



BIO GREEN PAPERS LIMITED

Eco Friendly Save Nature

23RD ANNUAL REPORT

2016-2017

H. No. 1-4-1011, C-Block, Flat No: 30, 4th Floor, Tirumala Towers, Golconda X Roads, Gandhi Nagar,
Hyderabad-500 080

Eco Friendly Save Nature

**BOARD OF DIRECTORS**

Velamala Jagdish	Managing Director
Venkateswarlu Velamala	Executive & Non Independent Director
G. Mallikarjuna Sarma Gutur	Non-Executive & Independent Director
Badam Rajender	Non-Executive & Independent Director
V. Krishnaveni	Non-Executive & Non Independent Director
Thota Rajashekar	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, Safed Pool,
Andheri (E), Mumbai-400072.

REGISTERED OFFICE

H. No. 1-4-1011, C-Block, Flat No: 30, 4th Floor, Tirumala Towers, Golconda X Roads, Gandhi Nagar,
Hyderabad: 500080



BOARD OF DIRECTOR'S REPORT

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 23rd Annual Report together with the Audited Statement of Accounts of **Bio Green Papers Limited** ("the Company") for the year ended 31st March, 2017.

FINANCIAL PERFORMANCE:

The financial performance of Company for the year ended 31st March, 2016 is summarized below:

(Rs. In Lacs)

Particulars	2016-17	2015-16
Total Income	43.45	275.35
Profit before Interest, Depreciation & Amortization	-63.20	89.21
Depreciation & Amortization	87.61	87.61
Profit / (Loss) before extraordinary item & tax	-150.81	1.60
Less: Extra-ordinary item	0.00	0.00
Profit / (Loss) before tax	-150.81	1.60
Less: Net provision for tax	0.00	0.30
Less: Short provision for earlier year	0.00	0.00
Profit / (Loss) after tax	-150.81	1.29

SUMMARY OF OPERATIONS:

During the year under review Company has not carried on any business. During the year under review Company has incurred loss of Rs. 150.81 Lakhs as Compared to profit of Rs. 1.29 Lakhs in previous year.

TRANSFER TO RESERVE:

In view of the losses incurred by your Company due to the downfall in the Industrial growth, your Directors do not transfer any amount to the reserves.

DIVIDEND:

In view of the losses incurred by your Company, Board of Directors does not recommend any dividend for the Financial Year 2016-17.

MATERIAL CHANGES AND COMMITMENT:

There are no material changes and commitment affecting the financial position of the Company, after the end of the Financial Year

CAPITAL/ FINANCE:

During the year, the Company has not issued and allotted any fresh Share capital.

As on 31st March, 2017, the issued, subscribed and paid up share capital of your Company stood at Rs. 8,00,35,000/- (Rupees Eight Crores Thirty Five Thousand Only), comprising 80,03,500 (Eighty Lacs Three Thousand Five Hundred Only) Equity shares of Rs. 10/- (Rupees Ten) each.

**EXTRACT OF ANNUAL RETURN:**

The extract of the Annual return of the Company, pursuant to section 134(3) (a) of the Companies Act, 2013 in annexed herewith as Annexure-1 to this Report.

MEETING OF THE BOARD OF DIRECTORS:

The Board met Four (4) times during the Financial Year 2016-17 viz. 30th May, 2016, 12th August, 2016, 14th November, 2016, 14th February, 2017. Detailed information on the meetings of the Board of Directors is included in the report on Corporate Governance, which forms part of this Annual Report.

COMMITTEES OF BOARD:

As per the provisions of the Companies Act, 2013 and Regulation 18, 19 and 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has formed Audit Committee, Nomination & Remuneration Committee, and Stakeholders Relationship Committee. The details of Composition of the said Committee and their Meeting held during the year along with terms of reference of the said Committees of Board of Directors of the company is given in Corporate Governance Report and is also placed on the Company's website at (<http://www.biogreenpapers.com>)

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013, it is hereby confirmed that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 and of the loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis;
- (e) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria for Independence as laid down in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016.

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT, REMUNERATION AND EVALUATION:

The Current policy is to have an appropriate proportion of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. On March 31, 2017, the Board consists of five members, including a managing director, whole-time director and three are independent directors. The Company has framed a Nomination, Remuneration and Evaluation Policy. The information with respect to the Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is outlined in the Annexure-2 of this report.

**FORMAL ANNUAL EVALUATION MADE BY BOARD OF ITS OWN PERFORMANCE AND OF ITS COMMITTEE AND OF INDIVIDUAL DIRECTORS:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well as evaluation of working of committees of Board of Directors.

Executive Directors were evaluated on the basis of targets / criteria given to them by the board from time to time as well as per their terms of appointment. Independent Directors, being evaluated by entire board except of Director being evaluated, on meeting their obligations connected with their independence criteria as well as adherence with the requirements of professional conduct, roles, functions and duties specifically applicable to Independent Directors as contained in Schedule IV of the Companies Act, 2013. Chairman and other Non-Independent Directors were being evaluated by Independent Directors, who also reviewed the performance of secretarial department. Performance evaluation of the Committees and that of its members in effectively discharging their duties, were also being carried out by board.

The overall performance of Chairman, Executive Directors and Non-Executive Directors of the Company is satisfactory. The review of performance was based on criteria of performance, knowledge, analysis, quality of decision making etc.

AUDITORS:**A. STATUTORY AUDITORS****Ratification:**

M/s. D.M. Rao & Co, Chartered Accountants, Visakhapatnam, (ICAI Firm Registration No. 028434), Statutory Auditors of the Company, were appointed as the Statutory Auditors of the Company to hold the office for a period of five years, from the conclusion of Annual General Meeting of the Company held on 30th September, 2014. The said appointment needs to be ratified by the members of the Company at every Annual General Meeting during the said period and the Statutory Auditors have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

As required above, the Board has, after considering the recommendations of its Audit Committee, incorporated a suitable resolution for your consideration and approval in the notice calling ensuing Annual General Meeting of the Company.

B. SECRETARIAL AUDITORS**Appointment:**

Pursuant to Section 204 of the Companies Act, 2013, your Company has appointed M/s. GMVDR & Associates, Company Secretaries, Hyderabad as its Secretarial Auditors to conduct the Secretarial Audit for FY 2016-17. The Company provided all assistance and facilities to the Secretarial Auditor for conducting their audit.

Secretarial Audit Report:

The Report of Secretarial Auditor for FY 2016-17 is annexed to this report as Annexure-3.

C. INTERNAL AUDITOR

The Company is having its Internal Audit committee, during the year; the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational



efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Audit findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an on-going basis to improve efficiency in operations.

D. COST AUDITOR

During the year under review Cost Audit was not applicable to the Company's products/ business.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

There was no loan given or guarantee given or investment made or security provided pursuant to Section 186 of the Companies Act, 2013 during the year under review and hence the said provisions are not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The company has not entered into any other transaction falling under Section 188 (1) of the Companies Act, 2013; therefore disclosure under this section is not applicable to the Company. Also policy on related party transaction has been disclosed on the website of the Company at (<http://www.biogreenpapers.com>).

The Company has not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as required to be disclosed under the Act are given below:

(A) CONSERVATION OF ENERGY:

During the year under review Company has not Carried on any business operations hence said disclosure is not applicable.

(B) TECHNOLOGY ABSORPTION:

No technology was imported by the Company during the last three years reckoned from the beginning of the financial year.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year, the company did not have any foreign exchange earnings and outgo.

BUSINESS RISK MANAGEMENT & RISK MANAGEMENT POLICY:

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance with Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management,



in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, Competition, Business risk, Technology obsolescence, Investments, Retention of talent and Expansion of facilities.

Risk Management framework shall primarily focus on the elements such as Risk to Company Assets and Property, Employees Related Risks, Foreign Currency Risks, Risks associated with Non-Compliance of Statutory enactments, Competition Risks, Operational Risks and various other types of risks which may affect the business or organization.

Business risk, inter-alia, further includes financial risk, Political risk, Fidelity risk, Legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

Pursuant the provision of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the formation of the Risk Management Committee is not applicable to your Company.

Detailed policy framework is disclosed on the website of the Company at (<http://www.biogreenpapers.com>).

THE DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR RESIGNED DURING THE YEAR:

As per the provisions of the Companies Act 2013, Mr. G. Mallikarjuna Sarma (DIN: 03608030), Non-Executive Director retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends the re-appointment.

DETAILS OF DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Hence there are no details to be disclosed under Rule 8(5) (v) of the Companies (Accounts) Rules, 2014.

DISCLOSURE UNDER SEXUAL HARRESMENT AT WORK-PLACE:

During the year under review no complaints has been received by Company under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has in place adequate systems of Internal Control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable Financial and Operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of internal policies. The Company has a well-defined delegation of power with authority limits for approving revenue as well as capital expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down to ensure adequacy of the control system, adherence to the management instructions and legal compliances. The Company has in place adequate internal financial



controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annexure-4 to this Report.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are not applicable to the Company as no Employees were employed during the year which crosses the limits given under the said rule.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

During the year Company has not transferred any unclaimed dividend to Investor Education and Protection Fund.

STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES:

As on 31st March, 2017 your Company did not have any Subsidiary neither did it have an Associate Company nor did it enter in to a Joint Venture with any other company.

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

VIGIL MECHANISM:

Pursuant to the requirement of the Companies Act 2013 and provisions of Listing Agreement applicable to the Company, your Company has adopted Vigil mechanism (Whistle Blower Policy) for complying with the Company's Code of Conduct and Ethics, and particularly to assuring that business is conducted with integrity and that the Company's financial information is accurate. The reportable matters may be disclosed by the employees to the Management / Managing Director / Chairman of the Audit Committee. No complaint was received during the Financial Year 2016-17. During the year under review, no employee was denied access to the Audit Committee.

HUMAN RESOURCES:

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

OTHER DISCLOSURES/REPORTING:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Issue of equity shares with differential rights as to dividend, voting or otherwise,
- b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme,

Voting rights which are not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).

**ACKNOWLEDGEMENT:**

Your Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.

Your Directors also thank the clients, vendors, bankers, shareholders and advisers of the Company for their continued support.

Your Directors also thank the Central and State Governments, and other statutory authorities for their continued support.

**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: 14/08/2017
Place: Hyderabad



Annexure-1
FORM MGT-9
EXTRACT OF ANNUAL RETURN
As on financial year ended 31.03.2017
[Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9

A.REGISTRATION AND OTHER DETAILS:

CIN:-	U21012AP1994PLC017207
Registration Date:	17-03-1994
Name of the Company:	Bio Green Papers Ltd.
Category / Sub-Category of the Company	Non-Government Company
Address of the Registered office and contact details:	H.NO.146/A/C2/202, RAJESWARI TOWERS, DWARAKAPURI COLONY, PANJAGUTTA, HYDERABAD-5000 82 PH-04069998603
Whether listed company	YES
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamics (India) Pvt. Ltd Unit No. 1 Luthra Industrial Premises, Andheri-Kurla Road, SafedPool, Andheri (E), Mumbai-400072.

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service% to total turnover of the company	% to total turnover of the company
There was no business operations carried out during the year under review.			

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held
Not Applicable				

D. SHARE HOLDING PATTERN**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2016				No. of Shares held at the end of the year 31/03/2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN									
(a). individual	2756035	0	2756035	34.44	24,18,593	0	24,18,593	30.22	-4.22
(b). Central Govt.	0	0	0	0	0	0	0	0	0
(c). State	0	0	0	0	0	0	0	0	0