

BHAGYANAGAR WOOD PLAST LIMITED

BOARD OF DIRECTORS (As on August 17, 2011)

Sri. N. Kishan Reddy	<i>Chairman and Managing Director</i>
Sri. N. Srinath Reddy	<i>Whole Time Director</i>
Sri. G .Raja Reddy	<i>Director</i>
Sri. T. Naveena Chandra	<i>Independent Director</i>
Sri. S. Krishna Prasad	<i>Independent Director</i>
Sri. P. Jagadeeshwar Reddy	<i>Independent Director</i>

AUDITORS

V.Sridhar & Co.,
Chartered Accountants,
A/78, Geeta Aparments, Santoshnagar,
Mehidipatnam,
Hyderabad 500 028

BANKERS

State Bank of Hyderabad
Commercial Branch,
Sardar Patel Road,
Secunderabad – 500 003.

REGISTERED OFFICE

Vth Floor, KPR House,
Sadar Patel Road,
Secunderabad 500 003.

BHAGYANAGAR WOOD PLAST LIMITED

M/s. Bhagyanagar Wood Plast Limited

Registered Office: 5th Floor, K.P.R. House, Sardar Patel Road, Secunderabad, Andhra Pradesh – 500 003

NOTICE

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

ORDINARY BUSINESS:

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

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

SPECIAL BUSINESS:

5. INCREASE OF AUTHORISED CAPITAL

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

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

only) each and the new shares shall rank Pari Passu with the existing shares in all respects.”

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

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

“RESOLVED THAT pursuant to the provisions of Section 16 and Section 31 of The Companies Act, 1956, the Capital Clause in Clause V of the Memorandum of Association and the Article 3 of Articles of Association of the Company be and is hereby altered for increase in Authorised Capital as Under:

Memorandum of Association

Clause V:

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

Articles of Association:

Article 3:

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

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

7. CHANGE OF NAME OF THE COMPANY

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

BHAGYANAGAR WOOD PLAST LIMITED

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

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

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

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

**By Order of the Board
For M/S Bhagyanagar Wood Plast Limited**

Place: Secunderabad
Date: 17th August, 2011

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

Notes:

1. A member entitled to attend and to vote at the meeting is entitled to appoint a proxy and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company, not less than 48 hours before the commencement of the meeting.
2. The Register of Members and share transfer books of the Company will remain closed from 22nd September, 2011 to 24th September, 2011 (both days inclusive)
3. Members are requested to notify any change in their addresses to the share transfer M/s Sathguru Management Consultants Pvt. Ltd. Members whose shareholdings are in DEMAT form are requested to send the information for change of address to their respective depository participant.
4. To avoid entry of un-authorised persons into the meeting premises, the signature of the members shall be verified with the specimen signature recorded with the Company at the entrance of the venue. Inconvenience to members in this regard is highly regretted. The members are advised to carry their folio number with them.
5. In furtherance of its 'Green Initiative in the Corporate Governance' the Ministry has issued clarification to enable the Corporates send copies of Balance Sheets and Auditors Report etc., to the members of the company as required under section 219 of the Companies Act, 1956 through electronic mode after fulfilling certain basic conditions being:-
 - Grant of advance opportunity to members to register and change their e-mail id with the company from time to time
 - Complete display of documents on company website and the advertisement to such to be issued in Advertisement
 - In case any member has not registered his mail id, procedure specified u/s 53 to be followed for sending documents.
 - Physical copies to be made available to members insisting for the same.

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

ITEM# 5 & 6:

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

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

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

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

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

ITEM# 7:

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

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

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

BHAGYANAGAR WOOD PLAST LIMITED

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

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

**By Order of the Board
For M/S Bhagyanagar Wood Plast Limited**

Place: Secunderabad
Date: 17th August, 2011

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

BHAGYANAGAR WOOD PLAST LIMITED

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

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

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

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

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

By Order of the Board
For M/S Bhagyanagar Wood Plast Limited

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

BHAGYANAGAR WOOD PLAST LIMITED

DIRECTORS' REPORT

To
The Members of Bhagyanagar Wood Plast Limited (BWPL)
Secunderabad.

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

FINANCIAL RESULTS AND PERFORMANCE

The performance of the company is summarised as under;

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

DIVIDEND

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

MANAGEMENT DISCUSSION, ANALYSIS AND OPERATIONS

OPERATIONS OF 2010-11 AND FUTURE OUTLOOK

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

BHAGYANAGAR WOOD PLAST LIMITED

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

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

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

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

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

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

DISCLOSURE

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

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

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

BHAGYANAGAR WOOD PLAST LIMITED

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

DIRECTORS

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

REPORT ON CORPORATE GOVERNANCE

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

AUDITORS

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

EMPLOYEES

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

ACKNOWLEDGEMENTS

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

**By Order of the Board
For M/S Bhagyanagar Wood Plast Limited**

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

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

	Current Year	Previous Year
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A. CONSERVATION OF ENERGY*Electricity*

Units Purchased	NIL	293223
Total cost (Rupees) gross	NIL	1214892
Rate per unit (Rupees)	NIL	4.00

Energy Conservation measures taken and impact thereof

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

B. TECHNOLOGY ABSORPTION: Not applicable**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange Earnings: NIL

Foreign Exchange Outgo: **NIL** (Previous Year – NIL)

By Order of the Board
For M/S Bhagyanagar Wood Plast Limited

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

CORPORATE GOVERNANCE REPORT**BWPL'S CORPORATE GOVERNANCE PHILOSOPHY**

BWPL is committed to good corporate governance. The company has always focused on good corporate governance, which is a key driver of sustainable corporate growth and powerful medium to serve the long term value creation. Corporate governance strengthen investors trust and ensure a long term partnership, and to protect the interest of other stakeholders by way of transparency, accuracy and accountability.

BOARD OF DIRECTORS

Sri N. Kishan Reddy is Chairman of the Board of Directors of the company.

The composition of the Board of Directors and other details required in this regard are as under.

Sl. No	Name of Director	Category	No of Other Directorships	Membership in Other committees
1.	Sri. N. Kishan Reddy	Chairman & Managing Director	3	3
2.	Sri. N. Srinath Reddy	WholeTime Director	2	Nil
3.	Sri G. Raja Reddy	Non – Executive Director	2	2
4.	Sri. T. Naveena Chandra	Independent Non – Executive Director	4	1
5.	Sri S. Krishna Prasad	Independent Non – Executive Director.	Nil	2
6.	Sri. P. Jagadeeshwar Reddy	Independent Non-Executive Director	Nil	Nil

Note:

- An Independent Director is a director who apart from receiving directors remuneration, does not have any material pecuniary relationship or transactions with the company, its promoters or its management or its subsidiaries, which in the judgment of the Board may affect their independence of judgment.
- Number of directorships include directorships held in public limited companies and subsidiaries of public limited companies and excludes directorships held in private limited companies and overseas companies.

BHAGYANAGAR WOOD PLAST LIMITED**ATTENDANCE OF DIRECTORS AT BOARD MEETING AND ANNUAL GENERAL MEETINGS**

The Board of Directors of the company met 4 times during financial year on 31-05-2010, 21-08-2010, 30-10-2010 and 31-01-2011

DIRECTORS ATTENDANCE IN BOARD AND ANNUAL GENERAL MEETING

Name of the Director	No. of Board meetings held	No. of Board Meetings attended	Attendance at the last Annual General Meeting
Sri.N.Kishan Reddy	4	4	Yes
Sri.G.Raja Reddy	4	4	Yes
Sri.N.Srinath Reddy	4	4	Yes
Sri.T.Naveena Chandra	4	4	Yes
Sri.S.Krishna Prasad	4	4	Yes
Sri.P.Jagadeeshwar Reddy	4	4	Yes

REMUNERATION OF DIRECTORS

Details of Remuneration paid/payable to directors

Director	Relationship With other Director of the Company	Loans from the Company	Sitting fees	Salary and perks	Commis-ssion	Total
Sri.N.Kishan Reddy	Father-In-Law To Sri N. Srinath Reddy	NIL	NIL	NIL	NIL	NIL
Sri.G.Raja Reddy	NONE	NIL	3,000	NIL	NIL	3,000
Sri.N.Srinath Reddy	Son-In-Law to Sri. N. Kishan Reddy	NIL	NIL	NIL	NIL	NIL
Sri.T.Naveena Chandra	NONE	NIL	4,500	NIL	NIL	4,500
Sri.S.Krishna Prasad	NONE	NIL	4,000	NIL	NIL	4,000
Sri.P.Jagadeeshwar Reddy	NONE	NIL	2,500	NIL	NIL	2,500

AUDIT COMMITTEE

The committee met 4 times during the year 2010-11 on the following dates 31-05-2010, 21-08-2010, 30-10-2010 and 31-01-2011

The constitution of the committee and the attendance of each member of the said committee are as under.

Name of the Director	Designation	No of meetings held	No of meetings Attended
T. Naveen Chandra	Chairman	4	4
Sri.G.Raja Reddy	Member	4	4
Sri.S.Krishna Prasad	Member	4	4

The terms of reference off the Audit Committee include the following:

1. To review the quarterly, half-yearly and annual financial results of the Company before Submission to the Board.
2. To oversee the financial reporting process and disclosure of its financial information and to ensure that the financial statements are correct, sufficient and credible.
3. To hold periodic discussions with the statutory auditors and internal auditors of the Company Concerning the accounts of the company, internal control systems, scope of audit and observations of the auditors/internal auditors.
4. To make recommendations to the Board on any matter relating to the financial management of the Company, including the audit report.
5. To recommend the appointment and removal of external auditor, fixation of audit fee and also approval of fee for any other services by the auditors.
6. To investigate into any matter in relation to items specified in section 292A of the Company Act, 1956 or as may be referred to it by the Board and for this purpose to seek any relevant information contained in the records of the Company and also seek external professional advice in necessary.
7. To make recommendations to the Board on any matter relating to the financial management of the company.

BHAGYANAGAR WOOD PLAST LIMITED

INVESTORS' GRIEVANCE COMMITTEE

Name of the Director	Designation	No of meetings Held	No of meetings attended
Sri.G.Raja Reddy	Chairman Non-Executive	3	3
Sri.N.Kishan Reddy	Member Executive Director	3	3
Sri.S.Krishna Prasad	Member Non – Executive (Independent Director)	3	2

During the year 2010-11, no complaints were received from Shareholders and Investors. There are no pending complaints and transfers as on the date of the report.

GENERAL MEETINGS

The location and time of the Annual General Meetings held during the last 3 years are as follows

No of AGM Special	Date	Time	Venue	No of
Resolutions				
Passed				
20 th AGM	30-09-2008		Nagarjuna Function hall, Ameerpet	NIL
21 st AGM	30-09-2009		Nagarjuna Function hall, Ameerpet	NIL
22 nd AGM	30-09-2010		Nagarjuna Function hall, Ameerpet	NIL

DISCLOSURES

- During the year, there were no transaction of material nature has been entered into by the Company with directors or management and their relative's etc, that may have a potential conflict with the interests of the company. The Register of contracts containing transactions in which directors are interested is placed before the Board regularly.
- There were no instances of non-compliance on any matter related to the capital Markets, during the last three years.

BHAGYANAGAR WOOD PLAST LIMITED

MEANS OF COMMUNICATION

The quarterly, half-yearly and annual results of the company are regularly submitted to the stock exchanges wherever the shares of the company are listed and the same are published in leading newspapers.

GENERAL SHAREHOLDER INFORMATION

- a. 23rd Annual General meeting
 - Date: 24-09-2011
 - Time: 10.00 A.M
 - Venue: Nagarjuna Function hall, Nagarjuna Nagar, Hyderabad
- b. Book Closure Date: 22nd September, 2011 to 24th September 2011 (both days inclusive)
- c. Listing on stock Exchanges: Bombay Stock Exchange, Hyderabad Stock Exchange.
- d. Stock code: The Bombay Stock Exchange Limited – Bhagya Wood (514442).
- e. Market Price Date – High/ Low during each month of the financial year – Not actively traded.
- f. Name and address of the share transfer agents:
Sathguru Management Consultants Pvt. Ltd,
Plot No.15, Hindi Nagar,
Punjagutta, Hyderabad – 500 034.

- g. Distribution of Shareholding as on 31.03.2011:

Sl. No.	Rupees	No of Shareholders	%of Share holders	No of Shares	Percentage of Share Holding
1.	1-5000	5178	89.90	9165080	16.21
2.	5001- 10000	286	4.97	23266790	4.12
3.	10001 – 20000	144	2.50	2204920	3.90
4.	20001 – 30000	48	0.83	1220590	2.16
5.	30001 – 40000	20	0.35	707720	1.25
6.	40001 – 50000	14	0.24	667640	1.18
7.	50001 – 100000	25	0.43	1672500	2.96
8.	100001 and above	45	0.78	38567760	68.22
Total		5760	100.00	56533000	100.00

- h. Dematerialization of shares:
As on 31st March, 2011, 41532550 shares being 73.47% of the total number of shares are in dematerialization form
- i. Share transfer system:
Share transfer requests in physical form are processed within 30 days from the date of receipt. The requests for dematerialization of shares are confirmed within 15 days from the date of receipt.

BHAGYANAGAR WOOD PLAST LIMITED

To expedite the share transfer process in the physical segment, authority has been delegated to the share transfer committee which comprises of:

Sri. N. Kishan Reddy – Managing Director

Sri.G.Raja Reddy – Director.

Share transfers/transmission approved by the said committee are placed at the Board meeting from time to time.

J. Address for correspondence:

The company's Registered office is situated at V Floor, KPR House, S.P. Road, Secunderabad - 500 003.

k. Shareholders correspondence may be directed to M/s. Satguru Management Consultants Pvt.Ltd, Plot No.15,Hindi Nagar, Punjagutta, Hyderabad- 500 034.

CERTIFICATE OF COMPLIANCE WITH CODE OF CONDUCT

As provided under Clause 49 of the Listing Agreement relating to Corporate Governance with the Stock Exchanges, all the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct during the financial Year 2010-11.

For Bhagyanagar Wood Plast Limited

Sd/-
N. Kishan Reddy
Managing Director

Sd/-
N. Srinath Reddy
Whole time Director

Secunderabad. August 17, 2011.

ANNEXURE TO THE DIRECTORS REPORT

CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To

The Members of Bhagyanagar Wood Plast Limited,
Secunderabad.

We have examined the compliance of conditions of Corporate Governance by Bhagyanagar Wood Plast Limited, (hereinafter referred to as the company) for the year ended 31st March 2011 as stipulated in Clause 49 of the Listing Agreements of the said company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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, we certify that the Company has complied with the Conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement, as required under Sub-clause I (A) of Clause of 49 of the Listing Agreement.

We state that in respect of investor grievance received during the year ended 31st March, 2011 no investor grievances are pending against the Company exceeding one month as per records maintained by the company which are presented to the Shareholders/Investors Grievance Committee.

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

For V. Sridhar & Co.,
Chartered Accountants

Sd/-
Vemulapati Sridhar
Proprietor
Secunderabad, August 17, 2011

Auditors' Report

To the Members of Bhagyanagar Wood Plast Limited
Secunderabad.

1. We have audited the attached balance sheet of Bhagyanagar Wood Plast Limited, as at 31st March, 2011, the profit and loss account and also the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis of our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to the comments in the Annexure referred to in paragraph 3 above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) 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
 - (iii) The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account;
 - (iv) In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March 2011 and taken on record by the Board of Directors, we report that none

BHAGYANAGAR WOOD PLAST LIMITED

of the directors is disqualified as on 31st March 2011, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

(vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, 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 31st March, 2011.

(b) in the case of the profit and loss account, of the profit for the year ended on that date; and

(c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

For V. Sridhar & Co.,
Chartered Accountants,

Sd/-
Vemulapati Sridhar
Proprietor
Membership No: 202337
Secunderabad. August 17,2011.

Annexure to the Auditors' Report

Re: Bhagyanagar Wood Plast Limited, Year ended March 31, 2011.

Referred to in paragraph 3 of our report of even date,

- (i) (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The management during the year at reasonable intervals has physically verified the fixed assets. According to information and explanations given to us no material discrepancies were noticed on such verification.
- (ii) (a) The company has granted loan to Sri Venkateswara pipes Limited, a related party. The maximum balance in the account during the year and the year end balance was Rs. 2.90 Crores.
- (b) The interest & other terms & conditions of the Loan given are not prima facie prejudicial to interest of the company.
- (c) The payment of principal & interest are as agreed by the parties & are regular
- (iii) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (iv) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956, have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (c) The company has not accepted deposits within the meaning of section 58A of the Companies Act, 1956.

BHAGYANAGAR WOOD PLAST LIMITED

- (v) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (vi) The Central Government has not prescribed maintenance of cost records to the company.
- (vii) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty, service tax and cess were in arrears, as at March 31, 2011 for a period of more than six months from the date they became payable.
- (viii) The company does not have any accumulated losses.
- (ix) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or banks. The company has not issued any debentures.
- (x) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xi) The company is not a chit fund or a *nidhi* / mutual fund / society.
- (xii) Proper records have been maintained in respect of the transactions in shares and timely entries have been made therein. In respect of the shares/ investments whose transfer has been pending as at the last day of the financial year the entries have been made as soon as the transfer is recorded. These shares and securities are held in the name of the company.
- (xiii) The company has not raised any term loans during the year.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- (xv) The company has not made any preferential allotment during the year.
- (xvi) The company has not issued any debentures.
- (xvii) The company has not raised any monies from public issue during the year under review.

BHAGYANAGAR WOOD PLAST LIMITED

(xviii) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For V. Sridhar & Co.,
Chartered Accountants,

Sd/-
Vemulapati Sridhar
Proprietor
Secunderabad. August 17, 2011.

Bhagyanagar Wood Plast Limited

BALANCE SHEET AS AT March 31, 2011

BALANCE SHEET AS AT March 31, 2011		As at March 31, 2010		As at March 31, 2010	
Particulars	Sch	Rupees	Rupees	Rupees	Rupees
I. SOURCES OF FUNDS					
1. Share holders' funds	1		56533000		56533000
a. Share capital	2		15043077		13811291
b. Reserves and surplus			363865		388059
2. Deferred Tax Liability			283594		712633
3. Loan Funds	3		0		0
a. Secured Loans					
b. Unsecured Loans					
II. APPLICATION OF FUNDS					
1. Fixed assets	4	9218181		9218181	
a. Gross block		1578897		1368257	
b. Less: Depreciation			7639284		7849924
c. Net block			5959700		5959700
2. Investments	5				
3. Current Assets, loans and advances	6	2624316		3758666	
a. Inventories (Traded Shares)	7	29461729		26987822	
b. Sundry debtors	8	3958439		6631705	
c. Cash and bank balances		591925		528126	
d. Other current assets	9	29908504		25560210	
e. Loans and advances		66544913		63466529	
Total(a)					
4. Less: Current Liabilities and Provisions	10	6953165		2428732	
a. Liabilities		967196		3402439	
b. Provisions		7920361		5831171	
Total(b)			58624552		57635358
Net current assets (a-b)					
5. Miscellaneous expenditure to the extent not written off or adjusted			0		0
Total	16		72223536		71444982

6. Notes on Accounts

As per our report of even date
For V. Sridhar & Co.,
Chartered Accountants
sd/-
Vemulapati Sridhar
Proprietor
Memb No. 202337
Hyderabad, May 30, 2011.
Firm No. 006206s

For and on behalf of Board of Directors

sd/-
N. Kishan Reddy
Managing Director

sd/-
N. Srinath Reddy
Whole time Director

For SRI KPR INDUSTRIES LTD.

[Signature]

Director

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Bhagyanagar Wood Plast Limited

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2011			
Particulars	Sch	Year Ended March 31, 2011	Year Ended March 31, 2010
		Rupees	Rupees
I. INCOME			
Sales and operating income	11	0	49833600
Other Income	12	4526209	2029662
Profit on sale of shares		(838665)	1298920
Profit on sale of Assets		0	12367279
Increase / (-) Decrease in Stocks	13	0	(5112178)
Total		3687544	60417283
II. EXPENDITURE			
Raw material consumed	14	0	34994157
Administrative, selling and other expenses	15	2102240	30227635
Interest and finance charges		48437	554593
Excise duty		0	3436725
Sales Tax		0	2361116
Depreciation	4	210640	210640
Total		2361317	71784866
Profit / (-) Loss before tax for the year		1326227	(11367583)
Provision for current Tax		118635	0
Deffered Tax (Timing Difference)		24194	4236939
Balance after appropriations		1231786	(7130644)
Balance in Profit & Loss A/c brought forward		11442205	18572849
Balance carried forward to Balance sheet		12673991	11442205
EPS (Basic) [PAT/No. of Shares]	16	0.22	(1.26)
Notes on accounts			

As per our report of even date
For V. Sridhar & Co.,
Chartered Accountants

For and on behalf of Board of Directors

sd/-
Vemulapati Sridhar
Proprietor
Memb No. 202337
Hyderabad, May 30, 2011

sd/-
N. Kishan Reddy
Managing Director

sd/-
N. Srinath Reddy
Whole time Director

FOR SRI KPR INDUSTRIES LTD.

Director

23rd ANNUAL REPORT 2010-11

Bhagyanagar Wood Plast Limited

SCHEDULES TO THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

Particulars	As at March 31, 2011	As at March 31, 2010
	Rupees	Rupees
SCHEDULE 1 : SHARE CAPITAL		
Authorized 65,00,000 equity share of Rs. 10 each	65000000	65000000
Issued, subscribed and paid up 56,53,300 equity share of Rs. 10 each fully paid up	56533000	56533000
SCHEDULE 2 : RESERVES AND SURPLUS		
Surplus in Profit & Loss Account	12673991	11442205
State subsidy	2369086	2369086
Total	15043077	13811291
SCHEDULE 3 : SECURED LOANS		
State Bank of Hyderabad Cash Credit limits	0	0
Tellapur plot Loan-ICICI Bank [Towards working capital limits, Cash Credit and ODBD accounts, secured by way of hypothecation of stocks and book debts and second charge on all the fixed assets of the company, both present and future. The amount has been fully repaid and charge on assets released]	0	0
Hire Purchase Loans	283594	712633
Total	283594	712633
SCHEDULE 5 : INVESTMENTS (NON TRADE)		
1,47,200 equity shares of Rupees 10 each in Balaji Amines Limited at a premium of Rs.30 (Including 73600 Bonus Shares)	2944000	2944000
Indra Vikas Patra [Bearer Bond, hence not in the name of the National Savings Certificate	200	200
3,00,000 equity shares of Rupees 10 each in Sri Venkateswara Pipes Limited	15500	15500
Total	3000000	3000000
	5959700	5959700
Quoted value of the above	6543040	11304960
Aggregate Value of quoted investments	6543040	11304960
Aggregate value of unquoted investments	3015700	3015700

For SRI KPR INDUSTRIES

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Director

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Bhagyanagar Wood Plast Limited

Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at 31.03.2010	Additions	Deletions	As at 31.03.2010	Up to 31.03.2010	Adjustments	As at 31.03.2011	As at 31.03.2010
Land	6,568,480			6,568,480			6,568,480	6,568,480
Furniture & Fixtures	1,285,634			1,285,634	920,850		283,532	364,784
Office Equipment	6,200			6,200	391		5,418	5,809
Vehicles	1,357,887			1,357,887	447,016		761,854	910,861
Total	9,218,181			9,218,181	1,368,257		7,539,234	7,849,924

Schedule to the Balance Sheet

Schedule 4 : Fixed Assets

For SRI KPR INDUSTRIES LTD.

[Signature]

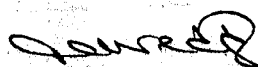
Director

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Bhagyanagar Wood Plast Limited

SCHEDULES TO THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT		
Particulars	As at March 31, 2011	As at March 31, 2010
	Rupees	Rupees
SCHEDULE 6 : INVENTORIES		
Stock in trade – Trade Investments	2624316	3758666
Total	2624316	3758666
SCHEDULE 7 : SUNDRY DEBTORS [Unsecured; considered good]		
Over six months	29461729	26987822
Others	0	0
Total	29461729	26987822
SCHEDULE 8 : CASH AND BANK BALANCES		
Cash on hand (including cash at factory and branches)	522636	503351
Cash with scheduled banks; In current accounts	3435803	6128354
Total	3958439	6631705
SCHEDULE 9 : LOANS AND ADVANCES [Unsecured; considered good]		
Advances recoverable in cash or in kind or for value to be received	29908504	25560212
Total	29908504	25560212
SCHEDULE 10 : CURRENT LIABILITIES AND PROVISIONS		
Dealership and other deposits	90000	90000
Others	6863165	2338731
	6953165	2428731
Provisions		
Provision for expenses	848561	3402439
Provision for taxation	118635	0
	967196	3402439

For SRI KPR INDUSTRIES LTD.



Director

Bhagyanagar Wood Plast Limited

SCHEDULES TO THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

Particulars	As at March 31, 2011	As at March 31, 2010
	Rupees	Rupees
SCHEDULE 11 : SALES		
P.V.C Pipes	0	44881200
Sale of scrap, empty bags, Raw material etc.	0	2653181
HDPE Pipes	0	2299219
Other contract work receipts	0	0
Gross Receipts from laying and jointing contracts including supply of pipes	0	0
Total	0	49833600
SCHEDULE 12: OTHER INCOME		
Interest	3839869	795194
Dividends	686340	1234468
Others	0	0
Total	4526209	2029662
SCHEDULE 13: INCREASE / (-) DECREASE IN STOCKS		
Opening stock	0	3394146
Finished goods	0	1718032
Reusable scrap	0	5112178
Total	0	0
Closing stock	0	0
Finished goods	0	0
Reusable scarp	0	0
Total	0	0
Increase/(-) Decrease in stock	0	(5112178)
SCHEDULE 14 : RAW MATERIALS CONSUMED		
Opening stock	0	2008428
Add : Purchases	0	32985729
	0	34994157
	0	0
Less: Closing Stock	0	34994157
Raw material consumed	0	0

For SRI KPR INDUSTRIES LTD.

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Bhagyanagar Wood Plast Limited

SCHEDULES TO THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

Particulars	As at March 31, 2011 Rupees	As at March 31, 2010 Rupees
SCHEDULE 15: MANUFACTURING, SELLING AND OTHER EXPENSES		
Salaries and employee benefits	243850	1608491
-- Salaries, wages and other emoluments	64979	404754
-- ESI and Group Insurance	0	27085
-- Staff welfare expenses	0	0
Consumption of stores and spares	0	1214892
Power	0	0
Oil, fuel and lubricants	600	55848
Repairs and maintenance	0	87419
-- others	71276	85576
-- Machinery	126960	126960
-- Vehicles	0	79741
Rent	0	234748
Insurance	0	6484179
Carriage outwards	0	0
Discount allowed	0	14738117
Software development exp	1594575	8079825
Bad Debts Written Off	2102240	30227635
Other Expenses		
Total		

For SRI KPR INDUSTRIES LTD.

[Signature]
Director

23rd ANNUAL REPORT 2010-11

SCHEDULE 16: NOTES ON ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

- A BASIS OF ACCOUNTING: The financial statements are prepared under historical cost convention on accrual basis.
- B FIXED ASSETS: The fixed assets are stated at cost of acquisition or construction less accumulated depreciation. All direct expenses relating to construction or acquisition are capitalized as cost of fixed assets.
- C DEPRECIATION : Depreciation on fixed assets is charged on Straight Line Method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956. .
- D INVESTMENTS: Non trade investments are stated at cost of acquisition. Trade investments are carried as stock in trade and are stated at lower of cost or realizable value.
2. In the opinion of the Board, the current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and these are unsecured, but considered good.

Particulars	Current Year	Previous year
3. a. Remuneration to Auditors		
As Auditors (in Rupees)	1,05,000	1,05,000
Towards Audit and other matters (in Rupees)	45,000	45,000
Total	1,50,000	1,50,000
5. Foreign Exchange Earnings and Outgo.		
OUT GO in US \$	NIL	15,617
Equivalent to Rupees	NIL	7,54,145
EARNINGS (in US \$)	NIL	NIL

BHAGYANAGAR WOOD PLAST LIMITED

6. Quantitative particulars		
A Installed capacities (TPA)		
P.V.C. Pipes and Profiles Combined	--	--
B Production (Kgs)		
P.V.C Pipes	--	6,79,965
H.D.P.E. Pipes	---	22,384
C Sales(Kgs)		
P.V.C. Pipes	--	6,79,965
H.D.P.E. Pipes	--	22,384
D Closing Stocks (Kgs)		
P.V.C. Pipes	--	NIL
H.D.P.E. Pipes	--	NIL
E Value for Opening Stocks, Sales and Closing Stocks (Rupees) Opening Stocks		
P.V.C. Pipes		
H.D.P.E. Pipes	--	6,42,970
Sales		
P.V.C. Pipes	--	4,48,81,200
H.D.P.E. Pipes	--	2,29,219
Closing Stocks		
P.V.C. Pipes	--	NIL
H.D.P.E. Pipes	--	NIL
F Consumption of Raw Materials Quantity in Kgs.		
P.V.C Resin	--	4,66,795
Value (Rupees)		
P.V.C Resin		
Other Chemicals and Consumables		
7. The company is not having adequate information about the industrial status of its creditors. Hence the information required to be given with regard to the amounts owed to the Small Scale Industries is not provided. The company is making efforts to obtain the same.		
8. The company has carried out the following transactions with related parties. The details of the transactions are as under.		

BHAGYANAGAR WOOD PLAST LIMITED

Nature of the transaction	Transaction value Rupees in lacs	Balance outstanding Receivable (+) Payable (-) as on Balance Sheet date	Amount written off/back Rupees in lacs
Sales of pipes to Sri Venkateswara pipes Limited	NIL	NIL	NIL
Loan given to Sri Venkateswara pipes Limited.	250 Lacs	290 Lacs	NIL
The company holds 3, 00,000 equity shares of Rs.10/- each fully paid up in Sri Venkateswara Pipes Limited, out of paid up capital of 4,44,06,840 (44,40,684 shares of Rs.10/- each)			

9. BALANCE SHEET EXTRACT OF THE COMPANY'S GENERAL PROFILE

I. Registration Details

Registration Number	: 9157	State code	01
Balance Sheet Date	: 31-03-2011		

II. Capital raised during the year (Amount in Rs. Thousands)

Public issue	: Nil	Rights Issue	: Nil
Bonus issue	: Nil	Private Placement	: Nil

III. Position of the Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	:	Total Assets	:
 Sources of Funds			
Paid up capital	: 56533	Reserves and Surplus	: 15053
Secured loans	: 283	Unsecured Loans & Deferred taxation	: 363
 Applications of funds			
Net Fixed Assets	: 7639	Investments	: 5960
Net Current Assets	: 58634	Miscellaneous Expenditure & Deferred taxation	: ---
Accumulated Losses	---		

BHAGYANAGAR WOOD PLAST LIMITED

IV. Performance of the Company(Amount in Rs.Thousands)							
Turnover		:	NIL	Total expenditure		:	2361
(+) Profit / (-) Loss				(+) Profit / (-) Loss			
Before Tax		:	1326	After Deferred Tax		:	1241
Earning per share (Rs)		:	0.22	Dividend		:	--
V. Generic Name of three principal products							
Item Code					39252000/39259900		
Product description					PVC Profiles		
					+		
Item Code					39172309		
Production description					PVC Pipes		
Item Code							
Product description					Investments		
Item Code							
Product description					Software division		
10. Previous year's figures have been regrouped and reclassified wherever considered necessary and all figures are rounded off to the nearest rupee.							

Signatories to Schedules '1' to '16'

As per our report of even date

For, V.Sridhar & Co.,
Chartered Accountants,

for and on behalf of the Board of Directors

Sd/-
Vemulapati Sridhar
Proprietor
Secunderabad. August 17,2011.

Sd/- Sd/-
N. Srinath Reddy N.Kishan Reddy
Whole Time Director Managing Director