



BIO GREEN PAPERS LIMITED

Eco Friendly Save Nature

20th ANNUAL REPORT 2013-14

Flat No.401, 5th Floor, Victory Vihar Apartments 3-6-157, Urdu Lane,
Himayat Nagar, Hyderabad - 500 028, Telangana.



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BOARD OF DIRECTORS

Velamala Jagdish	Managing Director
Venkateswarlu Velamala	Executive & Non Independent Director
Thota Rajasekhar	Non Executive & Independent Director
G. Mallikarjuna Sarma Gutur	Non Executive & Independent Director
Badam Rajender	Non Executive & Independent Director

Auditors

D.M. Rao & Co.
Chartered Accountants
Visakhapatnam

Bankers

State Bank of India
Abids Branch
Hyderabad.

Share Transfer Agents

Sharex Dynamics (India) Pvt. Ltd
Unit. No. 1 Luthra Industrial Premises,
Andheri-Kurla Road, SafedPool,
Andheri(E), Mumbai-400072.

REGISTERED OFFICE: BIO GREEN PAPERS LIMITED

Flat No.401, 5th Floor, Victory Vihar Apartments 3-6-157, Urdu Lane,
Himayat Nagar, Hyderabad - 500 028, Telangana.



NOTICE

Notice is hereby given that the Twentyeth Annual General Meeting of the Members of **BIO GREEN PAPERS LIMITED** will be held on Tuesday, 30th September, 2014 at 10.00 am at the Swagath Grand Hotel, C.S.R. Complex, H.NO. 2-4-70/26/1/2, Plot No: 72, 141, 142, 143 & 144, Alkapuri Cross Roads, Nagole, Hyderabad - 500 068 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March 2014 and the Balance Sheet as at that date together with Reports of Directors' and Auditors thereon.

2. To re-appoint auditors and to 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 pursuant to the provisions of sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and pursuant to the recommendations of the Audit Committee and Board of the Company, M/s. D.M. Rao & Co, Chartered Accountants, Visakhapatnam, (ICAI Firm Registration No. **028434**) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting hereafter (subject to ratification by the members at every Annual General Meeting held hereafter), at such remuneration plus service tax, out of pocket expenses and travelling expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

3. 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('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), and Clause 49 of the Listing Agreement, Thota Rajasekar, (DIN:03384230) 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 under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, of the Company w.e.f. 30th September 2014 to hold office for a term of five consecutive years up to 29th September 2019."

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, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force), and Clause 49 of the Listing Agreement, Mallikarjuna Sarma Guntur (DIN: 03608030) 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 under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, of the Company w.e.f. 30th September 2014 to hold office for a term of five consecutive years up to 29th September 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, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof



for time being in force), and Clause 49 of the Listing Agreement, Badam Rajender (DIN: 05272390) 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 under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, of the Company w.e.f. 30th September 2014 to hold office for a term of five consecutive years up to 29th September 2019."

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, 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), the existing Articles of Association of the Company be and are hereby substituted by a new set of Articles of Association, a draft of which has been initiated by the Chairman and made available for inspection by the shareholders at the registered office of the Company, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of all the Articles contained in the existing Articles of Association.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby severally authorized by the Company to undertake such acts, deeds and matters, as they may, in their discretion deem necessary, proper or desirable, including any amendment or modification to the proposed Articles of Association as per the suggestion/direction of the regulatory authorities and settle any question, difficulty or doubt that may arise in this regard, including but not limited to making requisite filings with the Registrar of Companies and the stock exchanges, that may be required to give effect to the alteration of the Articles of Association in accordance with this resolution."

For and on behalf of Board of Directors

Place: Hyderabad
Date: 30/05/2014

**Sd/-
Velamala Jagadish
Managing Director**

**Sd/-
Venkateswarlu Velamala
Director**

NOTES :

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013(Act) in respect of the business under Item Nos. 3 to 6 of the Notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of Limited companies, societies, etc, must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. 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 a proxy for any other person or shareholder.

3. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 25th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive).
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address,



contact numbers, etc., to their Depository Participant(DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s Sharex Dynamic (India) Pvt. Ltd. To provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's Registrars and Transfer Agents, M/s Sharex Dynamic (India) Pvt. Ltd.

6. Members are requested to bring their attendance slip along with their copy of the Annual Report as copies of the same will not be distributed at the meeting. Attendance slip duly filled up should be submitted at the entrance of the AGM hall.
7. Members desirous of asking any questions at the Annual General Meeting are requested to send their questions so as to reach the Company at least 10 days before the Annual General Meeting to facilitate suitable reply.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members holding shares in physical form may obtain Nomination Forms from the Company's Registrar and Transfer Agents. Members holding shares in electronic form may obtain the Nomination Forms from their respective Depository Participants.
10. In terms of SEBI circular no.MRD/Dop/Cir-05/2009 dated 20th May 2009 it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its Registrar and Transfer Agents for registration of transfer of shares. Shareholders are requested to furnish a copy of PAN card at the time of transferring their physical shares.
11. The members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of the said holdings to M/s Sharex Dynamic (India) Pvt. Ltd. For consolidation of their shareholding in to a single folio.
12. Members holding shares in physical form are requested to convert their holdings in to dematerialized mode to avoid loss of shares, for ease of portfolio management and for protection from fraudulent transactions.
13. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

To support Green Initiative the members holding shares in dematerialized form are requested to register their email addresses with their Depository Participant(DP) or Registrar and Transfer Agent and members holding shares in physical form are requested to register their email addresses with the Company at biogreenpaperslimited@gmail.com or with Registrar and Share transfer agents viz, M/s Sharex Dynamic (India) Pvt. Ltd. at sharexindia@vsnl.com

14. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Limited (CDSL), on all resolutions set forth in this Notice.
15. The Instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 24th September 2014 at 10.00 a.m. and ends on 26th September 2014 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on "Shareholders" tab.
 - (iv) Now Enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 last 8 digits of the demat account/folio number in the PAN Field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company 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. 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Bio green papers limited on which you choose to vote.
- (xii) 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 the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.

**(xviii) Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they should be create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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

16. Pursuant to the Clause 49 of the Listing Agreement, relevant details of the Directors seeking appointment or re-appointment in forthcoming Annual General Meeting at item nos. 3&4 of the Notice are as follows:

Name of Directors	Shri Thota Rajashekar (DIN:03384230)	Shri Mallikharjuna Sarma Guntur (DIN: 03608030)	Shri Badam Rajender (DIN: 05272390)
Date of Birth	28-10-1964	31-05-1969	18-03-1958
Date of Appointment	26-08-2011	26-08-2011	02/03/2012
Expertise in specific functional areas	Technical, Operations & Maintenance	Finance & Accounts	Administration
Qualifications	B.E.,	B.COM., PGDCA	B.Sc.,
Directorship held in other public companies (excluding foreign companies)	Nil	Nil	Nil
Membership/Chairmanship of Committees of other public companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	Nil	Nil	Nil
Shareholdings in the Company	Nil	Nil	Nil

For and on behalf of Board of Directors

Place: Hyderabad
Date: 30/05/2014

**Sd/-
Velamala Jagadish
Managing Director**

**Sd/-
Venkateswarlu Velamala
Director**

**EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statement sets out the material facts relating to the Special Business under item Nos.3 to 6 of the accompanying Notice dated 14th August 2014.

ITEM NO. 3, 4 & 5

The concept of appointment of Independent Directors has been introduced for the first time under the provisions of Companies Act, 2013 and was made effective from 1st April, 2014. However, your Company being a listed Company, by virtue of clause 49 of the Listing Agreement with Stock exchanges, was required to appoint requisite number of Independent Directors on the Board of Directors ("the Board") of the Company. Accordingly, Shri. Thota Rajashekar, (DIN: 03384230), Shri. Mallikharjuna Sarma Guntur (DIN: 03608030), and Badam. Rajender (DIN: 05272390), Directors of the Company, whose appointment has already been approved by the Board and the Members of the Company, are acting as Independent Directors in compliance with the listing requirement at the commencement of the Companies Act, 2013. However, his term is subject to liable by retirement by rotation as per erstwhile Companies Act, 1956.

Section 149 of the Companies Act, 2013 inter-alia provides that every listed public company shall have at least one-third of the total number of directors as Independent Directors and that every company existing on or before the date of commencement of this Act shall, within one year from such commencement or from the date of notification of the rules in this regard as may be applicable; comply with the said requirement.

Further, Section 149 of the Companies Act, 2013, inter-alia, provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and their office will not be subject to retirement by rotation. It is further clarified that any tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term of appointment of Independent Directors.

Based on the declaration received from Shri. Thota Rajashekar, (DIN: 03384230), Shri. Mallikharjuna Sarma Guntur (DIN: 03608030), and Badam. Rajender (DIN: 05272390), Directors of the Company, in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Shri. Thota Rajashekar, (DIN: 03384230), Shri. Mallikharjuna Sarma Guntur (DIN: 03608030), and Badam. Rajender (DIN: 05272390) fulfil the criteria of being appointed as Independent Directors as stipulated in Section 149 (6) and Schedule IV of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made thereunder and clause 49 of the Listing Agreement and are also independent of the management.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of requisite amount proposing the candidature for appointment of aforesaid Directors as Independent Directors. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri. Thota. Rajashekar, (DIN: 03384230), Shri. Mallikharjuna Sarma Guntur (DIN: 03608030), and Badam. Rajender (DIN: 05272390) are proposed to be appointed as Independent Directors, not liable to retire by rotation, with effect from 30th September 2014, for a term of five years up to 29th September 2019.

Brief Profile and other details of Shri. Thota Rajashekar, (DIN: 03384230), Shri. Mallikharjuna Sarma Guntur (DIN: 03608030), and Badam. Rajender (DIN: 05272390) forms part of the Corporate Governance Report.

Your Board recommends the Ordinary Resolution as set out in Item No.3 to 5 for approval of Members.



None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Shri. Thota Rajashekar, (DIN: 03384230), Shri. Mallikharjuna Sarma Guntur (DIN: 03608030), and Badam. Rajender (DIN: 05272390) whose appointment is proposed in this resolution are in any way concerned or interested in the resolution.

ITEM NO.6:

The existing Articles of Association (AoA) of the Company are based on the provisions of the Companies Act, 1956 and regulations in the existing AoA contain special Sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the provisions of the Companies Act, 2013 ("Act"). The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs (MCA) has notified 98 Sections and on March 26, 2014, MCA has notified most of the remaining Sections barring few provisions. However, substantive Sections of the said Act which deal with the general working of the Companies stand notified. With the Act coming in to force, several regulations of the existing AoA of the Company require alteration or deletion in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by Shares. Largely most of the provisions of TABLE 'F' have been retained and certain articles have been modified to facilitate smooth working and to protect the interest of the company and the members. The Proposed new draft AoA shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

The Board recommends the Special Resolutions set out at Item No. 9 of the Notice for approval by the shareholders.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

For and on behalf of Board of Directors

Place: Hyderabad
Date: 30/05/2014

**Sd/-
Velamala Jagadish
Managing Director**

**Sd/-
Venkateswarlu Velamala
Director**