

PROCEEDINGS OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GREEN FIRE AGRICOMMODITIES LIMITED HELD ON MONDAY, 30 SEPTEMBER 2013, AT THE KALINGA CULTURAL TRUST, PLOT NO. 1269, ROAD NO.12, BANJARA HILLS, HYDERABAD – 500 034, ANDHRA PRADESH AT 10.30 A.M

PRESENT

Mr D V S Prakash Rao, Chairman
Mr P Parthasarathi, Director
Mr T Naresh Kumar, Director
Mr Y Ramesh, Director

IN ATTENDANCE

Mrs Khushboo Joshi, Company Secretary

15 Members in person representing 15482011 equity shares; and

4 Members by proxies representing 925198 equity shares

Mr D V S PRAKASH RAO, Chairman of the Board, occupied the chair and conducted the proceedings of the general meeting.

1. Chairman declared that the requisite quorum was present at the meeting and that the meeting was in order to commence the official business. The Chairman introduced the members of the Board to the Shareholders present at the meeting.

2. The notice convening the 21ST Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present.

3. Chairman requested Mrs Khushboo Joshi, the Company Secretary to read the Auditor's report. The Company Secretary read the Auditor's Report dated 30 May 2013 to the members. The annexure to the auditors' report was taken as read with the unanimous consent of the members present.

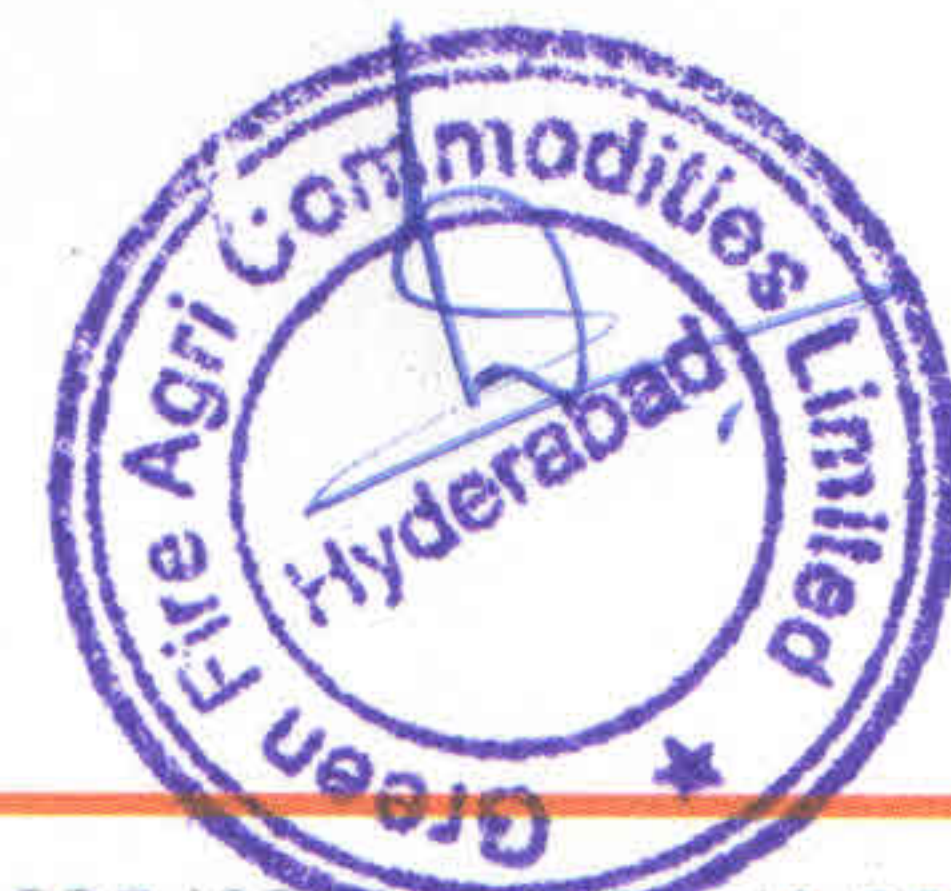
4. Thereafter the Chairman read out his statement to the Members, copies of which were distributed to the Members present at the Meeting.

5. Chairman then took up the business mentioned in the notice in seriatim.

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS

Mr MUTYA SURYANARAYANA MURTHY, (DP & Client ID IN302863-10068059) a member, proposed the following resolution as an ordinary resolution:





"RESOLVED THAT the audited balance sheet as at 31 March 2013 and the Profit and Loss account of the company for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon as presented to the meeting be and the same are hereby approved and adopted".

Mr P NARENDER (DP & Client ID IN301151-20398396), a member, seconded the resolution.

Chairman invited the members who desired additional information / clarification on the accounts and operations of the Company, to come forward with their questions. Thereafter, some members sought clarifications on the accounts and spoke on other related issues.

Mr D V S PRAKASH RAO, Chairman of the Board and Mr P Parthasarathi, Chairman of the Audit Committee answered the queries raised by the members.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed unanimously.

2. RE-APPOINTMENT OF MR Y RAMESH AS DIRECTOR

Mr MUTYA SURYANARAYANA MURTHY, (DP & Client ID IN302863-10068059) a member, proposed the following resolution as an ordinary resolution:

RESOLVED THAT Mr Y RAMESH, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a director of the company.

Mr SATYA SRIKANTH KARATURI, (DP & Client ID IN301151-20403611) a member, seconded the same.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed unanimously.

3. RE-APPOINTMENT OF MR P PARTHASARTHI AS DIRECTOR

Mr MUTYA SURYANARAYANA MURTHY, (DP & Client ID IN302863-10068059) a member, proposed the following resolution as an ordinary resolution:

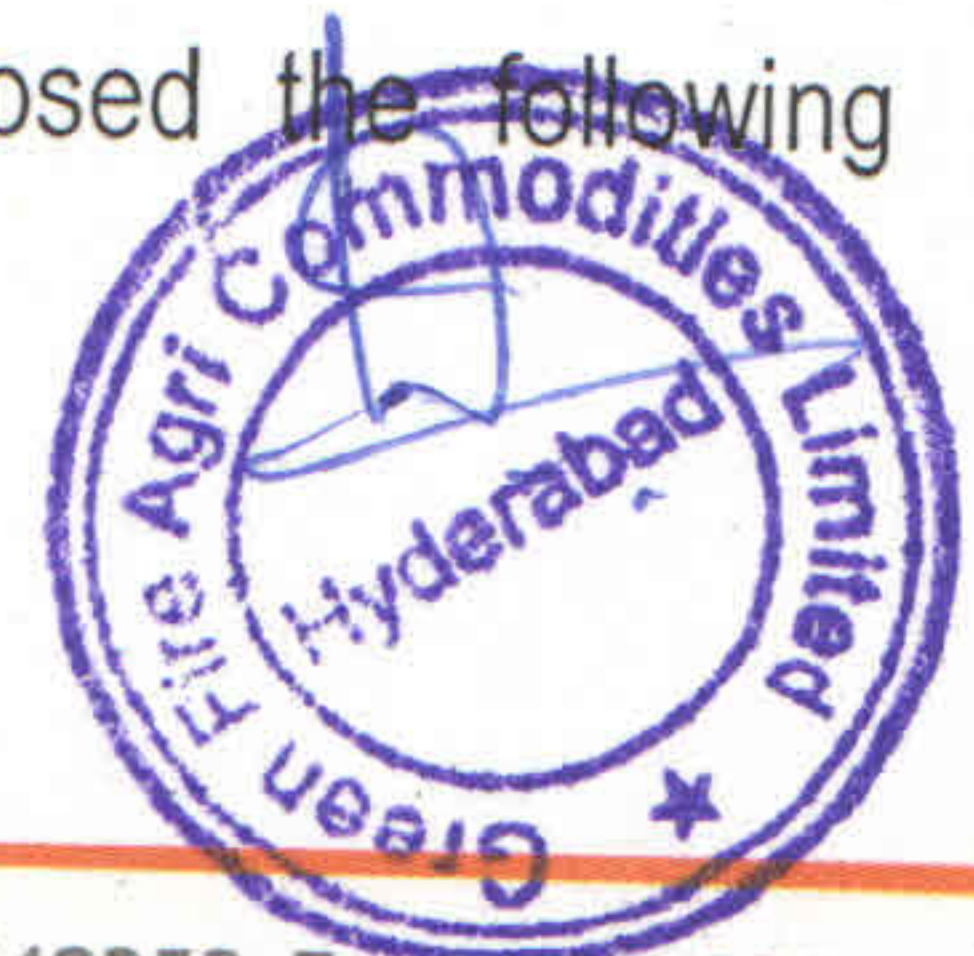
RESOLVED THAT Mr P PARTHASARTHI, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a director of the company.

Mr KRISHNAM RAJU MANTHENA (DP & Client ID IN302863-10159291), a member, seconded the same.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed unanimously.

4. RE-APPOINTMENT OF STATUTORY AUDITORS

Mr SHEKHAR LINGALA, (DP & Client ID IN300394-12606327) a member, proposed the following resolution as an ordinary resolution:



“RESOLVED THAT M/s. Sarath & Associates, Chartered Accountants (Regn No. 005120S) Hyderabad be and are hereby re-appointed as Statutory Auditors of the Company from the conclusion of the this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a Remuneration as may mutually be agreed upon between the Board of Directors and M/s Sarath & Associates, Chartered Accountants.”

Mr MUTYA SURYANARAYANA MURTHY, (DP & Client ID IN302863-10068059), a member, seconded the same.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed unanimously

SPECIAL BUSINESS:

5. APPOINTMENT OF MR D V S PRAKASH RAO, AS A DIRECTOR

Mrs APARAJITHA LINGALA (DP & Client ID IN300394-17617635), a member, proposed, the following resolution as an ordinary resolution:

RESOLVED THAT Mr D V S PRAKASH RAO, who was appointed as an additional director and holds office up to the date of this annual general meeting as per the provisions of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retire by rotation.

Mr MUTYA SURYANARAYANA MURTHY, (DP & Client ID IN302863-10068059), a member, seconded the same.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed unanimously

6. APPOINTMENT AND REMUNERATION OF MR D V S PRAKASH RAO AS WHOLE TIME DIRECTOR & CEO OF THE COMPANY

Mr SHEKHAR LINGALA, (DP & Client ID IN300394-12606327) a member, proposed the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act 1956 (“the Act”), as amended or re-enacted from time to time, read with Schedule XIII of the Act, the Company hereby approves the appointment and terms of remuneration of Mr D V S Prakash Rao as Whole Time Director & CEO of the Company for a period of 3 (Three) years with effect from November 14, 2012 upon the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting including the remuneration to be paid in the event of loss or inadequacy of profits in any financial Year(s) during the tenure of his appointment with liberty to the Board of Directors to finalize such terms and conditions of the said appointment and also alter or vary the same from time to time in such manner as may be agreed between the Board of Directors and Mr D V S Prakash Rao.”

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution





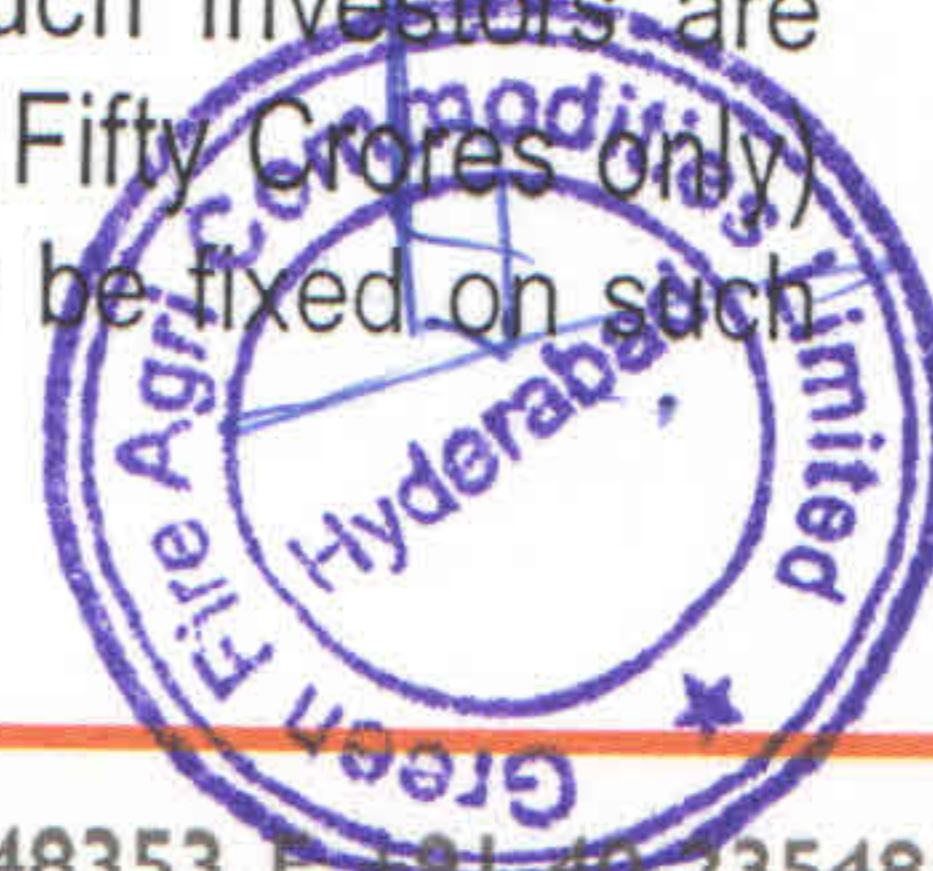
Mr MUTYA SURYANARAYANA MURTHY, (DP & Client ID IN302863-10068059), a member, seconded the same.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed unanimously.

7. AUTHORIZATION TO RAISE FUNDS

Mr KRISHNAM RAJU MANTHENA (DP & Client ID IN302863-10159291), a member, proposed, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to, the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the "Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable rules, Securities and Exchange Board of India (ICDR) Regulations, 2009 (ICDR) the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) scheme, 1993, the enabling provisions of the Memorandum and Articles of Association of the company and the Listing Agreements entered into by the company with the Stock Exchanges where the shares of the company are listed, and subject to requisite approvals, consents, permissions, and/or sanctions, if any, of Ministry of Finance (Department of Economic Affairs), Ministry of Industry (Foreign Investment Promotion Board/Secretariat for Industrial Assistance), SEBI, the Stock Exchanges, Reserve Bank of India ("RBI"), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, permission, authority and approval of the Members of the company be and is hereby accorded to the Board at their absolute discretion to create, offer, issue and allot, from time to time in one or more tranches, whether rupee denominated or denominated in foreign currency, in consultation with the Lead Manager(s) and / or Underwriter(s) and/or Advisor(s), wherever required, (a) Foreign Currency Convertible Bonds (FCCBs) / Foreign Currency Exchangeable Bonds (FCEBs) and/or other securities convertible, at the option of the company and/or entitling holder thereof to apply and convert at his option into equity shares with or without voting / special rights and/or (b) other securities convertible into or exchangeable with or linked to equity shares, and/or (c) Non convertible securities with or without detachable warrants, and / or (d) Warrants with a right exercisable by the warrant holder to convert or subscribe to the equity shares and / or (e) any shares, instruments or securities of the company through Global Depository Receipts (GDRs), American Depository Receipts (ADRs) or equity shares through depository receipt mechanism, participatory notes or otherwise (all hereinafter collectively referred to as "Securities") and / or any combination of securities, secured or unsecured, whether listed on any stock exchange in India or any international stock exchange outside India (f) issue of securities by way of Qualified Institutional Placements under chapter VII of SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009 as amended from time to time, to any person including Qualified Institutional Buyers, Foreign Institutional Investors, Foreign, non-resident, domestic institutions, institutional investors, banks, mutual funds, companies, bodies corporate or other entities, individuals or other persons (collectively referred to as "Investors"), whether or not such investors are members of the company for an aggregate amount not exceeding Rs.50 crores (Rupees Fifty Crores only) or equivalent thereof in one or more foreign currency, inclusive of such premium as may be fixed on such





Securities by offering the securities in one or more countries through public offer and/or offer letter and/or placement document and/or circular and/or information memorandum and/or such other document writings, and/or private placement basis and/or combination thereof in such manner, on such terms and conditions and at such time(s) as may be determined by the Board in its absolute discretion, with power to settle details as to the form and terms of issue of the Securities and all other terms, conditions and matters connected therewith including to accept any modification thereto or therein as may be required by concerned authorities and/or persons involved with any such issue of securities subject, however, to all applicable laws and regulations."

"RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Securities to be issued under Qualified Institutional Placement in accordance with the SEBI ICDR Regulations shall be the date of meeting in which the Board decides to open issue of the securities, subsequent to the receipt of members' approval in terms of Section 81(1A) and other applicable provisions, if any, of the Companies Act and other applicable rules, regulations and guidelines in relation to the proposed issue of the securities inter alia through qualified institutions placement(s) to qualified institutional buyers as mentioned in these resolutions.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares pursuant hereto and/or as may be required to be issued and allotted upon conversion of any of the securities referred to above or as may be necessary in accordance with the terms of offering thereof and all equity shares so issued and allotted shall be subject to the Memorandum and Articles of Association of the company and shall rank pari passu in all respects with the existing equity shares of the company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any offer, issue and allotment of Securities, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation entering into of arrangements for underwriting, marketing, listing, trading, appointment of Lead Manager(s), Advisor(s), Registrar(s), paying and conversion agent(s) and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions, and to give such direction that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all members."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to finalize and approve the preliminary as well as the final offer document for the proposed issue and to authorize any one or more Directors of the company to sign all documents, together with the authority to amend, vary, modify the same as such authorized persons may consider necessary, desirable, or expedient for the purpose aforesaid to give such declarations, affidavits, certificates, consents, authorities as may be required from time to time."

Mr SATYA SRIKANTH KARATURI, (DP & Client ID IN301151-20403611), a member, seconded the same.

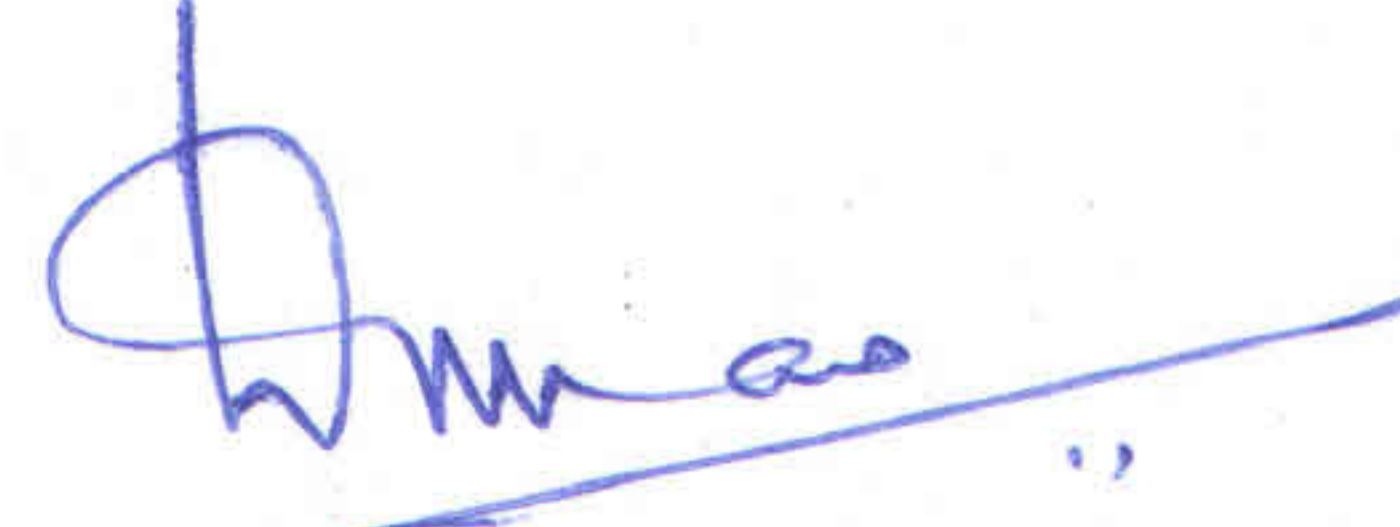
The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed unanimously.



Mr P Parthasarathi proposed vote of thanks and thanked all the stakeholders who made this annual general meeting a success.

Mr D V S PRAKASH RAO, Chairman of the meeting thanked the shareholders for their active participation in the annual general meeting and declared the meeting as closed.

Hyderabad
October 10, 2013



CHAIRMAN OF THE MEETING