

Bhagyanagar Wood Plast Limited

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Company will be held at Nagarjuna Function Hall, Nagarjuna Nagar, Yellareddyguda (Back side of Cherma's), Ameerpet, Hyderabad-500073 on Saturday the 24th day of September, 2011 at 10.00 A.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2011 and the Profit & Loss Account of the Company for the year ended on that date together with the reports of the Auditors and Directors thereon;
2. To appoint a Director in place of Sri P. Jagadeeshwar Reddy who retires by rotation and being eligible offers himself for re-appointment;
3. To appoint a Director in place of Sri G. Raja Reddy who retires by rotation and being eligible offers himself for re-appointment;
4. To appoint Auditors and fix their remuneration and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s V. Sridhar & Co., Chartered Accountants, Hyderabad, the retiring Auditors of the Company be and are hereby re-appointed as Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and the Managing Director Sri N. Kishan Reddy be and is hereby authorized to fix their remuneration in consultation with them."

SPECIAL BUSINESS:

5. INCREASE OF AUTHORISED CAPITAL

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Sections 94 & 97 and other applicable provisions, if any, of the Companies Act, 1956, the Authorized Share Capital of the Company be and is hereby increased from the existing Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lacs Only) and is hereby increased from the existing Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lacs Only) divided into 65,00,000 (Sixty Five Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 16,00,00,000 (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crores Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten only) each, by creation of 95,00,000 (Ninety Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and the new shares shall rank Pari Passu with the existing shares in all respects."

6. AMMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION SUBSEQUENT TO INCREASE IN AUTHORISED CAPITAL

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 16 and Section 31 of The Companies Act, 1956, the Capital Clause in Clause V of the Memorandum of Association and the Article 3 of

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Articles of Association of the Company be and is hereby altered for increase in Authorised Capital as Under:

Memorandum of Association

Clause V:

The Authorized Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One crore Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten only) each with power to increase and reduce the Capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by board in accordance with the act for the time being in force and regulations of the Company to modify or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided by the regulation of the Company.

Articles of Association:

Article 3:

"The Authorised share capital of the company is 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each."

"RESOLVED FURTHER THAT the amended Copy of the Memorandum of Association and altered Copy of the Articles of Association as placed before the meeting be and are hereby adopted"

7. CHANGE OF NAME OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the section 21 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government delegated to the Registrar of Companies, the name of the company be changed from "**M/S BHAGYANAGAR WOOD PLAST LIMITED**" TO "**M/S SRI KPR INDUSTRIES LIMITED**" and accordingly the name "**M/S BHAGYANAGAR WOOD PLAST LIMITED**" wherever it occurs in the memorandum and articles of association of the company be substituted by the name "**M/S SRI KPR INDUSTRIES LIMITED.**"

"RESOLVED FURTHER THAT the name of the Company wherever it appears on the name plate of the Company affixed at the registered office of the Company, on all business letters, bill books, letter heads, company seal, other company records, documents, papers and other official publications, negotiable instruments including the Memorandum and Articles of association of the company be and is hereby substituted with the new name."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized:

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- To Intimate the change in the name of the Company to Banks, financial institutions and other statutory authorities
- To file necessary forms with the Registrar of Companies and other statutory authorities as required and
- To do all other acts, deeds, things and matters as may be deemed expedient to give effect to the aforesaid resolution."

**By Order of the Board
For Bhagyanagar Wood Plast Limited**

**Place: Secunderabad
Date: 17th August 2011**

**sd/-
N. Kishan Reddy
Managing Director**

Bhagyanagar Wood Plast Limited

Notes:

1. A member entitled to attend and to vote at the meeting is entitled to appoint a proxy and such proxy need not be a member of the Company. Proxies in order to be effective, must be received by the Company, not less than 48 hours before the commencement of the meeting.
 2. The Register of Members and share transfer books of the Company will remain closed from 16th September, 2011 to 24th September, 2011 (both days inclusive)
 3. Members are requested to notify any change in their addresses to the share transfer M/s Sathguru Management Consultants Pvt. Ltd. Members whose shareholdings are in DEMAT form are requested to send the information for change of address to their respective depository participant.
 4. To avoid entry of un-authorised persons into the meeting premises, the signature of the members shall be verified with the specimen signature recorded with the Company at the entrance of the venue. Inconvenience to members in this regard is highly regretted. The members are advised to carry their folio number with them.
- In furtherance of its 'Green Initiative in the Corporate Governance' the Ministry has issued clarification to enable the Corporates send copies of Balance Sheets and Auditors Report etc., to the members of the company as required under section 219 of the Companies Act, 1956 through electronic mode after fulfilling certain basic conditions being:-
 - Grant of advance opportunity to members to register and change their e-mail id with the company from time to time
 - Complete display of documents on company website and the advertisement to such to be issued in Advertisement
 - In case any member has not registered his mail id, procedure specified u/s 53 to be followed for sending documents.
 - Physical copies to be made available to members insisting for the same.

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Explanatory Statement (Pursuant to Section 173(2) of the Companies Act, 1956)

ITEM# 5 & 6:

The Company has filed an application with the Hon'ble High Court of Andhra Pradesh for the purpose of merging M/s. Sri Venkateswara Pipes Limited with the company and has obtained an order from the Hon'ble High Court dated 1st August 2011 for conducting an extra Ordinary General Meeting of the shareholders to consider and approve the scheme of Amalgamation.

In light of the proposed scheme of Amalgamation of M/s Sri Venkateswara Pipes Limited with the Company, the Board proposes to increase its Capital, in order to issue shares to the Shareholders of M/s Sri Venkateswara Pipes Limited as the present authorised capital of the Company is inadequate to accommodate the allotment to the Shareholders of the Transferor Company.

As the amendment requires approval of the Members by way of passing a Resolution in the General Meeting under Section 94 and Section 16 of the Companies Act, 1956, the same Resolution is recommended for your approval.

A Copy of the Memorandum of Association of the company as amended is available for inspection at the registered office of the company on all working days during usual business hours.

None of the directors of the Company are in any way concerned or interested in this resolution.

ITEM# 7:

Due to the rebranding of the Company Status in the Market, it is proposed to change of name of the company from "M/S BHAGYANAGAR WOOD PLAST LIMITED" TO "M/S SRI KPR INDUSTRIES LIMITED".

The Change of name of the Company requires the approval of Central Government (the power being delegated to the Registrar of Companies) and also of members by way of Special Resolution to be passed at a duly convened Annual General Meeting. The Company has obtained a letter of availability for the said name from the Registrar of Companies, Andhra Pradesh.

Hence, the Board of Directors recommends the above resolution for the approval of the Members.

The relevant documents are available for inspection of the members of the Company at the Registered Office of the Company during the business hours of the Company.

None of the directors of the Company are in any way concerned or interested in this resolution.

By Order of the Board
For Bhagyanagar Wood Plast Limited

Sd/-

N. Kishan Reddy
Managing Director

Place: Secunderabad
Date: 17th August 2011

Bhagyanagar Wood Plast Limited

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING REAPPOINTMENT OF DIRECTORS.

Name of the Director	P Jagadeeshwar Reddy
Date of Birth	04-03-1950
Date of Appointment	01-02-2009

Special Expertise	General Management, Finance & Public Relations.
Qualifications	M.com
Directorships of other Companies as on 31 st March 2011	NIL

Name of the Director	G Raja Reddy
Date of Birth	05-05-1941
Date of Appointment	29-12-2000

Special Expertise	Finance and General Administration
Qualifications	HSC
Directorships of other Companies as on 31 st March 2011	1) Sri Venkateswara Pipes Ltd. 2) Sri KPR Infra & Projects Ltd.

By Order of the Board
For Bhagyanagar Wood Plast Limited

Sd/-
N. Kishan Reddy
Managing Director
Place: Secunderabad
Date: 17th August 2011

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DIRECTORS' REPORT

To
The Members of M/s Bhagyanagar Wood Plast Limited (BWPL),
Secunderabad

The Directors present herewith the Twenty Third Annual Report on the affairs of the company along with the report of the Auditors on the accounts of the company for the Financial Year 2010-11.

FINANCIAL RESULTS AND PERFORMANCE

The performance of the company is summarised as under:

Particulars	Rupees in lacs	
	Current year	Previous year
Sales and other Income	36.87	655.29
Profit before interest, depreciation and tax	15.84	(106.02)
Interest	0.48	5.55
Profit before depreciation and tax	15.36	(111.57)
Depreciation	2.10	(2.10)
Profit before tax for the current year	13.26	(113.67)
Profit after tax for the current year	12.42	(71.31)
Reserves as at the end of the year	150.53	138.11
Share Capital	565.33	565.33
Earnings per share	0.22	(12.61)

DIVIDEND

Keeping in view the current economic scenario and the future funds requirements of the Company, the Board of Directors have not recommended any dividend.

MANAGEMENT DISCUSSION, ANALYSIS AND OPERATIONS

OPERATIONS OF 2010-11 AND FUTURE OUTLOOK

The members are aware that the PVC Pipes division was sold after obtaining the required approvals. Even before that, as the business of the company was adversely affected due to unhealthy competition from players in unorganized sector, the division was not yielding the desired results and the company was on a look out for better ventures.

The company had few years ago provided technical know-how for setting up of a Cement Pipe Manufacturing unit to M/s Sri Venkateswara Pipes Limited and also invested in its capital.

M/s Sri Venkateswara Pipes Limited is a company which started its operations with the technical know-how and expertise extended by M/s Bhagyanagar Wood Plast Limited ever since the inception of the said company. Initially M/s Bhagyanagar Wood Plast Limited also invested in the share capital of the company and for the provision of technical consultancy, royalty was also received. Over the period of last few years, the technical and advisory expertise extended by M/s Bhagyanagar Wood Plast Limited to M/s Sri

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Venkateswara Pipes Limited enabled the said company to become a leader in the field of asbestos cement pressure pipes.

With a view to enter into newer business areas a proposal to amalgamate M/s Sri Venkateswara Pipes Limited with M/s Bhagyanagar Wood Plast Limited was moved and was in consideration for quite some time now.

The Boards of both the companies having approved the amalgamation, a petition has been moved before the Hon'ble Andhra Pradesh High Court for sanction. The management is confident that the petition will be approved and this will take the company and its business activity to greater levels and the management foresees great potential in this area.

MATERIAL CHANGES & COMMITMENTS [Section 217 (1) (d)]

The Company has filed an application vide application No.795 of 2011 for amalgamation with the Hon'ble High Court of Andhra Pradesh for the purpose of merging M/s Sri Venkateswara Pipes Limited with M/s Bhagyanagar Wood Plast Limited u/s 391 and 393 of the Companies Act, 1956. In furtherance to which and as per clause 24(f) the Company has received in principle approval dated 22nd June, 2011, bearing Reference No.DCS/AMAL/SI/24 (f)/163/2011-12 from the Bombay Stock Exchange Limited. The approval from Hon'ble High Court will be informed to the shareholders by appropriate mode.

DISCLOSURE

The Directors are required to disclose certain information in their report with respect to Technology Absorption, Energy Conservation and Foreign Exchange Earnings and Outgo. These particulars are disclosed in the Annexure to this report.

DIRECTOR'S RESPONSIBILITY STATEMENT (SECTION 217 (2AA) OF THE COMPANIES ACT, 1956

As required under Section 217(2AA) of the Companies Act, 1956, and based on the information and Representations received from the operating management, the Board of Directors of the Company confirms that:-

- a. The accounting standards to the extent applicable to the company have been followed in the preparation of the annual accounts. There are no material departures there-from.
- b. The accounting policies selected by the Board for the purpose of preparation and presentation of the financial statements have been and are being applied consistently and reasonable and prudent the judgements and estimates (wherever applicable) have been made, for the said purpose, so as to give a true and fair view of the affairs of the company as at end of the financial year under review and of the profit for the said year.
- c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d. The annual accounts have been prepared on going concern basis.

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DIRECTORS

Sri P.Jagadeeshwar Reddy and Sri G.Raja Reddy, Directors of the company retire by rotation at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

REPORT ON CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement, a report on corporate governance is annexed and form part of the Directors Report.

AUDITORS

M/s V. Sridhar & Co., Chartered Accountants, Hyderabad, the Auditors of the company retire at the conclusion of the ensuing annual general meeting and are eligible for reappointment.

EMPLOYEES

There are no employees on the rolls of the company whose particulars are required to be disclosed in the report of the Directors pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956.

ACKNOWLEDGEMENTS

The Board of Directors place on record their appreciation of the support extended to the company by the employees and customers of the company and to all the shareholders.

**By Order of the Board
For Bhagyanagar Wood Plast Limited**

**Sd/-
N. Kishan Reddy
Managing Director
Place: Secunderabad
Date: 17th August 2011**

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ANNEXURE TO DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2010-11

	Current Year	Previous Year
A. CONSERVATION OF ENERGY		
<u>Electricity</u>		
Units Purchased	NIL	293223
Total cost (Rupees) gross	NIL	1214892
Rate per unit (Rupees)	NIL	4.00

Energy Conservation measures taken and impact thereof

No substantial investments have been made in this year in this regard.

B. TECHNOLOGY ABSORPTION: Not applicable

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earnings: NIL

Foreign Exchange Outgo: NIL (Previous Year -- NIL)

By Order of the Board
For Bhagyanagar Wood Plast Limited

sd/-

N. Kishan Reddy
Managing Director
Place: Secunderabad
Date: 17th August 2011