.
- k. Documents specifically stated in the explanatory statement are open for inspection at the Registered office of the Company between 10:00 a.m. to 01:00 p.m. on all working days (except Saturdays, Sundays and public holidays) up to the date of AGM.
- l. The Company has notified closure of Register of Members and Share Transfer Books from 26<sup>th</sup> September, 2014 to 30<sup>th</sup> September, 2014 (both days inclusive).
- m. The business as set out in this AGM Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The members who wish to vote physically in the meeting (instead of e-voting) can do the same by voting in the meeting dated 30<sup>th</sup> September, 2014.
- n. The voting through an electronic means will commence on 23<sup>rd</sup> September, 2014 at 10:00 a.m. and will end on 27<sup>th</sup> September, 2014 at 6:00 p.m. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
- o. The Company has appointed M/s. A.S.Naidu & Co, Chartered Accountants (FRN:008549S) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- p. The Procedure and instructions for the voting through electronic means is, as follows:
  - i. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login Id and password can be used.
  - ii. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com), during the voting period from 23-09-2014 (10:00 a.m.) to 27-09-2014 (06:00 p.m.)