



BIO GREEN PAPERS LIMITED

Eco Friendly Save Nature

21ST ANNUAL REPORT

2014-2015

Regd Office : H.No : 146/A/C2/202, Rajeshwari Towers, Dwarakapuri Colony, Panjagutta, Hyderabad – 500082,
Telangana.

BOARD OF DIRECTORS

Velamalajagdish

Managing Director

VenkateswarluVelamala

Executive & Non Independent Director

ThotaRajasekhar

Non Executive& Independent Director

G. MallikarjunaSarmaGutur

Non Executive& Independent Director

BadamRajender

Non Executive& Independent Director

Ms. V. Krishnaveni [w.e.f.30th March 2015]

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

H. No. 146/A/C 2/202, Rajeshwari Towers, Dwarakapuri Colony, Panjagutta, Hyderabad- 500 082,Telangana.

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of Bio Green Papers Limited will be held on Wednesday, 30th September 2015 at 10.00 a.m. at Hotel Swagath Grand, CSR Complex, Alkapuri X Road, Nagole, Hyderabad-500068 to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. Venkateswarlu Velamala(DIN:02495420) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors of the Company, and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an

Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139,142 and other applicable provisions of Companies Act, 2013 and Rules made there under, pursuant to the recommendation of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 30th September, 2014, the appointment of M/s. D.M. Rao & Co, Chartered Accountants, Visakhapatnam, (ICAI Firm Registration No. 006995S), as the Statutory Auditors of the Company to hold the office till the conclusion of the AGM to be held in the Calendar Year 2017 be and hereby ratified and the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending 31st March, 2016, as may be recommended by the Audit Committee in consultation with the Auditors"

Special Business

4. To appoint Ms. V. Krishnaveni (DIN:07141810)as an Independent Director and 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,Ms. V. Krishnaveni (DIN:07141810) who was appointed as an Additional (Non-Executive)Woman Director of the Company by the Board of Directors with effect from 30th March, 2015 and who holds office up to the date of this Annual General Meeting, in terms of Section 161(1) of the Companies Act 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. V. Krishnaveni (DIN:07141810)as a candidate for the office of a Director of the Company, be and is hereby appointed as an Non-Executive Woman Director, liable to retire by rotation."

For and on behalf of the Board of Directors

Bio Green Papers Limited

Velamala Jagdish

Managing Director

(DIN: 00055303)

Venkateswarlu Velamala

Director

(DIN: 02495420)

Date : 14/08/2015

Place : Hyderabad

Registered Office: H. No. 146/A/C 2/202, Rajeshwari Towers, Dwarkapuri Colony, Panjagutta, Hyderabad- 500 082

CIN: U21012TG1994PLC017207

E-mail: biogreenpaperslimited@gmail.com

Notes:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

4. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office not less than FORTY-EIGHT (48) HOURS before the commencement of the meeting. A proxy form for the AGM is enclosed.

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the company.

6. Members/proxies authorised representatives should bring the duly filled attendance slip, enclosed here with to attend the meeting.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangements, in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Members and the Share Transfer Book shall be closed from Thursday 24th September, 2015 to Wednesday, 30th September, 2015 (both day inclusive)
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to Company or Registrar and Transfer Agents (RTA).
11. Members are requested to address all correspondence to the Registrar and Share Transfer Agents, Sharex Dynamics (India) Pvt. Ltd., Unit No. 1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai – 400 072.
12. With a view to using the natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically.
13. The Annual Report for 2014-15 is being sent through electronic mode only to the members whose e-mail addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their e-mail addresses, physical copies of the Annual Report for 2014-15 are being sent by the permitted mode.
14. Members may also note that the Annual report (including the Notice of 21st AGM) for 2014-15 will be available on the Company's website, www.biogreenpapers.in. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days, except Saturday. Members who require communication in physical form in addition to e-communication or have any queries, may write to us at biogreenpaperslimited@gmail.com
15. Relevant documents referred to in the accompanying Notice and the statements are open for inspection by the members at the registered office of the Company on all working days, except Saturday, during business hours up to the date of the meeting.
16. Brief profile of Mr. Venkateswarlu Velamala (DIN:02495420) and Ms. V. Krishnaveni (DIN:07141810) and additional information, pursuant to Clause 49 of the listing agreement with the stock exchanges, in respect of the Directors seeking appointment / re-appointment at the AGM is furnished as annexure to the corporate governance report. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
17. 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 their PAN to their

Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA.

18. Members holdings are in single name and physical form may obtain Nomination Forms from the Company's Registrar and Transfer Agents. Members holdings are in electronic form may obtain the Nomination Forms from the irrespective Depository Participants.

19. 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.

20. In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

21. Non-Resident Indian Members are requested to inform RTA, immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.

22. Information and other instructions relating to e-voting are as under

(a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

(b) The facility for voting either through ballot form / polling paper shall also be made available at the venue of the AGM. The members who are attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting.

(c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again

(d) The Company has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility.

(e) The Board of Directors of the Company has appointed Mr. Prabhakar Addagatla, FCA, proprietor of Prabhakar Addagatla & Associates, Practicing Chartered Accountants, in his personal capacity will act as Scrutinizer to scrutinize entire voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

(f) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23rd September, 2015.

(g) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23rd September, 2015, only shall be entitled to avail the facility of remote e-voting / Poll.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2015 at 10.00 a.m. and ends on 29th September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015 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.
- (iii) Click on Shareholders.
- (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 8 digits of the sequence number 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	<p>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.</p>
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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (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 a compliance user should be created 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 favour 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.

For and on behalf of the Board of Directors

Bio Green Papers Limited

Velamala Jagdish	Venkateswarlu Velamala
Managing Director	Director
(DIN: 00055303)	(DIN:02495420)

Date : 14/08/2015

Place :Hyderabad

Registered Office:H. No. 146/A/C 2/202, Rajeshwari Towers, Dwarkapuri Colony, Panjagutta, Hyderabad- 500 082

CIN: U21012TG1994PLC017207

E-mail: biogreenpaperslimited@gmail.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

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 No.4 of the accompanying Notice dated 12th August 2015.

Item No.4:

The Board of Directors of the Company at its meeting held on 30th March, 2015 appointed Ms. V. Krishnaveni (DIN:07141810) as an Additional (Non-Executive) Woman Director of the Company with effect from 30th March 2015. Pursuant to provisions of Section 161(1) of the Companies Act, 2013, Ms. V. Krishnaveni (DIN:07141810) holds office up to the date of this Annual General Meeting of the Company. The Company has received notice in writing under the provision of Section 160 of the Companies Act, 2013 from a member, along with a deposit of requisite amount proposing the candidature of Ms. V. Krishnaveni (DIN:07141810) for the office of Director of the Company, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. V. Krishnaveni (DIN:07141810) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-Section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Ms. V. Krishnaveni (DIN:07141810) as Non-Executive Woman Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will be liable to retire by rotation.

In the opinion of the Board, Ms. V. Krishnaveni (DIN:07141810), the Non-Executive Woman Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder. A copy of the draft letter for the appointment of Ms. V. Krishnaveni (DIN:07141810), as the Non-Executive Woman Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to date of the Annual General Meeting.

Brief Profile and other details of Ms. V. Krishnaveni (DIN:07141810) is given Information pursuant to Clause 49 of the Listing Agreement regarding appointment of a new Director or /re-appointment of Directors of this Annual Report.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. V. Venkateswarlu and Ms. V. Krishnaveni (DIN:07141810) whose appointment is proposed in this resolution are in any way concerned or interested in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.