

SRI KPR INDUSTRIES LIMITED

(Formerly Bhagyanagar Wood Plast Ltd.)



KPR



25th
ANNUAL REPORT
2012-13

CORPORATE INFORMATION

BOARD OF DIRECTORS

(As on August 19, 2013)

Mr. Kishan Reddy Nalla
Mr. Raja Reddy Gaddam
Mr. Srinath Reddy Nalla
Mr. Krishna Prasad Srinivas
Mr. Naveen Chandra Thammishetty
Mr. Jagadeeshwar Reddy Prodduturi

REGISTERED OFFICE

5th Floor, KPR House,
Sardar Patel Road,
Secunderabad 500 003
Andhra Pradesh, India

AUDITORS

V. Sridhar & Co
Chartered Accountants
Hyderabad

BANKERS

State Bank of India,
Commercial Branch, Koti, Hyderabad

State Bank of Hyderabad,
Commercial Branch, Secunderabad

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of **SRI KPR INDUSTRIES LIMITED** will be held at 10.00 A.M. on 30th day of September, 2013 at Nagarjuna Community Hall, Nagarjuna Nagar, Yellareddyguda, Ameerpet, Hyderabad 500 073, to transact following business;

ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet of the company for the financial year ended March 31, 2013, along with Statement of Profit and Loss and Cash Flow Statement for the period along with the reports of directors and auditors thereon.
2. To declare dividend for the year ended March 31, 2013.
3. To appoint Director in the place of Mr. Jagadeeshwar Reddy Podduturu, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Statutory Auditors and to consider and, if thought fit, to pass the following resolution as Ordinary Resolution;

***RESOLVED THAT** pursuant to Section 224 of the Companies Act, 1956 M/s. V. Sridhar & Co, Chartered Accountants, Hyderabad be and are hereby appointed as the statutory auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and Mr. N.Kishan Reddy, the Managing Director of the company be and is hereby authorized to fix their remuneration in consultation with them."

SPECIAL BUSINESS

5. APPOINTMENT OF MR. VINEEL REDDY NALLA AS DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 257 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the members be and is hereby accorded for appointment of Mr. Vineel Reddy Nalla as director of the Company with immediate effect whose period of office is retire by rotation."

6. APPOINTMENT OF MRS. VINITHA NALLA AS DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 257 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the members be and is hereby accorded for appointment of Ms. Vinitha Nalla as director of the Company with immediate effect whose period of office is retire by rotation."

7. APPOINTMENT OF MR. BHOOPAL REDDY ALETI AS DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 257 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the members be and is hereby accorded for appointment of Mr. Bhoopal Reddy Aleti as director of the Company with immediate effect whose period of office is retire by rotation."

8. APPOINTMENT OF MR. BHOOPAL REDDY ALETI AS WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the members be and is hereby accorded for appointment of Mr. Bhoopal Reddy Aleti as whole time Director of the Company for a period of five years with effect from 01.10.2013 on a remuneration of 2% of net profits of the Company calculated in accordance with the provisions of the Act."

"RESOLVED FURTHER THAT in case of inadequacy of profits during the currency of tenure of Mr. Bhoopal Reddy Aleti he will be entitled for payment of remuneration by way of salary, perquisites and other allowances subject to a limit of Rs. 1,00,000/- P.M. or such other sum as may be entitled from time to time in accordance with the provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956 and in such an event the term of office shall be for a period of three years instead of five years."

"RESOLVED FURTHER THAT board be and is hereby authorized to review and fix monthly salary provided the remuneration payable is within the limits prescribed under the provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956."

**By the Order of the Board
FOR SRI KPR INDUSTRIES LIMITED**

Place: Secunderabad

Sd/-

Date: 19.08.2013

**N. Kishan Reddy
Chairman & Managing Director**

NOTES

1. A member eligible 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.
2. Proxies in order to be effective must be deposited by the company, not less than 48 hours before the commencement of the meeting
3. The Register of Members and Share Transfer books of the company will remain closed from 23.09.2013 to 30.09.2013 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.

4. Members are requested to bring their copies of Annual Report to the meeting along with original attendance slips duly filled.
5. Members are requested to notify any change in their addresses to the share transfer agents i.e. M/s. Karvy Computershare Private Limited. Members whose shareholdings are in D-MAT form are requested to send the information for change of address to their respective depository participant.
6. To avoid entry of un-authorized 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.
7. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circular stating that the service of documents / notices including annual report can be sent by e-mail to its members. To support the same members are requested to register their e-mail addresses with the company.
8. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to Special Business to be transacted at the meeting is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**ITEM NO. 5**

The Board of directors with a view to broad base the Management and pursuant to notice received under section 257 of the Companies Act, 1956 from a member proposing his appointment as director of the Company, propose the appointment of Mr. Vineel Reddy Nalla as director of the company.

Pursuant to Provisions of Section 257 of the Companies Act, 1956 approval of members is required by way of Ordinary Resolution for appointment of person as director of the Company.

The directors recommend the resolution as set out in item no 6 of the notice for your approval.

None of the directors are interested in the aforesaid resolution except the appointee, Mr. Kishan Reddy Nalla and Mr Srinath Reddy Nalla.

ITEM NO. 6

The Board of directors with a view to broad base the Management and pursuant to notice received under section 257 of the Companies Act, 1956 from a member proposing his appointment as director of the Company has proposed for appointment of Mrs. Vinitha Nalla as director of the company.

Pursuant to Provisions of Section 257 of the Companies Act, 1956 approval of members is required by way of Ordinary Resolution for appointment of person as director of the Company.

The directors recommend the resolution as set out in item no 6 of the notice for your approval.

The appointee, Mr. Kishan Reddy Nalla and Mr. Srinath Reddy Nalla are deemed to be interested in the resolution.

ITEM NO. 7 & 8

The merger of Sri Venkateswara Pipes Limited with the company has been approved by the Hon'ble High Court of Andhra Pradesh and the approval has been effect to. Mr. Bhoopal Reddy Aleti has been the Managing Director of Sri Venkateswara Pipes Ltd from its inception and is well experienced in the field of asbestos cement pressure pipes and well versed with the activities of Sri Venkateswara Pipes Ltd (which is since merged with the company).

A notice has been received under section 257 of the Companies Act, 1956 from a member proposing his appointment as director of the Company. The management of the company will be strengthened with his vast experienced and further considering the fact that he has been the Managing Director of Sri Venkateswara Pipes Ltd (a company since merged) it is therefore proposed that he be appointed as the Whole Time Director of the company.

Pursuant to Provisions of Section 257 of the Companies Act, 1956 approval of members is required by way of Ordinary Resolution for appointment of person as director of the Company.

Your directors recommend the resolution as set out in item no 6 of the notice for your approval.

None of the directors are interested in the aforesaid resolution except the appointee.

**By the Order of the Board
FOR SRI KPR INDUSTRIES LIMITED**

Place: Secunderabad

Date: 19.08.2013

Sd/-

N. Kishan Reddy

Chairman & Managing Director

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

1.

PARTICULARS	INFORMATION
Name of the Director	Bhoopal Reddy Aleti
Date of Birth	14-06-1956
Date of Appointment	Presently Proposed
Qualification	B.A.
Job Profile & Responsibilities	Oversee the manufacturing activity of the company
Directorships in other Companies as on 31.03.2013	Nil
No of Shares held in the Company	633620

2.

PARTICULARS	INFORMATION
Name of the Director	Vineel Reddy Nalla
Date of Birth	08-04-1971
Date of Appointment	Presently Proposed
Qualification	M S (Computers) University of Texas, Arlington
Job Profile & Responsibilities	Non-executive Director
Directorships in other Companies as on 31.03.2013	NBOS Technologies Private Limited
No of Shares held in the Company	1890054