



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, SafedPool,
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 30thSeptember, 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



Govt(s).									
(d). Bodies Corp.	0	0	0	0	0	0	0	0	0
(e). Banks	0	0	0	0	0	0	0	0	0
(f). Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	2756035	0	2756035	34.44	24,18,593	0	24,18,593	30.22	-4.22
(2). FOREIGN									
(a). Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b). Other Individual	0	0	0	0	0	0	0	0	0
(c). Bodies Corporates	0	0	0	0	0	0	0	0	0
(d). Banks / FII	0	0	0	0	0	0	0	0	0
(e). Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(f). Any Other Specify	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2756035	0	2756035	34.44	24,18,593	0	24,18,593	30.22	-4.22
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	0	0	0	0	0	0	0		0
(b). Banks / FI	0	0	0	0	0	0	0		0
(c). Central Govt.				0					
(d). State Govt.	0	0	0	0	0	0	0		0
(e). Venture Capital Funds	0	0	0	0	0	0	0		0
(f). Insurance Companies	0	0	0	0	0	0	0		0
(g). FIIs	0	0	0	0	0	0	0		0
(h). Foreign Venture Capital Funds	0	0	0	0	0	0	0		0
(i). Others (specify)	0	0	0	0	0	0	0		0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									



(a). BODIES CORP.									
(i). Indian	1284215	50	1284265	16.05	1284215	50	1284265	16.05	0
(ii). Overseas	0	0	0	0	0	0	0	0	0
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	1524852	120780	1645632	20.56	1524852	120780	1645632	20.56	0
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	2255979	0	2255979	28.19	2593421	0	2593421	32.40	4.22



(c). Other (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	8238	0	8238	0.10	8238	0	8238	0.10	0
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0
Clearing Members	53351	0	53351	0.67	53351	0	53351	0.67	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Boodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	5126635	120830	5247465	65.56	5464077	120830	5584907	69.78	4.22
Total Public Shareholding (B)=(B)(1)+(B)(2)	5126635	120830	5247465	65.56	5464077	120830	5584907	69.78	4.22
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	7882670	120830	8003500	100	7882670	120830	8003500	100	0

(ii) Shareholding of Promoters								
Sl No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2016			Shareholding at the end of the Year 31/03/2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	AMRUT PREMJI SHAH	927341	11.59	0.00	927341	11.59	0.00	
2	JAGDISH . VELAMALA	770000	9.62	9.62	770000	9.62	9.62	
3	MENDA BALAKRISHNA MURTHY	307000	3.84	0.00	59558	3.84	0.00	
4	MENDA . PUSHPALATHA	751694	9.39	8.19	661694	9.39	8.19	



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		VELAMALA JAGDISH	VENKATESWARL U VELAMALA	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,40,000	2,40,000	4,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	60,000	60,000	1,20,000
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- others, specify...	0	0	0
5	Others, please specify	0	0	0
	Total (A)	3,00,000	3,00,000	6,00,000
	Ceiling as per the Act			

B. Remuneration to other directors: Not Applicable

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: Not Applicable

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Not Applicable



Annexure – 2

NOMINATION, REMUNERATION AND EVALUATION POLICY

Purpose:

The primary objective of the Policy is to provide a framework and set standards for the Nomination, Remuneration and Evaluation of the Directors, Key Managerial Personnel and officials comprising the Senior Management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

Accountabilities:

The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel. The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which makes recommendations & nominations to the Board.

Definitions:

A. **Key Managerial Personnel:** Key Managerial Personnel means-

1. Chief Executive Officer or the Managing Director or the Manager;
2. Company Secretary;
3. Whole-time Director;
4. Chief Financial Officer; and
5. Such other officer as may be prescribed.

B. **Senior Management:** Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads.

Objective of the Policy:

As required under the provisions of Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, constituted a Board level committee titled “Nomination and Remuneration Committee” (herein after referred as the Committee) to oversee, inter-alia, matters relating to:

- A. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- B. Formulate the criteria for determining qualifications, positive attributes and independence of a director;
- C. Recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
- D. Carry out Annual performance evaluation of every Director’s performance including that of Independent Directors and
- E. Devise a policy on Board Diversity.



This Policy sets out the framework and guidelines that the said Committee is expected to observe in discharging its functions effectively as contemplated under aforesaid provisions i.e. to oversee process of identifying persons qualified to become directors of the Company, determining their qualifications, positive attributes and independence as well as identifying persons who may be appointed in senior management in accordance with the Company's internal requirements from time to time; in making its recommendations to the Board as to their appointment or removal as the case may be and to carry out evaluation of every director's performance including Independent Directors.

This Policy also contains the remuneration policy relating to the remuneration of the Directors, Key Managerial and Senior Managerial Personnel as well as policy on Board Diversity as recommended by the Committee and approved by the Board.

It is to be noted that framework and guidelines set out hereunder is subject to such periodical reviews and the Committee in consultation with Board of Directors and top management of the Company, may make such alterations as may be required from time to time to meet the exigencies arising out of statutory modifications or otherwise.

POLICY FOR NOMINATION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION:

Nomination Criteria for Directors:

In identifying and recommending the candidature for appointment as Director, the Committee will consider any or all of the following criteria:

1. Ethical standards of integrity and probity, maturity and balance of mind to perform the designated role, ability to bring exercise of independent judgment and judicious thinking, qualification, expertise as strategist, eminence in his field of expertise.
2. Possessing appropriate skills, experience and knowledge in one or more fields of Business including International Business, Strategy and Expansion, Engineering, Medicine, Finance, Law, Management, Sales, Marketing, Administration, Research, Corporate Governance, Technical Operations or other disciplines related to preferably the company's business.
3. Non-disqualified under the applicable provisions of Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force, as the case may be;
4. Ensure that the proposed Director consents to act as Director and can devote his time and energies towards the overall development and betterment of the Company's business.
5. Ensure that the proposed Director discloses his interest and Company's shareholding, if any and the Committee feels that such interest will not affect in discharging his duties towards the Company in pursuance of the said appointment.
6. Ensure that the candidature of the Director will be in line with and promote the objectives enshrined in Company's policy on Board Diversity.

Additional Criteria for Appointment of Independent Directors:



The Committee will consider whether the Director meets the criteria of Independence as well as other attributes as mentioned under the provisions of Section 149 of the Companies Act, 2013 read with applicable rules and Schedule IV thereunder and SEBI (LODR) Regulations, 2015 including any amendments made thereof from time to time.

Nomination Criteria for KMPs / Senior Management Personnel:

The committee will consider:

1. Ethical standards of integrity and probity, maturity and balance of mind to perform the designated role, qualification, expertise and experience.
2. Possessing adequate qualification, expertise and experience as prescribed by the Company for the position he / she is considered for appointment. The Committee for this purpose, if required, will avail the assistance of other top executives of the Company but however, has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. Ensure that the person discloses his interest and the Committee feels that such interest will not affect in discharging his duties towards the Company in pursuance of the said appointment.
4. Ensure that the Company shall not appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who is below the age of Twenty-one years or has attained the age of seventy years without the approval of shareholders by passing a special resolution with proper justification.

Additional Responsibility of the Board:

It is further to be noticed that it is the responsibility of the Board to obtain other relevant and applicable approvals and procedures as laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force and applicable as the case may be.

Term / Tenure, Continuity and Renewal:

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time. The terms of KMPs and other Senior Management employees shall be governed under their respective terms of appointment. As regards the continuity or renewal of appointment of Directors; their resignation and removal, the Committee will make its recommendations to the Board, based on the periodical evaluation process to be done under this document from time to time as well as subject to observation of provisions as contemplated under the Companies Act, 2013 and other applicable laws including listing agreement relating to disqualifications, resignation, removal and retirement. Directors, KMPs and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company respectively. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.



Matters pertaining to Remuneration:

This policy also sets out the following remuneration policy applicable to the remuneration payable to Directors, Key Managerial and other Senior Managerial Personnel and other employees of the Company.

General:

1. The Company's remuneration policy, in general, is driven by the success and performance of the individual employee as well as his expertise in critical areas of operations of the Company.
2. The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel to the Board for their approval and while recommending such remuneration, the Committee will consider, inter-alia, whether
 - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the person of the quality or expertise required to run the company successfully;
 - b) The remuneration is comparable and in proportion to the accepted industry standards;
 - c) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - d) To the extent possible, such remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
3. The remuneration / compensation / commission etc. so recommended shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
4. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Executive Directors.
5. Where if any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
6. Loans, advances and other similar kind of benefits to KMPs, Senior Management Personnel will be governed by Company's relevant policies as applicable to all the employees of the Company read with relevant provisions of all applicable laws in that connection.

Remuneration to Executive Directors, KMPs and Senior Management Personnel:

A. Fixed pay:

The Executive Director/ KMPs shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc., shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and/or Central Government, wherever required. Besides, Managing Director may be eligible for commission such that the total remuneration payable shall not exceed 5% of the net profits for each financial year as determined



under the provisions of the Companies Act, 2013. Remuneration payable to Senior Management Personnel will be governed by their respective terms of appointment.

B. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Directors including Managing Director and Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

C. Provisions for excess remuneration:

If any Executive Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he /she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non-Executive / Independent Directors:

A. Sitting Fee:

The Non- Executive / Independent Directors may receive remuneration by way of fee for attending meetings of Board or Committee thereof. Provided that the amount of such fee shall not exceed such amount per meeting as may be prescribed under the provisions of the Companies Act, 2013 and rules made thereunder (as amended from time to time and approved by the Board).

B. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

Matters pertaining to Evaluation:

The Company conducts its operations under the overall direction of the Board of Directors within the framework laid down by various statutes, more particularly by the Companies Act, 2013; the Articles of Association, listing agreement with stock exchanges, internal code of conduct and policies formulated by the Company for its internal execution. Therefore it is necessary for the company to carry out the evaluation of all the directors on an annual basis. As regards the evaluation process; the scheme of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015 contemplates that:

- a) As required under Section 134(3)(p) of the Companies Act, the manner of formal evaluation made by Board of Directors of its own performance, that of its committees and individual Directors shall be disclosed in Board's Report;
- b) As required under Section 178(2), the Nomination and Remuneration Committee shall carry out evaluation of every Director's performance;
- c) As required under Clause VII of Schedule IV to the Companies Act, 2013; in the separate meeting held by the Independent Directors:
 - i. Performance of the non-independent directors and the Board as a whole shall be reviewed and
 - ii. Performance of the Chairperson of the Company (after taking into account views of Executive and Non-Executive Directors) shall be reviewed.
- d) SEBI (LODR) Regulations, 2015 stipulates that the Nomination & Remuneration Committee shall lay down the evaluation criteria for performance evaluation of Independent Directors and



- e) SEBI (LODR) Regulations, 2015 stipulates that the performance of Independent Directors shall be done by the entire Board.

As regards the evaluation criteria to be followed by Board for its evaluation of Committees and other Directors including Independent Director or Non-Independent Directors, the same are dealt in other documents dealing with respective criteria of evaluations including the Duties, Responsibilities and key functions of Board as contemplated under the Act and SEBI (LODR) Regulations, 2015. In all these cases, be it by Board or by Independent Directors, the evaluation of each Director would be done based on parameters like:

- a) Well informed and understand the Company, its business and the external environment in which it operates;
- b) Prepare well and participate actively in the Board and its committee meetings;
- c) Effectively probe to Test the assumptions; rendering independent and unbiased opinion;
- d) Assertive in holding to their views and resisting pressure from others;
- e) Follow-up on matters about which they have expressed concern;
- f) Strive to attend all meetings of the Board of Directors, Committees and General meetings;
- g) Contributions in development of a Strategy, Business plan or risk management;
- h) Maintenance of good interpersonal and cordial relationship with other Board members, KMPs and Senior Management Personnel;
- i) Diplomatic and convincing way of presenting their views and listening to views of others;
- j) Up-to-date with the latest developments in areas such as the corporate governance framework, financial reporting and in the industry and market conditions etc.,
- k) Adhering to ethical standards, code of conduct of the Company and insider trading guidelines etc.,
- l) Making timely disclosures of their interest and disclosure of non-independence, when it exists;
- m) His/her contribution to enhance overall brand image of the Company.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board will carry out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees of the Board as applicable to the Company. Method of Performance Evaluation will be decided by board from time to time, Such as Questionnaire method, Comparison Method or and other method as may be decided by board. The Committee also follows the same in evaluating each Director of the Company. Further, the Executive Directors will be evaluated on the basis of targets / Criteria given to executive Directors by the board from time to time and Independent Directors would be evaluated by entire Board based on Professional Conduct, Roles, Functions and Duties as



contemplated under Schedule IV of the Act, apart from their evaluation as Directors based on aforesaid criteria. The performance evaluation of the Chairman and the Non Independent Directors will be carried out by the Independent Directors who will also review the performance of the Secretarial Department.

**Annexure-3****SECRETARIAL AUDIT REPORT****SECRETARIAL AUDIT REPORT**

To,
The Members,
Bio Green Papers Limited
Hyderabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bio Green Papers Limited** (hereinafter referred as "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year ended on **31.03.2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2017, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment only. The Company has not made any Overseas Direct Investment and not availed External Commercial Borrowings.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not**



Applicable as the Company has not formulated any such scheme during the Audit Period);

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**(Not Applicable as the Company has not listed any Debt securities with any Stock exchange during the Audit Period);**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations,1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable as the Company has not delisted its equity shares from any Stock exchange during the Audit Period);** and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable as the Company has not bought back any of its securities during the Audit Period);**

(vi) Other laws applicable to the Company as per the representation made by the Management. (Refer Annexure - 1)

We have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with BSE Limited & Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the Secretarial Standards issued by the Company Secretaries of India and the Company has complied with the Secretarial Standards.

We have **not examined** compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review and as per the explanations and clarifications given to us and their presentations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above *except the following*:

- a) *As required under Section.203(1)(ii) of the Companies Act, 2013, the company doesn't have a Company Secretary;*
- b) *There are instances where the Company had failed to file with the Registrar of Companies, the copies of resolutions, documents, forms, intimations as required under of the Companies Act, 2013, details are as below:*
 - *Resolutions prescribed under Section.117(3) of the Companies Act, 2013*
 - *Balance Sheet and Annual Returns;*
- c) *The Company has not paid the Listing fee.*

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.



We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For GMVDR & Associates
Company Secretaries

Place: Hyderabad
Date: 14.08.2017

(G.Mohan)
Proprietor

ACS # 16886 C.P # 5250



Annexure-1

List of applicable laws to the company:

- The Factories Act, 1948
- The Payment of Wages Act, 1936
- The Minimum Wages Act, 1948
- Employees Provident Fund And Misc. Provisions Act, 1952
- Employers State Insurance Act, 1948
- The Payment of Bonus Act, 1965
- The Environment (Protection) Act, 1986
- Electricity Act 2003
- Indian Stamp Act, 1999
- Customs Act
- Negotiable Instrument Act 1881
- Maternity Benefits Act 1961
- Payment of Gratuity Act, 1972
- The Apprentices Act 1961
- Water (Prevention & Control of Pollution) Act 1974 and rules thereunder
- Air (Prevention & Control of Pollution) Act 1981 and rules thereunder
- Industries (Development and Regulation) Act, 1951
- Environment Protection Act, 1986
- The Contract Labour (Regulation and Abolition) Act, 1970
- The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013



Annexure-4

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(I)	The percentage increase in remuneration of each Director, other Key Managerial Personnel (KMP), Ratio of the remuneration of each director to the median remuneration of the employees of the company and the comparison of the remuneration of each KMP against the performance of the Company during the financial year 2016-17 are as under				
	Director's/ KMP/ Manager's Name	Remuneration of Director/KMP for financial year 2016-17	% increase in Remuneration in the Financial Year 2016-17	Ratio to median remuneration	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr.VelamalaJagdish Managing Director	3,00,000/-	Nil	NA	Nil
2	Mr.VenkateswarluVelamala, Executive Director	3,00,000/-	Nil	NA	

Percentage increase in the median remuneration of employees in the financial year 2016-17 compared to 2015-16		2016-17	2015-16	Increase (%)
		Nil	Nil	Nil
Number of permanent employees on the rolls of the company as on 31-03-2017		2		
Average percentile increase in salaries of Employees other than managerial Personnel		2016-17	2015-16	Increase (%)
Percentile increase in the managerial remuneration	MD & WTD	Nil	Nil	Nil
	CFO & CS	Nil	Nil	Nil
Comparison of above		NA		



MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY SCENARIO, STRUCTURE & DEVELOPMENTS:

About Company Introduction

This is only a summary. Investors should read the following summary with the Risk Factors mentioned and the more detailed information about us and our financial statements included elsewhere in this Information Memorandum Summary of Industry. The global pulp and paper industry consists of about 5000 industrial pulp and paper mills, and an equal number of very small companies. The annual global paper and paperboard production was approximately 382.0 million tonnes in 2006. It is expected to increase to 402.0 million tonnes by 2010 and 490.0 million tonnes by 2020. USA is the largest market for paper products and commands high per capita consumption of 260 Kgs. Asia's main markets are China, Japan, India, Malaysia, Singapore and Thailand.

(Source: Websites of global consulting group 'Pyory' and International Council of Forest and Paper Association)

The paper and paperboard industry has witnessed a radical shift in the last decade. Due to the strong economic growth in both China and India, the demand for paper and paperboard is increasing rapidly and they are expected to emerge as an important market for pulp & paper. The share of fast developing Asian markets, excluding Japan, in global consumption has increased to 34% by 2010 from 32% in 2006.

The share of mature markets like North America and Europe would fall to 50% by 2010 from 52% in 2006. It is expected that Asian market would account for 60% of global incremental production during the period 2004-2020.

Indian Paper Industry

The Indian Paper Industry accounts for about 1.6% of the world production of paper and paperboard. The estimated turnover of the industry is Rs 25,000 crore (USD 5.95 billion) approximately and its contribution to the exchequer is around Rs. 2918 crore (USD 0.69 billion). The industry provides employment to more than 0.12 million people directly and 0.34 million people indirectly. The industry was de-licensed effective from July, 1997 by the Government of India; foreign participation is permissible. Most of the paper mills are in existence for a long time and hence present technologies fall in a wide spectrum ranging from oldest to the most modern. The mills use a variety of raw material viz. wood, bamboo, recycled fibre, bagasse, wheat straw, rice husk, etc.; approximately 35% are based on chemical pulp, 44% on recycled fibre and 21% on agro-residues. The geographical spread of the industry as well as market is mainly responsible for regional balance of production and consumption.

With added capacity of approximately 0.8 million tons during 2007-08 the operating capacity of the industry currently stands at 9.3 million tons. During this fiscal year, domestic production of paper and paperboard is estimated to be 7.6 million tons. As per industry guesstimates, over all paper consumption (including newsprint) has now touched 8.86 million tons and per capita consumption is pegged at 8.3 kg.

Demand of paper has been covering around 8% for some time. During the period 2002-07 while newsprint registered a growth of 13%, Writing & Printing, Containerboard, Carton board and others registered growth of 5%, 11%, 9% and 1% respectively. So far, the growth in paper industry has mirrored the growth in GDP and has grown on an average 6-7 per cent over the last few years. India is the fastest growing market for paper globally and it presents an exciting scenario; paper consumption is poised for a big leap forward in sync with the economic growth and is estimated to touch 13.95 million tons by 15-16.



The futuristic view is that growth in paper consumption would be in multiples of GDP and hence an increase in consumption by one kg per capita would lead to an increase in demand of 1million tons. As per industry estimates, paper production are likely to grow at a CAGR of 8.4% while paper consumption will grow at a CAGR of 9% till 2017-18.

The import of pulp & paper products is likely to show a growing trend. Foreign funds interest in the Indian paper sector is growing. IFC, the investment arm of the World Bank is already associated with at least three of the IPMA member mills. The increasing demand for paper brings with it new challenges of economies of scale, efficient usage of resources, need to develop and expand sustainable use of fibre, and value chain management, etc. Despite the fact that the Indian Paper Industry holds its importance to the national economy, unfortunately it stands fragmented. Paper sector is dominated by small and medium size units; number of mills of capacity 50000 tons per annum or more is not more than 25. Less than half a dozen mills account for almost 90% production of newsprint in the country. There is a growing need to modernize the Indian mills, improve productivity and build new capacities.

Demand for Kraft paper

With increased economic activity the demand for paper especially Kraft paper, industrial paper, duplex boards, and corrugating material is too poised for healthy growth. Industrial paper is the highest value segment in the paper industry and accounts for 41% of the total market size.

Kraft paper is usually the brown paper that is commonly used for manufacturing brown bags, cartons, etc.

It is largely used to manufacture corrugated boxes, bags, sacks, etc. However, corrugated boxes account for 85-90 per cent of the total demand for Kraft paper. Demand for Kraft paper depends on the growth in consumer durables, the manufacturing industry, horticulture, FMCG etc. Strong growth in end-user sectors such as pharmaceuticals, horticulture, ready to eat foods, marine products, textiles, consumer durables and other industrial products is expected to result in a buoyant growth for Kraft paper. Duplex boards which are mainly used as primary packaging for various products such as pharmaceuticals, cigarettes, matchboxes, agarbattis, toothpastes and other similar consumer items is witnessing robust demand. Growing agro-based sector, including horticultural products, fresh and canned fruits, etc. This, together with the Government policy to replace wooden crates by containerboard boxes particularly in fresh fruit packaging, will create new demand for corrugated boxes Demand Drivers for Kraft paper Consumption of industrial paper is closely linked to growth in the packaging industry, industrial production and development in packaging technology and substitution by other materials. Following are other important factors contributing to demand growth in industrial paper:-

- a) The growing popularity of ready-to-eat products, liquid products and other perishable products will result in higher demand for attractive and durable packaging, thus increasing demand for Kraft paper and duplex boards.
- b) Branding is a big driver of packaging, as manufacturers try to create identifiable and attractive brands. With more and more consumers opting for branded goods, demand for Kraft paper and duplex boards is expected to remain strong in the future.
- c) With increase in malls, departmental stores and other such modern retail formats, manufacturers use innovative packaging solutions to increase their sales.



d) The fastest-growing end-use segments for duplex boards are foodstuffs, consumer durables, garments, pharmaceuticals, cigarettes and matchsticks. Gradual shift in population from rural to urban as well as change in lifestyle due to improvement in the standard of living, demand for duplex boards is expected to explode.

OVERVIEW

Bio Green Papers Limited is in business of Kraft Paper Production and Duplex Board Production. The Kraft Paper produced by the Company is of 70 GSM to 180 GSM quality range and used to make corrugated boxes, paper tubes, cones, match boxes, shoe boxes and cosmetic containers. The Duplex Board has 150 to 400 GSM range and used for Gift Boxes, Shoes Boxes, Product and Food Packaging and Flat Files.

Product Profile

The line of business in which BGPL is engaged in are manufacturing of Kraft Paper board, Duplex paper board and Bio Fuel plantation.

Kraft Paper:- Manufacturing Process of Kraft & Duplex Board:

Manufacturing process of Kraft & Duplex paper consists of the following stages:

1. Pulping
2. Paper Making
3. Finishing & Storage

PULPING:

The waste paper is so chosen that no deinking process is involved. Waste Paper is fed into the high speed hydra pulper filled with plain water and rotated to form a mass known as water turbulence. The mass is discharged over the wire mash. Water collected is taken away. This will give the paper higher bursting strength.

PAPER MAKING:

Paper can be defined as a sheet or continuous web of fibers. The strength of the paper is obtained by interlacing of fibers. The fibers in water suspension with requisite consistency are allowed to pass over the endless wire from where the drained away and the paper after pressing and drying are reeled. The strength of paper is determined largely by the length, diameter and thickness of wall and flexibility and bonding characteristics of fiber used. The bulk density, porosity, uniformity and other properties are dependent on the inherent qualities of fibers as well as on the treatment given in the process of manufacture. Mixing, Cleaning and Refining are done in this stage. Waste paper pulp is properly mixed in a Beater. Any dust if remaining, is thoroughly removed. This pulp is passed through Vibrating Screen, Centrifugal Cleaner and refined in Disc Refiners.

PAPER FORMING:

The refined slurry, treated with additive chemicals and binding agents is pumped into Head Box of Paper Machine and couched on to the moving moulds which takes it to Press Rolls and paper is formed. The excess water has been squeezed out and paper formed is taken to MG Drier for drying by steam and reeling.



TRIMMING & PACKING:

The dried paper is trimmed in slitter for required width – usually 48” and packed on reels for selling.

Kraft Paper is used in:

- 1) Packaging of Consumer Durables (TV, Fridge/AC/Washing Machine), Oil Packaging, Textile Industries, Yarn Industries, Engineering Goods, Fruits / vegetables / Flowers, Pharmaceutical Companies, Foods & Beverages Companies, Glass Industries, Ceramic Industries, Auto Part, Garment Industries, Cosmetic Industries.
- 2) Tubes & Cones
Cone Tubes for Paper Mills, Core Polly Films/Plastic, and Textile tubes/Yarn Tubes.
- 3) Wrapping Purpose Wrapping of paper rolls/sheets, Wrapping of laminate, Furniture wrapping, Bags Manufacturing. Also to make corrugated boxes, / Match Boxes /Shoe Boxes, etc.

Kraft Paper Range:

GSM	BF	Deckle Size	Cobb	Die. of Reel	Color
70 to 170	14 to 24	2500mm	As per Requirement	48" Max.	As per requirement

Duplex Paper:-

Duplex Paper is generally manufactured by using bleached and unbleached paper together to form duplex paper. One side of the duplex paper will be cleaned and bleached and the other sides are unbleached and rough. In India there are few manufacturers in organic sector. Duplex paper largely used in paper bags like cement bags and paper shopping bags and even also for food packaging industry, Also used for Gift Boxes / Shoe Boxes / Product Packaging Boxes/ Food Packaging/ Flat Files. There is good market growth of paper bags.

Duplex Board Range

GSM	Deckle Size	Cobb
150 to 400	2500mm	As per requirements

Bio Fuel

The Bio-Diesel production involves mainly two steps:

- 1) Extraction of oil from the seeds.
- 2) Conversion of vegetable oil to bio diesel.

The extraction of oil can be done in any suitable oil extraction unit. Commonly used oil extraction units can be used for extraction of oil from Jatropha as well. The second step of conversion of vegetable oil to bio diesel requires chemical processing plant. The operation of this plant requires specific training and this can be done by well trained engineers/ diploma holders/chemists.





HUMAN RESOURCES & INDUSTRIAL RELATIONS

Industrial relations continue to remain peaceful at the manufacturing plant. All the employees are working with the Company for a common objective. Industrial relations of the Company were cordial during the year.

BOARD OF DIRECTORS

The composition of the Board of Directors during the Financial Year 2016- 2017 is as given below:

Sr. No	Name, Designation,	Nationality	Age (years)	Relationship
1	Velamala Jagdish Managing Director	Indian	49Yrs	Promoter Director Elder Brother of (2)
2	Venkateswarlu Velamala Director	Indian	45Yrs	Promoter Director Younger Brother of (1)
3	Mallikarjuna Sarma Guntur Independent Director	Indian	48Yrs	Non-Executive Independent Director
4	Badam Rajender Independent Director	Indian	56Yrs	Non-Executive Independent Director
5	V. Krishnaveni Independent Director	Indian	41Yrs	Non-Executive Independent Director

BRIEF PROFILE OF DIRECTORS:

Mr. Velamala. Jagdish: Indian 49Yrs Independent Director An Engineering Graduate in Mechanical Engineering from Osmania University, Hyderabad. Prior to becoming an entrepreneur Mr. Jagdish, pursued a career with Wartsila India Ltd, Rashtriya Spat Nigam Ltd at Vizag and worked on Engineering Projects with ABB Ltd. More than 22 years of experience in Plant Engineering and considered as the entrepreneur who set up Kraft Paper and Duplex Board facility at lowest capital cost.

Mr. Venkateswarlu Velamala: A Law Graduate from Andhra University and have 15 years of Experience in Project Implementation and administration.

Mr. Mallikarjuna Sarma Guntur: He is a Commerce Graduate had work experience over 18 years in the field of Banking and Finance.

Mr. Badam Rajendar: He is a Science Graduate having 28 years experience in the business of Mining. He is having lot of experience in maintaining Administration activities.



Ms.V. Krishnaveni is a Science Graduate having good experience in quality control management. She is 41 years of age and holds Nil Equity Shares of the Company.



INTEREST OF THE DIRECTORS

Other than their respective shareholding in the Company and re-imburement of expenses incurred and normal remuneration/sitting fee from the Company, the directors of the Company have no other interest in the Company.

RISK AND CONCERN

The risk is always the part and parcel of any business activity. The Company operates in a highly competitive environment that is subject to innovation and varying level of resources available to each player in this segment of business. The common risks inter alia are: Risk to Company Assets and Property, Employees Related Risks, Foreign Currency Risks, Risks associated with Non-Compliance of Statutory enactments, Competition Risks, Operational Risks, Business risk, Technology obsolescence, Investments, Retention of talent and Expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. Immense competition is faced by the company from the international players and unorganized sectors. The Company is constantly reviewing the risk that would impact adversely. Cost of raw material and inflationary pressure also increase the cost of manufacturing, but the availability of raw material from the suppliers at the right time and at the right price has enabled the company to reduce the cost of manufacturing. For Inflationary pressures and its impact the company has taken suitable cost control steps.

The Company's Human Risk is minimal as it enjoys a harmonious industrial relationship in the manufacturing units of the Company. Lack of clarity on future Government policy continues to be an area of major concern for the industry. The exact impact of this cannot be evaluated until the proposed changes are actually introduced and implemented.

CAUTIONARY STATEMENT:

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are "forward -looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, stock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.



CORPORATE GOVERNANCE REPORT

BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Company's philosophy on Corporate Governance is to ensure fairness, transparency, accountability and responsibility to all stakeholders. Your Company believes in a Code of Governance, which fulfills the Motto of "Service to Society through commercial activities." We have implemented a Corporate Governance Code to ensure proper quality, customer satisfaction, prompt payment to suppliers, good employee-employer relationship, legal compliance, proper debt servicing, maximizing value to equity shareholders and responsibility to the nation by timely payment of taxes.

COMPOSITION OF BOARD OF DIRECTORS:

At Bio Green, the Board is at the core of the Corporate Governance practice. Your Company has the optimum combination of experience and expertise of the members on the Board of Directors. Your Company's Board consists of 5 Directors of which 2 Directors are Executive Director and 2 Directors are Non-Executive, Independent Directors and 1 is Non-Executive Women Director. This appropriate composition of the Board of Directors enables in maintaining the independence of the Board and separates its functions of governance and management. The Composition of Board is in conformity with Regulation 17 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and Provisions of Companies Act, 2013. As on 31st March, 2017 Board consists of:

Sr. No.	Name of Director(s)	Category	No. of Board Meeting Attended	Attendance at the AGM held on 30-09-2016	No. of Other Directorships	No. of Membership(s)/ Chairmanship(s) of Board Committees in other Companies as on 31/03/2017	
						Chairman	Member
1.	VELAMALA JAGDISH (DIN: 00055303)	MD	4	Yes	3	0	0
2.	VENKATESWARLU VELA MALA (DIN: 02495420)	ED	4	Yes	1	0	0
3.	MALLIKARJUNA SARMA (DIN: 03608030)	NED (I)	4	Yes	0	0	0
4.	BADAM RAJENDER (DIN: 05272390)	NED (I)	4	Yes	0	0	0
5.	Ms. V. Krishnaveni (DIN: 0714181)	NED	4	No	0	0	0

(MD: Managing Director, ED: Executive Director, NED: Non-Executive Director, I: Independent Director)

During the financial year 2016-17, 4 (four) meetings of the Board of Directors were held and the maximum time gap between two meetings did not exceed one hundred and twenty days. The Board meets at least once in each quarter to review the quarterly financial results and other items on the Agenda. Additional meetings are held whenever necessary. The dates of the Board meetings are 30th May, 2016, 12th August, 2016, 14th November, 2016 and 14th February 2017.

All the Directors have periodically and regularly informed the Company about their Directorship and Membership on the Board/Committees of the Board of other companies. As per the disclosure



received, none of the Directors of your Company hold memberships/Chairmanships more than the prescribed limits across all companies in which he/she is a Director.

During the year, information as mentioned in Schedule II Part A of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 has been placed before the Board for its consideration.

The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company.

AUDIT COMMITTEE:

- **Composition of Audit Committee**

Sr. No.	Name	Category	Designation	No. of Meetings held	No. of Meetings attended
1	MALLIKARJUNA SARMA (DIN: 03608030)	NED (I)	Chairman	4	4
2	MS. V. KRISHNAVENI (DIN: 0714181)	NED	Member	4	4
3	BADAM RAJENDER (DIN: 05272390)	NED (I)	Member	4	4

Date(s) on which meeting(s) were held - 30th May, 2016, 12th August, 2016, 14th November, 2016 and 14th February 2017.

All the recommendations made by the Audit Committee during the year were accepted by the Board.

All the recommendations made by the Audit Committee during the year were accepted by the Board. The Audit Committee is empowered, pursuant to its terms of reference and its role, *inter alia*, includes the following:

1. Overseeing your Company's Financial Reporting process and the disclosure of its information to ensure that the financial statements are correct, sufficient and credible;
2. Reviewing with the management quarterly, half-yearly, nine-months and annual financial statements, standalone as well as consolidated before submission to the Board for approval;
3. Reviewing the Management Discussion and Analysis of the financial condition and results of operations;
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report as per Sec 134(3)(c) of the Companies Act 2013;



- b. Changes in the accounting policies and practices and the reasons for the same, major accounting entries involving estimates based on the exercise of judgments by management and significant adjustments made in the financial statements arising out of audit findings;
 - c. Compliance with the Listing Regulations and other legal requirements relating to financial statements.
 - d. Disclosure of any related party transactions; and
 - e. Qualifications in the draft audit report, if any.
5. Reviewing the financial statements of unlisted subsidiary company and investments made by the unlisted subsidiary companies.
 6. Reviewing and considering the following with respect to appointment of auditors before recommending to Board:
 - a. Qualifications and experience of the individual/firm proposed to be considered for appointment as auditors;
 - b. Whether such qualifications and experience are commensurate with the size and requirements of the company; and
 - c. Giving due regard to any order or pending proceedings relating to professional matters of conduct against the proposed auditor before the Institute of Chartered Accountants of India or any competent authority or any court.
 7. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of Statutory Auditors, fixing audit fees and approving payments of any other service;
 8. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 9. Reviewing and approving quarterly and yearly management representation letters to the Statutory auditors;
 10. Reviewing management letters/letters of internal control weakness issued by the statutory auditors and ensuring suitable follow-up thereon;
 11. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit and process;
 12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;



13. Reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor of the Company;
 14. Formulating in consultation with the Internal Auditor, the scope, functioning, periodicity and methodology for conducting the internal audit;
 15. Evaluating the internal financial controls and risk management policies system of the company.
 16. Discussion with the internal auditors on internal audit reports relating to internal control weakness and any other significant findings and follow-up thereon;
 17. Reviewing the internal investigations by the internal auditors in to matters where there is a suspected fraud or irregularity of failure of internal control systems of a material nature and reporting the matter to the Board;
 18. Review and comment upon the report made by the statutory auditors (before submission to the Central Government) with regard to any offence involving fraud committed against the company by its officers/employees;
 19. Approval or subsequent modification of transactions of the Company with related parties including appointment and revision in remuneration of related parties to an office or place of profit in the Company, its subsidiary company or associate company;
 20. Reviewing the statements of significant related party transactions submitted by the management;
 21. Reviewing and Scrutinizing the inter-corporate loans and investments;
 22. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy. Overseeing the functioning of the same.
 23. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
 24. Approving the auditors (appointed under the Companies Act, 2013) to render any service other than consulting and specialized services;
 25. Review and approve, policy on materiality of related party transactions and also dealing with related party transactions; and
 26. Any other matter referred to by the Board of Directors.
- Detailed terms of reference are also placed on the website of the company at (<http://www.biogreenpapers.com>)

NOMINATION AND REMUNERATION COMMITTEE:

- **Composition of Nomination And Remuneration Committee:**
-



Sr. No.	Name	Category	Designation	No. of Meetings held	No. of Meetings attended
1	MALLIKARJUNA SARMA (DIN: 03608030)	NED (I)	Chairman	0	0
2	MS. V. KRISHNAVENI (DIN: 0714181)	NED	Member	0	0
3	BADAM RAJENDER (DIN: 05272390)	NED (I)	Member	0	0

Ms. V. Krishnaveni (DIN: 0714181) was appointed as the member of the Committee. Accordingly the Audit Committee was re-constituted.

The Nomination and Remuneration Committee is empowered with the following terms of reference and responsibilities in accordance with the provisions of law and the Nomination and Remuneration policy:

1. Formulate a criteria for determining qualifications, positive attributes and independence of a director;
2. Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
3. Devise a policy on Board Diversity;
4. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
5. Carry out the evaluation of every director's performance and formulate criteria for evaluation of Independent Directors on the basis of the report of performance evaluation of Independent Directors;
6. Reviewing and recommending to the Board, the remuneration payable to Directors of your Company; and
7. Undertake any other matters as the Board may decide from time to time.

Detailed terms of reference are also placed on the website of the company at (<http://www.biogreenpapers.com>)

The Nomination and remuneration policy provides for appropriate composition of Executive, Non-Executive and Independent Director on the Board of Directors of your company along with criteria for appointment and remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section 3 of Section 178 of the Companies Act, 2013. The remuneration paid to directors is as per the terms laid out in the Nomination and Remuneration policy of your company.



- **Policy For Selection And Appointment of Directors and their Remuneration:**
Policy on Nomination, Remuneration and Evaluation has been annexed to the Board Report.

Details of Remuneration paid to Executive Directors are given below:

Name of the Director	Designation	Salary for the year ended 31/03/2017 (in Rs.)
VELAMALA JAGDISH (DIN: 00055303)	Managing Director	3,00,000/-
VENKATESWARLU VELAMALA (DIN: 02495420)	Executive Director	3,00,000/-

No sitting fees were paid to Directors for the Financial Year 2016-17. The remuneration package of Executive Directors includes only salary which is a fixed component. There are no performance linked incentives. As per the agreement entered between the Company and the Executive Directors as mentioned above, term of appointment is three years from the date of appointment. The notice period is of 3 months before the date on which the termination shall come in to effect. Severance fees are not applicable. No stock option has been issued.

The Nomination and Remuneration Committee reviews the performance of the senior management of your company. The Committee ensures that remuneration to the Key Managerial Personnel and Senior Management involves a balance between fixed pay and long term performance objectives appropriate to the working of your Company and its goals.



STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition Of Stakeholders Relationship Committee:

Sr. No.	Name	Category	Designation	No. of Meetings held	No. of Meetings attended
1	MALLIKARJUNA SARMA (DIN: 03608030)	NED (I)	Chairman	4	4
2	MS. V. KRISHNAVENI (DIN: 0714181)	NED	Member	4	4
3	BADAM RAJENDER (DIN: 05272390)	NED (I)	Member	4	4

Date(s) on which meeting(s) were held - 30th May, 2016, 12th August, 2016, 14th November, 2016 and 14th February 2017.

Ms. V. Krishnaveni(DIN: 0714181) was appointed as the member of the Committee. Accordingly the Audit Committee was re-constituted.

The terms of reference of the Committee are:

- Transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- Issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- Issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- Issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- To grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- To issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- To approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- To authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- Monitoring expeditious redressal of investors / stakeholders grievances;
- All other matters incidental or related to shares, debenture

COMPLIANCE OFFICER:

During the year under review Company did not appointed any Company Secretary as Compliance officer; however company was in the search of Qualified Company Secretary.

NUMBER OF SHAREHOLDERS' COMPLAINTS RECEIVED SO FAR:

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:



Type of Complaints	Number of Complaints
Non-Receipt of Annual Report	Nil
Non-Receipt of Dividend warrants	Nil

As on March 31, 2017 no complaints were outstanding.

VIGIL MECHANISM:

The Company has adopted the Whistle Blower Policy for Directors and employees to report concerns about suspected violation of any law that applies to the Company, Company's Code of Conduct and Ethics. The Whistle Blower Policy is appended to Board's Report.

RISK MANAGEMENT:

Disclosure under Risk Management has been given in the Directors Report. Policy on Risk Management has been placed on the website of the Company at (<http://www.biogreenpapers.com>).

INDEPENDENT DIRECTORS' MEETING:

During the year under review, the Independent Directors met on March 24, 2016, inter alia to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Your Company has in place a policy to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the Company operates, business model of the company, etc., through various programs. They are updated on all business related issues and new initiatives. They are also informed of the important policies of your Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading. The details of such familiarization programs are disclosed in the website of the Company.

COMPLIANCE WITH ACCOUNTING STANDARDS:

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

GENERAL BODY MEETINGS

Financial Year	Date of Meetings	Whether Special Resolution passed	Time	Venue
2013-2014	30.09.2014	Yes	10.00 A.M	Swagath Grand Hotel, Alkapuri Cross Roads, Hyderabad
2014-2015	30.09.2015	No	10.00 A.M.	
2015-2016	30.09.2016	No	10.00 A.M.	



The following are the particulars of Special Resolution passed in the previous Annual General Meetings:

Date	Particulars
30.09.2014	i) Adoption of new set of Article of Association of the Company

Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large:

During the period under review, the Company had not entered into any material transaction with any of its related parties. None of the transactions with any of related parties were in conflict with the Company's interest.

All related party transactions are negotiated on an arm's length basis, and are intended to further the Company's interests.

Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

Details	Date of Correspondence	Penalty Amount (Rs.)
Clause 35 of Listing Agreement (Shareholding Pattern for the period ended 30th June 2015)	August 17, 2015	1,18,606/-

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has complied with all the mandatory requirements of Regulation 27 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015. The Company is yet to adopt the non-mandatory requirements of Regulation 27 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015.

Registrar and Transfer Agents:

M/s. Sharex Dynamics (India) Pvt Ltd., Unit No. 1, Luthra Ind. Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai - 400 072

Share Transfer System:

Stakeholder Relationship Committee constituted by the Board considers and approves all physical form shares related issues, transfers, transmission, transposition, remat of shares, deletion of name of deceased shareholder(s) from share certificates, issue of duplicate/ renewed/subdivided/ consolidated/replaced share certificate(s) etc. The transfer formalities are attended to on fortnightly basis by the nominated Registrars & Share Transfer Agents.



Means of Communication

Quarterly Results	The quarterly results of the Company are published in accordance with the requirement of the Listing Agreement with the stock Exchange
Newspapers wherein results normally published	Quarterly results of the Company are published in English Financial Chronicle / Business Standard and Regional Edition Andhra Bhoomi / Nava Telangana newspapers respectively.
Website	www.biogreenpapers.com In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, stock quotes, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company
Stock Exchange	Your Company makes timely disclosures of necessary information to BSE Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI <u>BSE Corporate Compliance & the Listing Centre</u> BSE Listing is a web-based application designed by BSE for Corporate. All periodical compliance filings, inter alia, shareholding pattern, Corporate Governance Report, corporate announcements, amongst others are in accordance with the Listing Regulations filed electronically.
Whether it also displays official news releases	N.A.
Annual Report	Annual Reports are sent to each shareholder at their address registered or on their e-mail address registered with the Company/R&TA/Depositories. Corporate Governance Certificate, as required under Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the Stock Exchanges for the period 1 st April, 2016 to 30 th November, 2016 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1 st December, 2016 to 31 st March, 2017, obtained from Auditors of the Company and Management Discussion & Analysis Report are attached to this report.
The presentations made to institutional investors or to the analysts	N.A.



General Shareholder information:

AGM Date	: 29 th December, 2017
Time	: 10.00 A.M
Venue	: Hotel Swagath Grand, CSR Complex, Alkapuri X Road, Nagole, Hyderabad- 500068
Financial Year	: April 1, 2016 to March 31, 2017
Book Closure Date	: 24 th December, 2017 to 29 th December, 2017 (Both Days Inclusive)
Dividend	: not declared for financial year 2016-17
Listing of Stock Exchanges	: Bombay Stock Exchange Ltd.
Stock Code	: BSE – 534535
Demat ISIN No.	: INE958L01018

Listing fees have been paid to Bombay Stock Exchange Ltd and National Stock Exchange Ltd., for the Financial Year 2016-17

Market Price Data

BSE LIMITED				
Month	High Price	Low Price	No. of Shares	Total Turnover (Rs.)
Apr-16	1.47	1.11	279427	366576
May-16	1.91	1.45	8229	14327
Jun-16	1.98	1.31	52844	96495
Jul-16	2.67	1.88	65863	140587
Aug-16	2.84	2.36	13337	35190
Sep-16	2.74	2.33	24366	61427
Oct-16	2.29	1.76	38974	80331
Nov-16	2.08	1.78	28336	54716
Dec-16	2.29	1.75	26572	51380
Jan-17	1.99	1.71	17638	31810
Feb-17	2.77	1.99	8037	18402
Mar-17	2.80	2.70	20560	55817



Shareholding Pattern: Shareholding Pattern as on 31st March, 2017

Category	No. of Shares held	% of Holding
A. PROMOTER'S HOLDING		
1 Promoters		
Indian Promoters	2418593	30.22
Foreign Promoters	-	-
2 Person acting in Concert	-	-
Sub Total (A)	2418593	30.22
B. NON PROMOTER'S HOLDING		
1 Institutional Investors		
a Mutual Funds and UTI	-	-
b Banks, Insurance Companies, Financial Institutions, Central/State Govt. Inst/Non Govt. Inst	-	-
c Foreign Institutional Investors	-	-
Sub Total (B 1)	-	-
2. OTHERS		
a Corporate Bodies	1181310	14.76
b Indian Public	4346149	54.30
c NRI's / OCB's	11238	0.14
d Any Other: Clearing Member	46207	0.58
Sub Total (B 2)	5247465	65.56
GRAND TOTAL (A)+(B 1)+(B 2)	8003500	100

Distribution of Shareholding as on 31st March, 2017

No. of Equity shares held	No. of Share Holders	% of total Shareholders	No. of Shares held	% of Total Share Capital
Upto 5000	2129	2.70	1269859	5.77
5001-10000	61	94.08	461418	15.87
10001-20000	31	1.37	451656	5.64
20001-30000	8	0.35	192957	2.41
30001-40000	4	0.18	151731	1.90
40001-50000	9	0.40	448130	5.60
50001-100000	12	0.53	782214	9.77
100000-ABOVE	9	0.40	4245535	53.05
Total	2263	100.00	8003500	100.00

As on 31st March 2017, out of 8003500 shares issued 7882670 Equity Shares (98.49%) of total equity capital) were held in dematerialized form.



Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:

The Company has not issued any ADRs or GDRs.

Address of correspondence:

Enquiries, if any relating to shareholder accounting records, share transfers, transmission of shares, change of address / bank mandate details for physical shares, receipt of dividend warrant, loss of share certificates etc., should be addressed to:

M/s Sharex Dynamic (India) Pvt.Ltd,

Address: Unit No. 1, Luthra Ind. Premises,
Andheri-Kurla Road,
Safed Pool, Andheri (East),
Mumbai- 400 072

Tel Nos : 022-28515606, 28515644

Fax No. : 022-28512885

E-mail : sharexindia@vsnl.com

(OR) directly to the Company to:

The Managing Director

Bio Green Papers Ltd.

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

Tel Nos.: 040-69998603

Fax Nos.: 040-69998603

E-mail.: biogreenpaperslimited@gmail.com

CODE OF CONDUCT:

The Board of Directors of the Company has laid down the code of conduct for all the Board Members and the Senior Management of the Company and the same has been posted on the website of the Company; www.biogreenpapers.com, in the compliance with the provisions of Listing Agreement with the Stock Exchanges.

All the Board Members and Senior Management Personnel of the Company have affirmed compliance with the applicable code of conduct for the year ended 31st March, 2017. The declaration from Mr. Velamala Jagdish, Managing Director, regarding the affirmation of the compliance for the year ended 31st March, 2017, is enclosed and forms part of this report.

OTHER REQUIREMENTS:

The Company is yet to adopt the non-mandatory requirements like sending of half-yearly declaration of financial performance including summary of the significant events in last six-months, unqualified financial statements. The Board is taking guidance from Non-Mandatory requirement as mentioned in Corporate Governance. It is always an endeavour of the Board to implement the suggestion of the non-mandatory requirement.



CEO/CFO CERTIFICATION

To,
The Board of Directors
Bio Green Papers Limited

We hereby certify that on the basis of the review of the financial statements and the cash flow statement for the financial year ended 31st March, 2017 and that to the best of our knowledge and belief:

- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

We hereby certify that, to the best of our knowledge and belief, no transactions entered into by the Company during the year by the Company are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

- 1) Significant changes in internal control over financial reporting during the year;
- 2) Significant changes in accounting policies during the year and that the same has been disclosed in the notes to financial statement; and
- 3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For **BIO GREEN PAPERS LIMITED**

Velamala Jagdish
Managing Director

Place: Hyderabad

Date: 14/08/2017



DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March 2017.

For **BIO GREEN PAPERS LIMITED**

Place: Hyderabad
Date: 14th August 2017

Velamala Jagdish
Managing Director



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members,

M/s. BIO GREEN PAPERS LIMITED

We have examined the compliance of conditions of Corporate Governance by M/s. BIO GREEN PAPERS LIMITED for the year ended 31st March 2017, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to procedures and implementations thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that no investor grievances were pending for a period exceeding one month against the Company as per the records maintained by the Shareholders / Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

As per attached report of even date

For DM Rao & Co

Chartered Accountants

MADHUSUDHAN RAO . D

Partner

Membership No. 028434

Place:-Hyderabad

Date: 30-05-2017



AUDITOR'S REPORT

D.M.RAO & CO

Chartered Accountants

914, RaghavaRatna Towers, Chiragali Lane, Abids, Hyderabad – 500 001.

To the Members of

BIO GREEN PAPERS LIMITED

Report on the Financial Statements:

2. We have audited the accompanying financial statements of M/s. BIO GREEN PAPERS LIMITED “the Company”, which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash flow statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements:

3. The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (‘the act’) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility:

4. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are



appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion:

7. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016; and
 - (b) In the case of the Profit and Loss Account, of the Profit for the year ended on that date
 - (c) In the case of the Cash Flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

8. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
9. As requires section 143(3) of the Act, we further report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the applicable Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014
 - e. on the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act
 - f. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:



- i) The Company does not have any pending litigations which would impact its financial position except as mentioned in CARO.
- ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
- iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

For D.M.RAO & CO
Chartered Accountants

(D. MadhusudanaRao)
Partner
Membership No. 028434
Date: 30/05/2017
Place:-Hyderabad



D.M.RAO & CO

Chartered Accountants

914, RAGHAVA RATNA TOWERS, CHIRAGALI LANE, ABIDS, HYDERABAD - 500 001.

ANNEXURE REFERRED TO IN PARAGRAPH 7 OF THE AUDITOR'S REPORT ON THE ACCOUNTS
OF

BIO GREEN PAPERS LIMITED FOR THE YEAR ENDING 31ST MARCH 2017.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- I. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
(b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies between the book records and the physical inventory have been noticed on such verification.
(c) The Company has not disposed off substantial part of the Fixed Assets.
- II. (a) The Inventory has been physically verified during the year and in our opinion, the frequency of verifications is reasonable
(b) In our opinion, the procedures of the physical verification of inventory followed by the Management are reasonable and adequate in relation of the size of the Company and the nature of its business. However company need to take some more procedures to improve inventory controls.
(c) The Company is maintaining proper records of inventory and as explained to us, there was no material discrepancies noticed on such verification of stocks as compared to book records.
- III. (a) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
(b) The question of, whether reasonable steps have been taken by the company for recovery of the principal and interest does not arise.
(c) As no loans are granted by company, the clause of receipt of interest & principal amount from parties is not applicable to the company.
- IV. In our opinion and according to the information and explanations given to us, there are sufficient adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for sale of goods and services. There is no continuing failure by the company to correct any major weaknesses in internal control.



- V. (a) The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
- (b) According to the information and explanations given to us, as no such contracts or arrangements made by the company, the applicability of the clause of charging the reasonable price having regards to the prevailing market prices at the relevant time does not arise.
- VI. The Company has not accepted any deposits from the public and hence the applicability of the clause of directives issued by the Reserve Bank of India and provisions of section 58A, 58AA or any other relevant provisions of the Act and the rules framed there under does not arise. As per information and explanations given to us the order from the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal has not been received by the Company.
- VII. The Company has a formal system of Internal Audit, but there are adequate checks & controls at All levels established by the Management.
- VIII. As informed to us, the Central Government has prescribed maintenance of cost records under subsection (1) of Section 148 of the Act (Cost Audit not yet completed by till date)
- IX. (a) According to the information and explanations given to us , the statutory dues in respect of PF, ESI Income Tax and other applicable statutory payments are paying regular, and any other statutory dues as at the end of the period, for a period more than six months from the date they became payable.
- X. The Company has no accumulated losses at the end of the financial year and the company has not incurred cash losses in this financial year and the immediately preceding financial year.
- XI. On the basis of the information and explanation given to us, Company become NPA with State Bank of India with an outstanding amount of Rs. 2.70 Crores.
- XII. According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities and hence the applicability of the clause regarding maintenance of adequate documents in respect of loans does not arise.
- XIII.** This clause is not applicable to this Company as the Company is not covered by the provisions of special statute applicable to Chit Fund in respect of Nidhi/Mutual Benefit Fund/Societies.
- XIV. According to the information and explanations and management letter given to us, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions, and hence the applicability of this clause regarding terms and conditions which are prejudicial to the interest of the company does not arise.
- XV. As per the management representation received by us, the term loans obtained by the Company were applied for purpose for which such loans were obtained by the Company.
- XVI. As per the management representation received by us, no funds are raised by the Company on short-term basis. Hence, the clause of short term funds being used for long-term investment does not arise.
- XVII. According to the information and explanations given to us, during the year the company does not have any debentures and hence the applicability of the clause regarding the creation of



security or charge in respect of debentures issued does not arise.

XVIII. According to information and explanations given to us, the company has not raised money by way of public issues during the year; hence the clause regarding the disclosure by the management on the end use of money raised by Public Issue is not applicable.

XIX. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year under audit.

For D.M.RAO & CO
Chartered Accountants

(D. MadhusudanaRao)
Partner
Membership No. 028434
Date: 30/05/2017
Place:-Hyderabad.