

NOTICE OF AGM

This meeting is being convened by the new Board of Directors of the Company post Corporate Insolvency Resolution Process.

NOTICE is hereby given that the 30th Annual General Meeting ("AGM") of the Members of Bio Green Papers Limited ('the Company') will be held on Monday on 30th day of September, 2024 at 11.30 A.M. (I.S.T) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') at deemed venue being the registered office of the Company situated at Sy.no 66/2, Street No.03, 2nd Floor, Rai Durgam, Prashanth Hills, Nav Khalsa, Gachibowli, Rangareddi, Hyderabad, Telangana, India, 500008, to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 01- CONSIDERATION AND ADOPTION OF THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED that the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

ITEM NO. 02- CONSIDERATION AND ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024 AND THE REPORT OF THE AUDITORS THEREON

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED that the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted."

ITEM NO. 03- TO APPOINT A DIRECTOR IN PLACE OF MR. KRISHNA MOHAN MEENAVALLI WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR RE-APPOINTMENT ON SAME TERMS AND CONDITION.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED that Mr. KRISHNA MOHAN MEENAVALLI (DIN: 08243455), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

ITEM NO. 04- APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Resolution Plan approved by Hon'ble National Company Law Tribunal (NCLT) vide order in IA (plan) NO. 7/2024 in CP No. (IB) 97/7/HDB/2022 dated 28th May, 2024, and to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in suppression of all other earlier resolutions passed in this regard, consent of the members of the company be and is hereby accorded for the appointment/ratification of appointment of M/s. Gorantla & Co., Chartered Accountants (Firm Registration No. 016943S) as the Statutory Auditors of the Company, for a period of 5 (Five) consecutive years to hold office until the conclusion of 34th Annual General Meeting of the Company scheduled to be held in the year 2029, at such remuneration as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in this behalf."

SPECIAL BUSINESSES:**ITEM NO. 5 - TO APPOINT MR. GHANSHYAM DASS AS AN NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the "Act"), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. GHANSHYAM DASS (DIN: 01807011), who was appointed as an Additional Director (Non-Executive Non- Independent) with effect from 5th June 2024 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

ITEM NO. 6 - TO APPOINT MR. VIVEK KUMAR RATAKONDA AS AN NON-EXECUTIVE DIRECTOR

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the "Act"), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. VIVEK KUMAR RATAKONDA (DIN: 02090966), who was appointed as an Additional Director (Non-Executive Non- Independent) with effect from 5th June 2024 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

ITEM NO. 7 - TO APPOINT MR. ROHIT REDDY SAMALA AS AN NON-EXECUTIVE DIRECTOR

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the "Act"), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. ROHIT REDDY SAMALA (DIN: 03273674), who was appointed as an Additional Director (Non-Executive Non- Independent) with effect from 5th June 2024 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

ITEM NO. 8- TO APPOINT MR. SARAT KUMAR MALIK (DIN: 09791314) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time (“the Act”) read with Schedule IV to the Act and Regulation 16(1)(b), Regulation 25(2)(A) and any other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. SARAT KUMAR MALIK (DIN: 09791314), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 5th June 2024, under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 5th June 2024 upto 4th June 2029 (both days inclusive).”

ITEM NO. 9- TO APPOINT MS. NAGA ANUSHA VEGI (DIN: 08293731) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time (“the Act”) read with Schedule IV to the Act and Regulation 16(1)(b), Regulation 25(2)(A) and any other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. NAGA ANUSHA VEGI (DIN: 08293731), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 22nd June 2024, under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 22nd June 2024 upto 21st June 2029 (both days inclusive).”

ITEM NO. 10- TO APPOINT MR. DEENADAYAL TRIPURASETTY (DIN: 10200896) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time (“the Act”) read with Schedule IV to the Act and Regulation 16(1)(b), Regulation 25(2)(A) and any other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MR. DEENADAYAL TRIPURASETTY (DIN: 10200896), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 23rd July 2024, under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an

Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 23rd July 2024 upto 22nd July 2029 (both days inclusive).”

ITEM NO. 11- TO APPOINT MR. ARVIND JADHAV (DIN: 00795741) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time (“the Act”) read with Schedule IV to the Act and Regulation 16(1)(b), Regulation 25(2)(A) and any other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MR. ARVIND JADHAV (DIN: 00795741), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 6th September 2024, under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 6th September 2024 upto 5th September 2029 (both days inclusive).”

ITEM NO. 12- TO APPOINT Ms. ANIMA RAJMOHAN NAIR (DIN: 02011183) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time (“the Act”) read with Schedule IV to the Act and Regulation 16(1)(b), Regulation 25(2)(A) and any other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. ANIMA RAJMOHAN NAIR (DIN: 02011183), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 06th September 2024, under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 6th September 2024 upto 5th September 2029 (both days inclusive).”

ITEM NO. 13- TO APPOINT MR. MEENAVALLI GANESH (DIN: 09330391) AS THE MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded for appointment of Mr. Ganesh Meenavalli (DIN: 09330391) who was appointed as Director (Executive) of the Company, with effect from 5th June 2024, under section 161 of the Act read with Resolution Plan Approved by the Hon’ble NCLT vide order dated 28th May 2024 and the Articles of Association of the Company as Managing Director and Key Managerial Personnel of the Company

for a period of 5 (Five) years with effect from 5th June 2024 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Meenavalli Ganesh.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the terms of appointment including to vary the remuneration specified above from time to time as it deems fit and in the manner as may be agreed between the Board and Mr. Meenavalli Ganesh, provided that such variation or increase, as the case may be, shall not exceed the overall limits approved by the shareholders in this resolution."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 14- TO APPOINT MR. MEENAVALLI KRISHNA MOHAN (DIN: 08243455) AS AN EXECUTIVE DIRECTOR

To consider and if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded for appointment of Mr. Meenavalli Krishna Mohan (DIN: 08243455) who was appointed as Director (Executive) of the Company, with effect from 5th June 2024, under section 161 of the Act read with Resolution Plan Approved by the Hon'ble NCLT vide order dated 28th May 2024 and the Articles of Association of the Company as Executive Director of the Company for a period of 5 (Five) years with effect from 5th June 2029 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and **Mr. Meenavalli Krishna Mohan**

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the terms of appointment including to vary the remuneration specified above from time to time as it deems fit and in the manner as may be agreed between the Board and Mr. Meenavalli Krishna Mohan, provided that such variation or increase, as the case may be, shall not exceed the overall limits approved by the shareholders in this resolution."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 15- TO APPOINT MR. SAI SANTOSH ALTHURU (DIN: 09529431) AS AN EXECUTIVE DIRECTOR

To consider and if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded for appointment of Mr. Sai Santosh Althuru (DIN: 09529431) who was appointed as Executive Director and CEO of the Company, with effect from 5th June 2024, under section 161 of the Act read with Resolution Plan Approved by the Hon'ble NCLT vide order dated 28th May 2024 and the Articles

of Association of the Company as Executive Director of the Company for a period of 5 (Five) years with effect from 5th June 2024 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Sai Santosh Althuru.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the terms of appointment including to vary the remuneration specified above from time to time as it deems fit and in the manner as may be agreed between the Board and Mr. Sai Santosh Althuru, provided that such variation or increase, as the case may be, shall not exceed the overall limits approved by the shareholders in this resolution.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 16: SUB-DIVISION OF EQUITY SHARES OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an Special Resolution:

“**RESOLVED THAT** pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the provisions of the Memorandum of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), the approval of the Members of the Company be and is hereby accorded for sub-division of 1 (One) fully paid-up Equity Share of the Company having face value of ₹10/- (Rupees Ten Only) each, into ₹ 1/-fully paid-up Equity Shares, with effect from the ‘Record Date’ to be determined by the Board of Directors for this purpose.

“**RESOLVED FURTHER THAT** the sub-divided Equity Shares having face value ₹ 1/- (Rupee One Only) each, shall rank pari passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Shares of face value ₹ 10/- (Rupees Ten Only) each of the Company.

“**RESOLVED FURTHER THAT** upon sub-division of the Equity Shares as aforesaid and with effect from the Record Date:

- a) for the Equity Shares held in physical form, the existing Share Certificate(s) in relation to the said Shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s) of the Company; and
- b) for the Equity Shares held in dematerialized form, the sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO.: 17: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS:

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and with Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and on the basis of recommendations of the Board of Directors, the consent of the members of the company be and is hereby accorded to following material related party transactions commencing from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting held in Financial Year 2025-26 as per the details set out herewith:

SR. NO	RELATED PARTY	RELATIONSHIP REFERENCE	NATURE OF TRANSACTION	DETAILS OF TRANSACTIONS	LIMIT TO BE APPROVED
(RS.)					
1	Thalassa Enterprises Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Investment	Investment in the Company in any form	100 Crore Per Annum Per Company / Entity
2	Spacenet Tradetech HK Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Cost of IT Services	IT Service	50 Crore Per Annum Per Company / Entity
3	Spacenet Enterprises India Ltd	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Cost of IT Services	IT Service	50 Crore Per Annum Per Company / Entity
4	Usha Rani Meenavalli	Promoter	Loan & Advances	IT Service	50 Crore Per Annum Per Company / Entity
5	Sai Santosh Althuru	CEO & Director	Director Remuneration	Remuneration	50 Lakhs
6	Krishna Mohan Meenavalli	CFO & Director	Director Remuneration	Remuneration	50 Lakhs
7	Ganesh Meenavalli	Managing Director	Director Remuneration	Remuneration	50 Lakhs
8	Company Secretary	Salary	Salary	10 Lakhs	50 Lakhs
9	Kling Blockchain IFSC Private Limited	Subsidiary of Company	IT and ITes Service	Receipt of services and Service Provider	200 Crore Per Annum Per Company / Entity
10	Kling Fintech HK Limited	Company Secretary	Salary	Salary	10 Lakhs
11	Torus Kling Fintech Private Limited	Subsidiary of Company	IT and ITes Service	Receipt of services and Service Provider	200 Crore Per Annum Per Company / Entity

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

ITEM NO.: 18 TO APPROVE GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 300 Crore (Rupees Three Hundred Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution."

ITEM NO. 19: AUTHORISATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought it, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Executive Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO. 20: AUTHORISATION UNDER SECTION 180 OF THE COMPANIES ACT, 2013

To consider and if thought it, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or any body corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.300,00,00,000 (Rupees Three Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.300,00,00,000 (Rupees Three Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO. 21: TO ISSUE SECURITIES OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 23, section 42, section 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, listing agreements entered into with the stock exchanges and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities Contracts (Regulation) Act, 1956 (the "SCRA") and rules made thereunder, subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GoI"), the stock exchanges and/ or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GoI and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/ or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value of Rs. 10/- (Indian Rupees Ten Only) each ("Equity Shares"), preference shares convertible into Equity Shares, and/ or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares of face value of Rs. 10/- (Indian Rupees Ten Only) each, with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, in domestic and/or international market, by way of one or more public and/or private offerings, and/ or on rights basis, or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs"), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals

or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, including but not limited to American Depository Receipts (ADRs) or Global Depository Receipts (GDRs), whether they be holders of equity shares of the Company or not (collectively called the "Investors"), as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs. 300 Crores (Indian Rupees Three Hundred Crores Only) or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities through public issue(s) or offer for sale or private placement(s) or any combination(s) thereof at such time or times, at such price or prices, at a discount or premium to market price or prices as permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company ("Issue").

FURTHER RESOLVED THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects; and
- (c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate reorganisation or restructuring.

FURTHER RESOLVED THAT if any issue of Securities is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

FURTHER RESOLVED THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percentage) or such percentage as permitted under applicable law on the QIP Floor Price.

FURTHER RESOLVED THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

FURTHER RESOLVED THAT for the purpose of giving effect to any offer, issue or allotment of Securities or equity shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or equity shares as the case may be, on one or more stock exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the stock exchanges.

FURTHER RESOLVED THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all requisite arrangements, agreements, memoranda, documents, etc. with such agencies.

FURTHER RESOLVED THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company or the Company Secretary in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue."

ITEM NO 22: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules made there under, consent of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 110,00,00,000/- (Rupees One Hundred and Ten Crores Only) divided into 11,00,00,000 (Eleven Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 130,00,00,000/- (Rupees One Hundred and Thirty Crores Only) divided into 13,00,00,000 (Thirteen Crores Only) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof, with the following clause:

"V. The Authorised Share Capital of the Company is Rs. 130,00,00,000/- (Rupees One Hundred and Thirty Crores Only) divided into 13,00,00,000 (Thirteen Crores Only) Equity Shares of Rs. 10/- (Rupees Ten only) each with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the same and to divide the shares in several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being in force."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard"

ITEM NO. 23: APPROVAL OF BIO GREEN EMPLOYEE STOCK OPTION SCHEME-2024 ("THE BIO GREEN SCHEME") AND GRANT OF OPTIONS UNDER THE BIO GREEN SCHEME

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), and other applicable provisions, if any, of the SBEB Regulations, Foreign Exchange Management Act 1999 and Regulations issued there under, pursuant to the Memorandum and Articles of Association of the Company and such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority (ies)/institution(s) and such conditions and modifications as may be prescribed /imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), ‘Bio Green Employee Stock Option Scheme - 2024’ (herein after referred to as “THE BIO GREEN SCHEME”), copy of which is tabled before the meeting, be and is here by approved and consent of the members of the Company be and is here by accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Board Committee, including the Nomination & Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) based on the recommendation of the Board to create, offer, grant, issue and allot under THE BIO GREEN SCHEME, in one or more tranches, a maximum of 25,00,000 (Twenty-Five Lakhs Only) options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into 25,00,000 (Twenty-Five Lakhs Only) equity shares of face value of Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of such employees of the Company, its Subsidiary and Associate Companies as mentioned in THE BIO GREEN SCHEME, in one or more tranches.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT subject to the terms and salient features of THE BIO GREEN SCHEME mentioned in the explanatory statement to this resolution, which are hereby approved by the members, the consent of the members of the Company be and is hereby accorded to the Board (including any Committee or such other person(s) as may be authorised), to administer, superintendent and implement the Bio Green Employee Stock Option Scheme – 2024 in due compliance and in conformity with applicable laws in this regard.

RESOLVED FURTHER THAT the Company shall conform to the accounting standards and guidelines prescribed by Institute of Chartered Accountants of India (ICAI) from time to time and such other laws and regulations as may be applicable for the purpose of implementation and operation of THE BIO GREEN SCHEME.

RESOLVED FURTHER THAT the Board be and is hereby authorised to modify, change, vary, alter, amend, suspend or terminate the provisions of THE BIO GREEN SCHEME at any time without changing the basic structure of THE BIO GREEN SCHEME and subject to compliance with the applicable laws and regulations and to undertake all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is here by authorised to undertake all such acts, deeds and things as it may, in its absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of THE BIO GREEN SCHEME as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

ITEM NO. 24: APPROVAL FOR GRANT OF OPTIONS PURSUANT TO BIO GREEN EMPLOYEE STOCK OPTION SCHEME - 2024 (“THE BIO GREEN SCHEME”) TO THE EMPLOYEES OF THE SUBSIDIARY AND ASSOCIATE COMPANIES

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), and other applicable provisions, if any, of the SBEB Regulations, Foreign Exchange Management Act 1999 and Regulations issued there under, pursuant to the Memorandum and Articles of Association of the Company and such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority (ies)/institution(s) and such conditions and modifications as may be prescribed /imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), `Bio Green Employee Stock Option Scheme - 2024’ (herein after referred to as “THE BIO GREEN SCHEME”), copy of which is tabled before the meeting, be and is here by approved and consent of the members of the Company be and is here by accorded to the Board of Directors of the Company (hereinafter referred to as the “The Board” which term shall be deemed to include any Board Committee, including the Nomination & Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations), the members of the Company do hereby approve grant of options to the employees of the subsidiary and associate company(ies) of the Company under **“Bio Green Employee Stock Option Scheme - 2024”** (hereinafter referred to as the **“THE BIO GREEN SCHEME”**) and accord their consent to the Board of Directors of the Company (hereinafter referred to as **“the Board”**, which term shall be deemed to include any Committee to exercise its powers, including the powers conferred under this resolution to introduce, notify and implement the said Scheme in accordance with the applicable laws, on such terms and in such manner including the price of options as the Board/Committee may decide in accordance with the provisions of the law as may be prevailing at the relevant time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company be and is here by authorised, for and on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved.”

ITEM NO. 25: TO RATIFY “STRING METAVERSE EMPLOYEE STOCK OPTION SCHEME-2023”.

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

“RESOLVED THAT in furtherance of and supplement to the special resolution passed by the members of the Company at the Extra-Ordinary General Meetings held on March 27, 2023, pursuant to provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“the Act”), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force, applicable guidelines issued by Reserve Bank of India (“RBI”), if any, provisions contained in the Articles of Association (“AOA”) of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Board Committee, including the Nomination & Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) based on the recommendation of the Board, **“STRING METAVERSE EMPLOYEE STOCK OPTION SCHEME-2023** (hereinafter referred as “Scheme”) as approved by the shareholders of the Company prior to the merger of M/s. String Metaverse Limited with M/s. Bio Green Papers Limited vide order dated May 28, 2024 passed by the Hon’ble NCLT, Hyderabad Bench, be and is hereby ratified within the meaning of Regulation 12 of SEBI SBEB Regulations.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create, grant, offer, issue/reissue stock options and allot 1 equity share of face value of Rs.10/- each of M/s. Bio Green Papers Limited on exercise of 10 stock options of M/s. String Metaverse Limited to the eligible employees and such other persons as allowed, under the Scheme, from time to time, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the applicable laws including SEBI SBEB Regulations, the Act and provisions of the Scheme.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and the shares so issued shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modifications or revisions to the Scheme as it may deem fit, from time to time, provided that the same is in conformity with the Act, as amended, the Companies (Share Capital and Debenture) Rules, 2014, as amended, SEBI SBEB Regulations, as amended, the Articles of Association of the Company and any other applicable laws, rules and regulations thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as the Board in its absolute discretion deems fit, take all the necessary steps for listing of the equity shares allotted under the Scheme on the Stock Exchanges and to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

ITEM NO. 26: RATIFICATION FOR GRANT OF OPTIONS PURSUANT TO STRING METAVERSE EMPLOYEE STOCK OPTION SCHEME -2023 (“THE SCHEME”) TO THE EMPLOYEES OF THE SUBSIDIARY COMPANIES OF STRING METAVERSE LIMITED.

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

“RESOLVED THAT pursuant to provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“the Act”), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force, applicable guidelines issued by Reserve Bank of India (“RBI”), if any, provisions contained in the Articles of Association (“AOA”) of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Board Committee, including the Nomination & Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create, grant, offer, issue/reissue stock options and allot 1 equity share of face value of Rs.10/- each of M/s. Bio Green Papers Limited on exercise of 10 stock options of M/s. String Metaverse Limited to the eligible employees of the subsidiary companies of M/s. String Metaverse Limited and such other persons as allowed, under the Scheme, from time to time, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the applicable laws including SEBI SBEB Regulations, the Act and provisions of THE SCHEME.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

ITEM NO 27: RATIFICATION OF GRANT OF OPTIONS TO IDENTIFIED EMPLOYEES EQUAL TO OR EXCEEDING ONE PERCENT OF THE ISSUED CAPITAL OF STRING METAVERSE LIMITED DURING ANY ONE YEAR UNDER STRING METAVERSE EMPLOYEE STOCK OPTION SCHEME-2023 ("THE SCHEME")

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

"RESOLVED THAT pursuant to provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ("the Act"), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force, applicable guidelines issued by Reserve Bank of India ("RBI"), if any, provisions contained in the Articles of Association ("AOA") of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Board Committee, including the Nomination & Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create, grant, offer, issue/reissue stock options and allot 1 equity share of face value of Rs.10/- each of M/s. Bio Green Papers Limited on exercise of 10 stock options of M/s. String Metaverse Limited to identified employees as determined by the Board of String Metaverse Limited (which shall include a duly constituted Committee of the Board), during any one year, equal to or exceeding one percent of the issued capital of the String Metaverse Limited at the time of grant of options under String Metaverse Employee Stock Option Scheme -2023, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the applicable laws including SEBI SBEB Regulations, the Act and provisions of THE SCHEME.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

Registered Office

Sy. No. 66/2, Street No. 03, 2nd Floor, Rai Durgam, Prashanth Hills, Nav Khalsa, Gachi Bowli, Hyderabad, Telangana, India, 500008.

Place : Hyderabad

Date : September 06, 2024

By order of the Board

For Bio Green Papers Limited

Sd/-

Muskan Bhandari

Company Secretary

Membership No.: A74163

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide circular General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 05, 2022 ('MCA Circulars') and Securities and Exchange Board of India has vide its circular dated May, 12 2020 January 15, 2021 and May 13, 2022 ('SEBI Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue and also sending of Notice to persons entitled as per Section 101 of Companies Act, 2013 in way as prescribed thereunder in MCA Circulars and SEBI Circulars.
2. In compliance with the provisions of the Act read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company will be held through VC/OAVM which does not require physical presence of the members at the common venue. The **deemed venue** for the 30th September 2024 AGM shall be the Registered Office of the Company i.e., Sy.no 66/2, Street No.03, 2nd floor,Rai Durgam, Prashanth Hills,Nav Khalsa,Gachi Bowli., Rangareddi, Hyderabad, Telangana, India, 500008.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. For the purpose of recording the proceedings, the AGM will be deemed to be held at the registered office of the Company. Keeping in view the guidelines to fight COVID-19 pandemic, the Members are requested to attend the AGM from their respective locations by VC / OAVM and do not visit the registered office to attend the AGM.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Institutional investors, who are members of the Company may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and | or vote.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. Institutional investors, who are members of the Company, are encouraged to attend the 30th AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered Email address to mustafabohra@mbassociate.in with a copy marked to helpdesk.evoting@cDSLindia.com.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') setting out the

material facts concerning each item of special business set out in the Notice is annexed hereto.

10. The Members can join the AGM in the VC / OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed Central Depository Services (India) Ltd ("CDSL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
13. In line with the MCA Circulars, the Notice calling the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories and has been uploaded on the website of the Company at www.stringmetaverse.com. The Notice can also be accessed from the websites of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com. Printed copy of the Annual Report (including the Notice) is not being sent to the Members in view of the MCA Circulars and SEBI Circulars.
14. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered E-mail address mentioning their names, DP ID and Client ID / folio number, PAN and mobile number at cs@stringmetaverse.com between Friday, September 13, 2024 (09.00 a.m. I.S.T) to Monday, September 23, 2024 (05.00 p.m. I.S.T). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
15. The electronic copies of all documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail on cs@stringmetaverse.com in with Depository participant ID and Client ID or Folio number.
16. Electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by the Members on request by sending an E-mail on cs@stringmetaverse.com in with Depository participant ID and Client ID or Folio number.
17. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on cs@stringmetaverse.com at least Ten days before the date of the AGM so as to enable the Management to keep the information ready and provide it at the AGM. Provided that the information to be provided shall be within four corners of the law and shall be provided that is permissible under law.
18. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Transfer Agent of the Company. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests

in Form No. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. As per Regulation 40 (7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/ DOS3/CIR/P/2018/139 dated November 6, 2018.
22. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which after December 5, 2018, transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended by Securities and Exchange Board of India ('SEBI') to March 31, 2019. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.
23. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
24. Pursuant to the provisions of the Act, a member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
25. The results on Resolutions shall be declared within two workings days from the conclusion of the AGM and the Resolutions will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favor of the Resolutions.
26. The results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.stringmetverim.com and on the website of depository NSDL <https://www.evoting.nsdl.com> and CDSL <https://evoting.cdslindia.com/> and the communication will be sent to National Stock Exchange of India Limited and BSE Limited and will also be displayed at the Registered as well as Corporate Office of the Company.
27. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

28. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is Link Intime India Private Limited C-101, Embassy 247, LBS.Marg, Vikhroli (West), MUMBAI - 400083.
29. **Process for those members whose Email IDS are not registered:** The Members who have not registered their E-mail addresses are requested to register them with the Company to receive e-communication from the Company. For registering E-mail Address, the Members are requested follow the below steps:
- A. Members holding shares in Physical Mode are requested to provide name, folio number, mobile number, e-mail address, scanned copies of share certificate(s) (both sides), self-attested PAN and Aadhar Card through E-mail on www.stringmetverim.com
 - B. Members holding shares in Dematerialized Mode are requested to provide name, Depository participant ID and Client ID, mobile number, E-mail address, scanned copies of self-attested client master or Consolidated Account statement through E-mail on www.stringmetverim.com
30. **Voting through electronic means.**

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 25th September 2024; 09:00 am to and ends on 29th September 2024; 05:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@stringmetaverse.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911

Registered Office

Sy. No. 66/2, Street No. 03, 2nd Floor, Rai Durgam, Prashanth Hills, Nav Khalsa, Gachi Bowli, Hyderabad, Telangana, India, 500008.

Place : Hyderabad

Date : September 06, 2024

By order of the Board

For Bio Green Papers Limited

Sd/-

Muskan Bhandari

Company Secretary

Membership No.: A74163

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 05: TO APPOINT MR. GHANSHYAM DASS AS AN NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD**

The Board of Directors of the Company at its Meeting held on 5th June 2024, has approved appointment of Mr. Ghanshyam Dass (DIN: 01807011) as an Additional Director (Non-Executive and Non-Independent) of the Company 5th June 2024 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act"), and thereafter, subject to the approval of the Members of the Company, as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

The Company has received a notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company. Brief resume of Mr. Ghanshyam Dass, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated in **Annexure-1** (to this notice) for reference.

Mr. Ghanshyam Dass is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Mr. Ghanshyam Dass knowledge and experience will be of immense benefit and value to the Company. The Articles of Association of the Company are available for inspection by the Members in electronic form as per the instructions provided in the notes to this Notice.

Save and except Mr. Ghanshyam Dass, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. Mr. Ghanshyam Dass is not related to any other Director / KMP of the Company.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 06: TO APPOINT MR. VIVEK KUMAR RATAKONDA AS AN NON-EXECUTIVE DIRECTOR

The Board of Directors of the Company at its Meeting held on 5th June 2024, has approved appointment of Mr. Vivek Kumar Ratakonda (DIN: 02090966) as an Additional Director (Non-Executive and Non-Independent) of the Company 5th June 2024 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act"), and thereafter, subject to the approval of the Members of the Company, as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

The Company has received a notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company. Brief resume of Mr. Vivek Kumar Ratakonda, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated in **Annexure-1** (to this notice) for reference.

Mr. Vivek Kumar Ratakonda is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Mr. Vivek Kumar Ratakonda knowledge and experience will be of immense benefit and value to the Company. The Articles of Association of the Company are available for inspection by the Members in electronic form as per the instructions provided in the notes to this Notice.

Save and except Mr. Vivek Kumar Ratakonda, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. Mr. Vivek Kumar Ratakonda is not related to any other Director / KMP of the Company.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

ITEM NO. 07 TO APPOINT MR. ROHIT REDDY SAMALA AS AN NON-EXECUTIVE DIRECTOR

The Board of Directors of the Company at its Meeting held on 5th June 2024, has approved appointment of Mr. Rohit Reddy Samala (DIN: 03273674) as an Additional Director (Non-Executive and Non-Independent) of the Company 5th June 2024 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act"), and thereafter, subject to the approval of the Members of the Company, as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

The Company has received a notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company. Brief resume of Mr. Rohit Reddy Samala, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated in **Annexure-1** (to this notice) for reference.

Mr. Rohit Reddy Samala is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Mr. Rohit Reddy Samala knowledge and experience will be of immense benefit and value to the Company. The Articles of Association of the Company are available for inspection by the Members in electronic form as per the instructions provided in the notes to this Notice.

Save and except Mr. Rohit Reddy Samala, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice. Mr. Rohit Reddy Samala is not related to any other Director / KMP of the Company.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

ITEM NO. 08: TO APPOINT MR. SARAT KUMAR MALIK (DIN: 09791314) AS AN INDEPENDENT DIRECTOR

Pursuant to Section 161 of the Companies Act, 2013, the Board, on 5th June 2024, appointed Mr. Sarat Kumar Malik (DIN: 09791314) as an Additional Director in the capacity of Independent Director of the with effect from 5th June 2024 to hold the office till the ensuing Annual General Meeting.

The Company has received the following from Mr. Sarat Kumar Malik:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
2. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
3. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
5. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director of the Company;
6. A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act. In the opinion of the Board, Mr. Sarat Kumar Malik fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Sarat Kumar Malik skills, background and experience are aligned to the role and capabilities and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Sarat Kumar Malik is justified his immense knowledge and experience. A copy of the draft letter for the appointment of Mr. Sarat Kumar Malik as an Independent Director setting out the terms and conditions is available for electronic inspection.

The resolution seeks the approval of members for the appointment of Mr. Sarat Kumar Malik as an Independent Director of the Company for a term of 5 (five) years effective 5th June 2024 to 4th June 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Sarat Kumar Malik as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Mr. Sarat Kumar Malik, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 8.

The Board recommends the special resolution as set out in Item no. 8 of this notice for the approval of members.

ITEM NO. 09: TO APPOINT MS. NAGA ANUSHA VEGI (DIN: 08293731) AS AN INDEPENDENT DIRECTOR

Pursuant to Section 161 of the Companies Act, 2013, the Board, on 22nd June 2024, appointed Ms. Naga Anusha Vegi (DIN: 08293731) as an Additional Director in the capacity of Independent Director of the with effect from 22nd June 2024 to hold the office till the ensuing Annual General Meeting.

The Company has received the following from Ms. Naga Anusha Vegi:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
2. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified

- under sub-section (2) of Section 164 of the Act;
3. A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
 4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
 5. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
 6. A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing her candidature under Section 160 of the Act. In the opinion of the Board, Ms. Naga Anusha Vegi fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Ms. Naga Anusha Vegi skills, background and experience are aligned to the role and capabilities and that she is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Ms. Naga Anusha Vegi is justified her immense knowledge and experience. A copy of the draft letter for the appointment of Ms. Naga Anusha Vegi as an Independent Director setting out the terms and conditions is available for electronic inspection.

The resolution seeks the approval of members for the appointment of Ms. Naga Anusha Vegi as an Independent Director of the Company for a term of 5 (five) years effective 22nd June 2024 to 21st June 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Ms. Naga Anusha Vegi as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Ms. Naga Anusha Vegi, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 9.

The Board recommends the special resolution as set out in Item no. 9 of this notice for the approval of members.

ITEM NO. 10: TO APPOINT MR. DEENADAYAL TRIPURASETTY (DIN: 10200896) AS AN INDEPENDENT DIRECTOR

Pursuant to Section 161 of the Companies Act, 2013, the Board, on 23rd July 2024, appointed Mr. Deenadayal Tripurasetty (DIN: 10200896) as an Additional Director in the capacity of Independent Director of the with effect from 23rd July 2024 to hold the office till the ensuing Annual General Meeting.

The Company has received the following from Mr. Deenadayal Tripurasetty:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
2. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
3. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
5. Confirmation that he is not aware of any circumstance or situation which exists or may be

reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director of the Company;

6. A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act. In the opinion of the Board, Mr. Deenadayal Tripurasetty fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Deenadayal Tripurasetty skills, background and experience are aligned to the role and capabilities and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Deenadayal Tripurasetty is justified his immense knowledge and experience. A copy of the draft letter for the appointment of Mr. Deenadayal Tripurasetty as an Independent Director setting out the terms and conditions is available for electronic inspection.

The resolution seeks the approval of members for the appointment of Mr. Deenadayal Tripurasetty as an Independent Director of the Company for a term of 5 (five) years effective 23rd July 2024 to 22nd July 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Deenadayal Tripurasetty as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Mr. Deenadayal Tripurasetty, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 10.

The Board recommends the special resolution as set out in Item no. 10 of this notice for the approval of members.

ITEM NO. 11: TO APPOINT MR. ARVIND JADHAV (DIN: 00795741) AS AN INDEPENDENT DIRECTOR

Pursuant to Section 161 of the Companies Act, 2013, the Board, on 23rd July 2024, appointed Mr. Arvind Jadhav (DIN: 00795741) as an Additional Director in the capacity of Independent Director of the with effect from 23rd July 2024 to hold the office till the ensuing Annual General Meeting.

The Company has received the following from Mr. Arvind Jadhav:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
2. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
3. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
5. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director of the Company;
6. A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing his candidature under Section

160 of the Act. In the opinion of the Board, Mr. Arvind Jadhav fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Arvind Jadhav skills, background and experience are aligned to the role and capabilities and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Arvind Jadhav is justified his immense knowledge and experience. A copy of the draft letter for the appointment of Mr. Arvind Jadhav as an Independent Director setting out the terms and conditions is available for electronic inspection.

The resolution seeks the approval of members for the appointment of Mr. Arvind Jadhav as an Independent Director of the Company for a term of 5 (five) years effective 23rd July 2024 to 22nd July 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Arvind Jadhav as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Mr. Arvind Jadhav, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 11.

The Board recommends the special resolution as set out in Item no. 11 of this notice for the approval of members

ITEM NO. 12: TO APPOINT ANIMA RAJAMOHAN NAIR (DIN: 02011183) AS INDEPENDENT DIRECTOR

Pursuant to Section 161 of the Companies Act, 2013, the Board, on 6th September 2024, appointed Ms. Anima Rajmohan Nair (DIN: 02011183) as an Additional Director in the capacity of Independent Director of the with effect from 6th September 2024 to hold the office till the ensuing Annual General Meeting.

The Company has received the following from Ms. Anima Rajmohan Nair:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
2. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
3. A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
5. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
6. A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing her candidature under Section 160 of the Act. In the opinion of the Board, Ms. Anima Rajmohan Nair fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Ms. Anima Rajmohan Nair skills, background and experience are aligned to the role and capabilities and that she is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Ms. Anima Rajmohan Nair is justified her immense

knowledge and experience. A copy of the draft letter for the appointment of Ms. Anima Rajmohan Nair as an Independent Director setting out the terms and conditions is available for electronic inspection.

The resolution seeks the approval of members for the appointment of Ms. Anima Rajmohan Nair as an Independent Director of the Company for a term of 5 (five) years effective 6th September 2024 to 5th September 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof and she shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Ms. Anima Rajmohan Nair as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Ms. Anima Rajmohan Nair, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 12.

The Board recommends the special resolution as set out in Item no. 12 of this notice for the approval of members.

ITEM NO. 13: TO APPOINT MR. MEENAVALLI GANESH (DIN: 09330391) AS THE MANAGING DIRECTOR OF THE COMPANY

Mr. Meenavalli Ganesh (DIN: 09330391) was appointed as a Director of the Company by the Resolution Professional on 31st May 2024 pursuant to the NCLT Order dated 28th May 2024. In, the first Board meeting convened by the new Board of Directors of the Company, Mr. Ganesh Meenavalli was appointed as the Managing Director of the Company.

Leveraging his rich experience, he has played an instrumental role in the rapid development M/s. String Metaverse Limited. He has also been responsible for bringing in superlative changes in policies and transforming operations and systems, thus, providing synergy to various business activities of the Company.

In view of the valuable contribution made by Mr. Meenavalli Ganesh, Managing Director for overall business, financial performance, turnaround and growth of the Company, it is proposed to appoint him as Managing Director of the Company.

Accordingly, the Board of Directors of the Company, in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, recommended the appointment/regularisation of Appointment of Mr. Meenavalli Ganesh as Managing Director of the Company for a period of 5 years from 5th June 2024 to 4th June 2029, liable to retire by rotation, on the terms and conditions including remuneration as reproduced below.

The Board appointing Mr. Meenavalli Ganesh as the Managing Director of the Company, have considered his background, experience and contributions to the Company.

Mr. Meenavalli Ganesh has consented for his appointment as the Managing Director of the Company for the aforesaid period and also confirmed that he is not disqualified under any of the provisions of Section 164 of the Act and that he satisfies the conditions, as contained in Part 1 of Schedule V of the Act.

The terms and conditions relating to the re-appointment and terms of remuneration of Mr. Meenavalli Ganesh as Managing Director, inter alia, includes the following:

1. Period: 5 years i.e. from 5th June 2024 to 4th June 2029
2. Remuneration:
 - a. Salary: Rs.2,00,000/- per month in the range of Rs.2,00,000/- to Rs.5,00,000/- per month with such increment(s) from time to time as the Board /Nomination and Remuneration Committee of Directors may deem fit.

- b. Perquisites: Mr. Meenavalli Ganesh, Managing Director, be paid any type of perquisites, subject to overall ceiling of 100% of the salary. However the following shall not form part of perquisites:
 Provident Fund, Superannuation Fund, Gratuity and Leave Encashment: Company's contribution to Provident Fund and Superannuation Fund and payment of Gratuity and Encashment of Leave would be as per the rules of the Company. However, Company's contribution to Provident Fund and Superannuation Fund to the extent these (either singly or together) are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and Encashment of Leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- c. Commission: Such remuneration by way of commission, in addition to the salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the provisions of the Companies Act, 2013.
- d. Minimum remuneration Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Meenavalli Ganesh, as Managing Director, the Company has no profits or its profits are inadequate, the salary and perquisites payable to him shall not exceed the limits as laid down in provisions of the Companies Act, 2013 as modified from time to time

In order to comply with the requirement of Listing Regulations, the Board of Directors are seeking to take the Members' approval by way of Special Resolution for paying him remuneration as per approved terms and conditions in case his remuneration exceeds the limits prescribed in Regulation 17(6)(e) of SEBI (LODR).

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard (SS 2) on General Meetings, of Mr. Meenavalli Ganesh is provided in Annexure "A" to the Notice.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Meenavalli Ganesh, under Section 190 of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Meenavalli Ganesh himself and Mr. Krishna Mohan Meenavalli, who is related to Mr. Meenavalli Ganesh, is in any way concerned or interested financially or otherwise, in the said Resolution.

The Board of Directors recommend passing of the resolution by the members as set out under Item No. 13 as a special resolution

ITEM NO. 14: TO APPOINT MR. MEENAVALLI GANESH (DIN: 09330391) AS THE MANAGING DIRECTOR OF THE COMPANY

Mr. Krishna Mohan Meenavalli (DIN: 08243455) was appointed as a Director of the Company by the Resolution Professional on 31st May 2024 pursuant to the NCLT Order dated 28th May 2024. In, the first Board meeting convened by the new Board of Directors of the Company, Mr. Krishna Mohan Meenavalli was appointed as the Executive Director & CFO of the Company.

Leveraging his rich experience, in the field of finance and Business Development, he has played an instrumental role in the rapid development M/s. String Metaverse Limited. He has also been responsible for bringing in superlative changes in policies and transforming operations and systems, thus, providing synergy to various business activities of the Company.

In view of the valuable contribution made by Mr. Meenavalli Krishna Mohan, Executive Director for overall business, financial performance, turnaround and growth of the Company, it is proposed to appoint him as Managing Director of the Company.

Accordingly, the Board of Directors of the Company, in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, recommended the appointment/regularisation of Appointment of Mr. Krishna Mohan Meenavalli as the Executive Director of the Company for a

period of 5 years from 5th June 2024 to 4th June 2029, liable to retire by rotation, on the terms and conditions including remuneration as reproduced below.

The Board appointing Mr. Krishna Mohan Meenavalli as the Executive Director of the Company, have considered his background, experience and contributions to the Company.

Mr. Krishna Mohan Meenavalli has consented for his appointment as the Executive Director of the Company for the aforesaid period and also confirmed that he is not disqualified under any of the provisions of Section 164 of the Act and that he satisfies the conditions, as contained in Part 1 of Schedule V of the Act.

The terms and conditions relating to the re-appointment and terms of remuneration of Mr. Krishna Mohan Meenavalli as Executive Director inter alia, includes the following:

1. Period: 5 years i.e. from 5th June 2024 to 4th June 2029
2. Remuneration:
 - a. Salary: Rs.1,50,000/- per month in the range of Rs.1,50,000/- to Rs.5,00,000/- per month with such increment(s) from time to time as the Board /Nomination and Remuneration Committee of Directors may deem fit.
 - b. Perquisites: Mr. Krishna Mohan Meenavalli, Executive Director, be paid any type of perquisites, subject to overall ceiling of 100% of the salary. However the following shall not form part of perquisites:
 Provident Fund, Superannuation Fund, Gratuity and Leave Encashment: Company's contribution to Provident Fund and Superannuation Fund and payment of Gratuity and Encashment of Leave would be as per the rules of the Company. However, Company's contribution to Provident Fund and Superannuation Fund to the extent these (either singly or together) are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and Encashment of Leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
 - c. Commission: Such remuneration by way of commission, in addition to the salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the provisions of the Companies Act, 2013.
 - d. Minimum remuneration Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Meenavalli Krishna Mohan, as Executive Director, the Company has no profits or its profits are inadequate, the salary and perquisites payable to him shall not exceed the limits as laid down in provisions of the Companies Act, 2013 as modified from time to time

In order to comply with the requirement of Listing Regulations, the Board of Directors are seeking to take the Members' approval by way of Special Resolution for paying him remuneration as per approved terms and conditions in case his remuneration exceeds the limits prescribed in Regulation 17(6)(e) of SEBI (LODR).

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard (SS 2) on General Meetings, of Mr. Meenavalli Krishna Mohan is provided in Annexure "A" to the Notice.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Meenavalli Krishna Mohan, under Section 190 of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Meenavalli Krishna Mohan himself and Mr. Meenavalli Ganesh, who is related to Mr. Meenavalli Krishna Mohan, is in any way concerned or interested financially or otherwise, in the said Resolution.

The Board of Directors recommend passing of the resolution by the members as set out under Item No. 14 as a special resolution

ITEM NO. 15: TO APPOINT MR. SAI SANTOSH ALTHURU (DIN: 09529431) AS AN EXECUTIVE DIRECTOR

Mr. Sai Santosh Althuru (DIN: 09529431) was appointed as a Director of the Company by the Resolution

Professional on 31st May 2024 pursuant to the NCLT Order dated 28th May 2024. In, the first Board meeting convened by the new Board of Directors of the Company, Mr. Sai Santosh Althuru was appointed as the Executive Director & CEO of the Company.

Leveraging his rich experience, in the field of finance and Business Development, he has played an instrumental role in the rapid development M/s. String Metaverse Limited. He has also been responsible for bringing in superlative changes in policies and transforming operations and systems, thus, providing synergy to various business activities of the Company.

In view of the valuable contribution made by Mr. Sai Santosh Althuru, Executive Director for overall business, financial performance, turnaround and growth of the Company, it is proposed to appoint him as Managing Director of the Company.

Accordingly, the Board of Directors of the Company, in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, recommended the appointment/regularisation of Appointment of Mr. Sai Santosh Althuru as the Executive Director of the Company for a period of 5 years from 5th June 2024 to 4th June 2029, liable to retire by rotation, on the terms and conditions including remuneration as reproduced below.

The Board appointing Mr. Sai Santosh Althuru as the Executive Director of the Company, have considered his background, experience and contributions to the Company.

Mr. Sai Santosh Althuru has consented for his appointment as the Executive Director of the Company for the aforesaid period and also confirmed that he is not disqualified under any of the provisions of Section 164 of the Act and that he satisfies the conditions, as contained in Part 1 of Schedule V of the Act.

The terms and conditions relating to the re-appointment and terms of remuneration of Mr Sai Santosh Althuru as Executive Director inter alia, includes the following:

1. Period: 5 years i.e. from 5th June 2024 to 4th June 2029
2. Remuneration:
 - a. Salary: Rs.1,50,000/- per month in the range of Rs.1,50,000/- to Rs.5,00,000/- per month with such increment(s) from time to time as the Board /Nomination and Remuneration Committee of Directors may deem fit.
 - b. Perquisites: Mr. Sai Santosh Althuru, Executive Director, be paid any type of perquisites, subject to overall ceiling of 100% of the salary. However the following shall not form part of perquisites:
Provident Fund, Superannuation Fund, Gratuity and Leave Encashment: Company's contribution to Provident Fund and Superannuation Fund and payment of Gratuity and Encashment of Leave would be as per the rules of the Company. However, Company's contribution to Provident Fund and Superannuation Fund to the extent these (either singly or together) are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and Encashment of Leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
 - c. Commission: Such remuneration by way of commission, in addition to the salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the provisions of the Companies Act, 2013.
 - d. Minimum remuneration Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Sai Santosh Althuru, as Executive Director, the Company has no profits or its profits are inadequate, the salary and perquisites payable to him shall not exceed the limits as laid down in provisions of the Companies Act, 2013 as modified from time to time

In order to comply with the requirement of Listing Regulations, the Board of Directors are seeking to take the Members' approval by way of Special Resolution for paying him remuneration as per approved terms and conditions in case his remuneration exceeds the limits prescribed in Regulation

17(6)(e) of SEBI (LODR).

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard (SS 2) on General Meetings, of Mr. Sai Santosh Althuru is provided in Annexure "A" to the Notice.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Meenavalli Krishna Mohan, under Section 190 of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Sai Santosh Althuru himself, is in any way concerned or interested financially or otherwise, in the said Resolution.

The Board of Directors recommend passing of the resolution by the members as set out under Item No. 15 as a special resolution.

ITEM NO 16 : SUB-DIVISION OF EQUITY SHARES OF THE COMPANY

The shareholders to note that the equity shares of your Company are listed on the Stock Exchange, Mumbai (BSE).

The trading of the Shares shall commence soon.

In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on 6th September 2024, considered it desirable to sub-divide the nominal value of the equity portion of the authorized share capital of the Company.

The shareholders may please note that presently the nominal value of the equity shares is Rs.10/- each and consequent to the sub-division it is being divided into 10 (Ten) equity shares of Rs.1/- each.

The date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholders' approval, which will be notified through the Stock Exchange.

The Pre and post Equity Share Capital of the Company is as under:

Type of Share Capital	Pre-Sub Division		Post-Sub Division	
	No. of Shares	Amount	No. of Shares	Amount
Authorised	11,00,00,000	110,00,00,000	110,00,00,000	110,00,00,000
Issued	1,06,96,08,66	1,06,96,08,660	1,06,96,08,660	1,06,96,08,660
Subscribed & Paid-up	1,06,96,08,66	1,06,96,08,660	1,06,96,08,660	1,06,96,08,660

Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital Clause V A in the Memorandum of Association of the Company relating to equity shares also need relevant amendment to give effect to the sub-division.

None of the Directors of the Company /Key Managerial Personnel and their relatives are interested in this resolution.

The Board of Directors recommend passing of the resolution by the members as set out under Item No. 16 as a special resolution.

ITEM NO 17: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS

The members of the Company are informed that section 188 read with rules made there under prescribes certain approvals for related party transactions.

Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 also prescribe seeking shareholders' approval for material related party transaction beyond specified threshold (Material Transactions). Proviso to Section 188 (1) provides that nothing contained in Section

188 (1) shall apply where transaction entered into by Company with related party in the ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length basis. The transactions are repetitive in nature, considering the large volume of the transaction, the contracts / arrangements / transactions are material in nature and hence require approval of members. The contracts / arrangements / transactions as mentioned in resolution require approval of only unrelated members of the Company and all related parties shall abstain from voting on such resolution

Accordingly, the Board of Directors recommends the Resolution set out at Item No. 16 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

Except the Executive Directors and Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 17 of the Notice.

ITEM NO 18: TO APPROVE GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

Pursuant to the provisions Section 185 of the Companies Act, 2013 (the Act), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of a Special Resolution.

The Company's subsidiary(ies) / group companies/ associates / JV Companies explore various options to raise funds through loan / issuance of debentures / bonds etc. which may be backed by corporate guarantee of the Company. The proceeds raised by the subsidiary(ies) / group companies/ associates / JV Companies of the Company would be utilized for their principal business activities.

In view of the above and as an abundant caution, the Board at its meeting held on September 6th 2024 approved a proposal for seeking the consent of the members of the Company pursuant to the provisions of Section 185 of the Act, to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by any subsidiary company(ies) / group companies/ associates / JV Companies / body corporates, in whom any of the Director of the Company is or will be deemed to be interested for an amount not exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

This will also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loans / debentures / bonds etc. by the said subsidiary(ies) / associates / JV Companies body corporates, as and when it is raised.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. Accordingly, consent of the members is sought by way of a Special Resolution as set out in Item No. 18 of the Notice. The Board recommends the Resolution for your approval.

ITEM NO 19: AUTHORISATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the

general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.300 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 19 for approval by the members of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 19 of the accompanying notice.

The Board recommends the resolution at Item no.19 to be passed as Special Resolution.

ITEM NO. 20: AUTHORISATION UNDER SECTION 180 OF THE COMPANIES ACT, 2013

Keeping in view the Company's long term strategic and business objectives and to revive the plant in 100% capacity, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.300 Crores, as proposed in the Notice.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.20 for approval by the members of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 20 of the accompanying notice. The Board recommends the resolution at Item no.20 to be passed as Special Resolution

ITEM NO. 21: TO ISSUE SECURITIES OF THE COMPANY

Members are hereby informed that pursuant to the implementation of Resolution Plan as approved by Hon'ble NCLT, the promoters/ promoters group presently holds more than 75% equity shareholding in the Company.

Whereas in terms of the provisions of continuous listing requirement as stipulated under Rule 19A of the Securities Contracts (Regulation) Rules, 1957 ("SCRR"), as amended, where the public shareholding in a listed Company falls below twenty-five per cent, as a result of implementation of the Resolution Plan approved under section 31 of the IBC, such Company shall bring the public shareholding to twenty-five per cent within a maximum period of three years from the date of such fall, in the manner specified by the Securities and Exchange Board of India ("SEBI") and if the public shareholding falls below ten per cent, the same shall be increased to at least ten per cent, within a maximum period of eighteen months from the date of such fall, in the manner specified by SEBI. Hence, the Company is required to increase its public shareholding so that it can achieve the Minimum Public Shareholding ("MPS") in compliance with the requirements of rule 19A of SCRR.

Further, pursuant to Circular CIR/CFD/CMD/14/2015 dated November 30, 2015 read with Circular SEBI/HO/CFD/CMD/ CIR/P/43/2018 dated February 22, 2018 issued by Securities and Exchange Board of India ("SEBI Circulars") the SEBI has permitted certain modes/ methods to achieve MPS including

but not limited to Follow-on Public Issue, qualified institutions placement ("QIP"), rights issue to public shareholders, offer for sale of shares held by promoters to public through offer documents under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations"). Section 62 of the Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications made thereunder, each as amended (the "Act") regulates any increase in subscribed capital by issue of further shares by a Company. In view of the foregoing provisions, approval of the members is being sought for issue of fresh / new equity shares and / or preference shares convertible into equity shares, and/ or any other financial instruments convertible into equity shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into equity shares with or without voting/special rights and/or securities linked to equity shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to equity shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities by the Company for achieving MPS through a combination of one or more public and / or rights or private offerings, through such modes / methods as prescribed under the SEBI Regulations or as permitted under other applicable law(s), including but not limited to Further Public Issue, QIP, rights issue, offer for sale of shares held by promoters to public through Offer Document in accordance with the relevant provisions of the SEBI ICDR Regulations, through issue of prospectus and / or placement document and / or letter of offer and / or any other permissible or requisite offer document at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law in such manner and on such terms and conditions as may be decided by the Board of Directors of the Company (the "Board", including any duly authorised committee thereof) in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding INR 300 Crores (Indian Rupees Three Hundred Crore Only), in one or more tranches (the "Issue").

The primary objective of the Issue is to comply with the MPS requirements as stipulated in rule 19A of SCRR in the manner specified by SEBI. Further, proceeds of Issue are to be utilized for the purposes that shall be disclosed in the offer document to be filed with the stock exchange in connection with the Issue, including augmenting the capital base of the Company to meet capital requirements for its future growth and to ensure compliance with regulatory requirements and for general corporate purposes.

The members may please note that the detailed terms and conditions for the Issue will be determined by the Board in consultation with the Merchant Banker (s), advisor(s), underwriter(s) and such other authorities and agencies as may be required to be appointed by the Company in due consideration of prevailing market conditions and other relevant factors. As the pricing of the Issue can only be decided at a later stage, it is not possible to state the price of the Securities proposed to be issued. However, the pricing of Securities shall be discovered in accordance with the SEBI ICDR Regulations. As the price of the Securities shall be determined at a later stage, exact number of Securities proposed to be issued in the Issue shall also be determined later.

The Securities of the Company that are proposed to be allotted in the Issue would be listed, hence, the Issue would be subject to applicable regulatory approvals. In case, the equity shares that may be issued in the Issue shall rank pari passu with the existing equity shares of the Company in all respects, including in respect of entitlement to dividend with the existing equity shares, as may be provided under the terms of the Issue.

The equity shares to be issued on conversion of Securities convertible into equity shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate reorganisation or restructuring.

In case the Board or the committee of directors duly authorised in this regard decides to issue and allot Securities by way of a QIP in terms of SEBI ICDR Regulations:

- (a) the "relevant date" for the purpose of pricing of the Securities shall be the date of the meeting in which the Board or the committee of directors duly authorised in this regard decides to open the proposed QIP;
- (b) the issue of Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the

SEBI ICDR Regulations;

- (c) the Board may at its absolute discretion, issue Securities at a discount of not more than 5% on the price determined for the QIP under the SEBI ICDR Regulations, or such other discount as may be permitted under applicable law; and
- (d) allotment of Securities in the QIP pursuant to the special resolution passed by the shareholders shall be completed within a period of 12 months from the date of passing of such resolution.

In compliance with the General Circular number 20/2020 issued by the MCA, this Item is considered unavoidable and forms part of this Notice. No contribution is being made by the promoters or directors of the Company either as part of the Issue or separately in furtherance of object of the Issue.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 21 of the Notice. In accordance with the Act, the provisions of the SEBI ICDR Regulations and other applicable law(s), approval of shareholders by way of special resolution is required to be obtained for issuance of further shares.

ITEM NO. 22: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The present Authorised Share Capital of the Company is Rs. 110,00,00,000 (Rupees One Hundred and Ten Crores Only) comprising of 11,00,00,000 (Eleven Crore Only) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 06th September 2024, had accorded its approval for increasing the Authorised Share Capital from Rs. 110,00,00,000 (Rupees One Hundred and Ten Crores Only) to Rs. 130,00,00,000 (Rupees One Hundred and Thirty Crores Only) comprising of 13,00,00,000 equity shares of Rs. 10/- each, subject to shareholders approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The existing clause V of the Memorandum of Association shall be substituted with the following:

“V. The Authorised Share Capital of the Company is Rs. 130,00,00,000/- (Rupees One Hundred and Thirty Crores Only) divided into 13,00,00,000 (Thirteen Crores Only) Equity Shares of Rs. 10/- (Rupees Ten only) each with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the same and to divide the shares in several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being in force.”

A copy of the Memorandum of Association of the Company duly amended will be available for inspection during business hours.

None of the Directors of the Company or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Special Resolution

ITEM NO. 23 & 24:

Your Company believes that employees form an integral part of the organization for sustained growth and strive to create a work environment that fosters high performance culture. In today's competitive world, equity-based compensation is considered to be an integral part of employee compensation across sectors which enable alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan.

Your Company fully recognizes the same and therefore wants its employees to participate and share the fruits of growth and prosperity along with the Company and intends to reward, attract, motivate and retain employees and Senior management of the Company for their high level of individual performance and for their efforts to improve the financial performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholders value by aligning the interests of the eligible employees with the long-term interests of the Company.

With the above objective, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any which the Board may constitute / designate to act as the Committee under the Act and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), and other applicable provisions, if any, of the SBEB Regulations, read along with the provisions of the Foreign Exchange Management Act, 1999, the Memorandum and Articles of Association of the Company, proposed "Bio Green Employee Stock Option Scheme - 2024" and this Scheme has been formulated in accordance with the applicable rules and regulations.

The terms and broad framework of this Scheme has been approved by the Board of Directors of the Company at their meeting held on September 06th 2024.

Under "Bio Green Employee Stock Option Scheme - 2024" the eligible employees shall be granted employee Stock Options in the form of Options which will be exercisable into equity shares of Rs. 10/- each of the Company (the "Equity Shares").

The maximum number of Equity Shares to be issued and allotted under the "Bio Green Employee Stock Option Scheme - 2024" shall be limited to 25,00,000 (Twenty-Five Lakhs only) Equity Shares of the Company.

The "Bio Green Employee Stock Option Scheme - 2024" will be administered by the Board or any committee constituted pursuant to the applicable provisions of the Companies Act 2013.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and SEBI SBEB Regulations (as amended from time to time) are given below:

1. Brief Description of THE BIO GREEN SCHEME:

- a. The objectives as set out in THE BIO GREEN SCHEME are sought to be achieved through the grant of options to Employees as determined by the Board/ Committee at their discretion under THE BIO GREEN SCHEME.
- b. Options granted under THE BIO GREEN SCHEME shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment of equity shares of the Company.
- c. Upon vesting of Options, the eligible Employees earn a right (but not obligation) to exercise the vested Options within the exercise period.
- d. The Board/ Committee of Directors will administer THE BIO GREEN SCHEME and also determine the questions of interpretation of THE BIO GREEN SCHEME.

2. Total number of options, SARs, shares or benefits, as the case may be, to be offered and Granted:

Maximum number of options that may be granted under THE BIO GREEN SCHEME shall not exceed 25,00,000 (Twenty-Five Lakhs only) Equity Shares of the Company of Rs. 10/- each

Each Option will entitle the Participant to 1 equity share of face value of Rs.10/- each of M/s. Bio Green Papers Limited on exercise.

The options may be granted under THE BIO GREEN SCHEME and in one or more tranches as may be decided by the Board/Committee.

In case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of shares, sale of division/undertaking and others, the ceiling as aforesaid i.e., 25,00,000 (Twenty-Five Lakhs only) shares shall be deemed to be increased/decreased, as may be determined by Board, to facilitate making fair and reasonable adjustment to the entitlements of participants under THE BIO GREEN SCHEME such that the total value to the employee of the options remains the same after the corporate action.

3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);

The following classes of Employees are eligible to participate in THE BIO GREEN SCHEME:

- a. an employee as designated by the Company who is exclusively has been working in India or outside India; or
- b. a director of the Company, whether a whole-time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group but excluding an independent director or
- c. an employee as defined in clauses (a) or (b) of a subsidiary and associate, in India or outside India, or of a holding company of the Company, if any; but does not include-
 - an employee who is a Promoter or a person belonging to the Promoter Group; or
 - a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company;

The eligibility of an employee shall be determined by the Board or Committee as may be determined by the Board as per the eligibility criteria as may be determined by the Board/ Committee.

4. Requirements of vesting and period of vesting;

The Board or the Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Stock Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, and which may be specified in the respective grant letters / award agreement or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest will be subject to the minimum and maximum vesting period.

5. Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case maybe) within which the options / SARs / benefits shall be vested

The Options would vest not earlier than one year or such time period as may be prescribed under the Applicable Laws or such other period as may be determined by the Board or Committee.

The vesting schedule (i.e., exact proportion in which and the exact period over which the Options would vest) would be determined by the Board or Committee. The Options granted under THE BIO GREEN SCHEME may vest in one or more tranches.

6. Exercise price, SAR price, purchase price or pricing formula for future grants;

Subject to Provisions of the Companies Act 2013, the Board or Committee shall determine the Exercise Price of the Options Granted under the Plan, as it may deem appropriate in conformity with the applicable accounting policies, if any, provided that the Exercise Price shall not be less than the face value of the Shares.

Exercise Price will be intimated to the Option Holder through the Grant Letter/Award Agreement. No amount shall be payable at the time of Grant of Options. The Exercise Price shall be subject to any fair and reasonable adjustments that may be made on account of Corporate Actions of the Company.

7. Exercise period/offer period and process of exercise/acceptance of offer;

"Exercise period would commence from the vesting date and would expire within 6 months of commencement of vesting or such other period as may be decided by the Board or the Committee. If the Options are not exercised within the exercise period they shall lapse and be

cancelled forthwith. The Company shall not have any obligations to the Option holder towards such lapsed Options. An employee may exercise the vested Options within the exercise period by submitting a written exercise application to the Company accompanied by the payment of an amount equivalent to the exercise price in respect of such Shares and in such manner and on execution of such other documents, as may be prescribed by the Board or the Committee from time to time.

8. The appraisal process for determining the eligibility of employees for THE BIO GREEN SCHEME(s);

The appraisal process for determining the eligibility of the employees will be specified by the Board or the Committee from time to time, and will be based on criteria, such as level, role / criticality of the employee, length of service with the Company, work performance, and such other criteria that may be determined by the Board or the Committee, as applicable, at its sole discretion.

The Board or the Committee may decide to extend the benefits of the "Bio Green Employee Stock Option Scheme - 2024" to new entrants or to existing eligible employees on such basis as it may deem fit, in accordance with applicable law.

9. The maximum number of options to be granted per employee and in aggregate:

The maximum number of Stock Options to be granted to any eligible employee shall be decided by the Board or the Committee.

The aggregate of all such Stock Options under this scheme shall not result into more than 25,00,000 (Twenty-Five Lakhs only) Equity Shares at any time which shall be adjusted in lieu of corporate actions, adjustments/ re-organisation of capital structure of the Company from time to time.

10. The Maximum quantum of benefits to be provided per employee under the THE BIO GREEN SCHEME:

Maximum benefit shall refer to the maximum number of options that may be issued per employee. Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the THE BIO GREEN SCHEME. Accordingly, the maximum quantum of benefit for the employees under the THE BIO GREEN SCHEME is the difference between the exercise price of the options and the market price of the equity shares of the Company as on the date of exercise of options.

11. Whether THE BIO GREEN SCHEME(s) is to be implemented and administered directly by the company or through a trust;

THE BIO GREEN SCHEME shall be implemented and administered directly by the company.

12. Whether THE BIO GREEN SCHEME(s) involves new issue of shares by the company or secondary acquisition by the trust or both;

THE BIO GREEN SCHEME involves new issue of shares by the company on exercise of stock options.

13. The amount of loan to be provided for implementation of THE BIO GREEN SCHEME(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;

Not applicable

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of THE BIO GREEN SCHEME(s);

Not applicable

15. Statement to the effect that the Company shall confirm to the accounting policies specified in Regulation 15.

Company shall comply with the disclosure requirements and the accounting policies specified in Regulation 15 of SEBI (Share Based and employee benefit and Sweat equity shares) Regulations 2021.

16. The method which the company shall use to value its options or SARs;

Company shall adopt Fair Value Method for valuation of employee stock options.

17. Statement with regard to disclosure in director's report:

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the company shall also be disclosed in the Directors' report.

18. Period of lock-in.

The shares allotted pursuant to the exercise of the Options shall not be subject to any lock-in period.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations.

The Board/ Committee shall formulate the terms & conditions for buyback, if any, of specified securities, from time to time.

20. Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct.

The vested Options shall lapse in the following circumstances;

1. If not exercised within the prescribed period as specified under THE BIO GREEN SCHEME.
2. In case of termination of employment due to a cause such as professional misconduct, negligence, abandonment and fraud etc as per Company's policy.

21. The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation of employee:

As regards the vested Options, the Option holder shall be entitled to exercise the vested Options within 3 (three) months from the date of termination / resignation/ superannuation, failing which such vested Options shall lapse and be cancelled forthwith. There shall be no further obligation of the Company towards the Option holder with regard to lapsed Options.

Consent of the members is being sought by way of special resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and Regulation 6, 12 of the SEBI SBEB Regulations.

THE BIO GREEN SCHEME is available for inspection at the Company's Registered Office during official hours on all working days till September 30, 2024.

Accordingly, Board of Directors recommends the passing of the Special Resolutions as specified in Item Number 23 & 24 of this Notice.

ITEM NO 25, 26 & 27

In terms of Regulation 12(1) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ("SEBI SBEB Regulations"), no Company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any schemes/plans formulated prior to the listing of its equity shares unless:

- (1) Such Plan is in conformity with the SEBI SBEB Regulations; and
- (2) Such Scheme/ Plan is ratified by its shareholders subsequent to the Listing of the equity shares.

Further, as per proviso to Regulation 12(1) of the SEBI (SBEB) Regulations, the ratification may be done at any time prior to grant of new options or shares under such Scheme.

The **STRING METAVERSE EMPLOYEE STOCK OPTION SCHEME-2023** (hereinafter referred as "**THE SCHEME**") was approved by the shareholders of String Metaverse Limited prior to the merger of M/s. String Metaverse Limited with M/s. Bio Green Papers Limited vide order dated May 28, 2024 passed by the Hon'ble NCLT, Hyderabad Bench.

Considering that THE SCHEME of the Company is in conformity with the SEBI SBEB Regulations and listing and trading of equity shares of the company on BSE Limited, the Company seeks the approval from its shareholders to ratify THE SCHEME in order to enable the Company to make allotment of equity shares of Bio Green Papers Limited pursuant to options exercised under THE SCHEME.

The Board of Directors of the Company at its meeting, held on September 6th 2024 approved and recommended to the shareholders of the Company, the ratification of THE SCHEME and grant of options to eligible employees of String Metaverse Limited, its subsidiaries and identified persons as determined by the Board of String Metaverse Limited (which shall include a duly constituted Committee of the Board), during any one year, equal to or exceeding one percent of the issued capital of the String Metaverse Limited at the time of grant of options under String Metaverse Employee Stock Option Scheme -2023 of the Company.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and SEBI SBEB Regulations (as amended from time to time) are given below:

1. Brief Description of THE SCHEME:

- a. The objectives as set out in THE SCHEME are sought to be achieved through the grant of options to Employees as determined by the Board/ Committee at their discretion under THE SCHEME.
- b. Options granted under THE SCHEME shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment of equity shares of the Company.
- c. Upon vesting of Options, the eligible Employees earn a right (but not obligation) to exercise the vested Options within the exercise period.
- d. The Board/ Committee of Directors will administer THE SCHEME and also determine the questions of interpretation of THE SCHEME.

2. Total number of options, SARs, shares or benefits, as the case may be, to be offered and Granted:

Maximum number of options that may be granted under THE SCHEME shall not exceed 1,65,00,000 (One Crore Sixty-Five Lakhs only) Equity Shares of the Company of Re. 1/- each

Each Option will entitle the Participant to 1 equity share of face value of Rs.10/- each of M/s. Bio Green Papers Limited on exercise of 10 stock options of M/s. String Metaverse Limited.

The options may be granted under THE SCHEME and in one or more tranches as may be decided by the Board/Committee.

In case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of shares, sale of division/undertaking and others, the ceiling as aforesaid i.e., 1,65,00,000 (One Crore Sixty-Five Lakhs only) shares shall be deemed to be increased/decreased, as may be determined by Board, to facilitate making fair and reasonable adjustment to the entitlements of participants under THE SCHEME such that the total value to the employee of the options remains the same after the corporate action.

3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);

The following classes of Employees are eligible to participate in THE SCHEME:

- a. an employee as designated by the Company who is exclusively has been working in India or outside India; or
- b. a director of the Company, whether a whole-time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group but excluding an independent director or
- c. an employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the Company, if any; but does not include-
 - an employee who is a Promoter or a person belonging to the Promoter Group; or
 - an Independent Director of the Company
 - a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company;

However, the above two conditions do not apply to start-up companies for a period of 10 years from the date of its incorporation.

The eligibility of an employee shall be determined by the Board or Committee as may be determined by the Board as per the eligibility criteria as may be determined by the Board/

Committee.

4. Requirements of vesting and period of vesting;

The Board or the Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Stock Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, and which may be specified in the respective grant letters / award agreement or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest will be subject to the minimum and maximum vesting period.

5. Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case maybe) within which the options / SARs / benefits shall be vested

The Options would vest not earlier than one year or such time period as may be prescribed under the Applicable Laws or such other period as may be determined by the Board or Committee.

The vesting schedule (i.e., exact proportion in which and the exact period over which the Options would vest) would be determined by the Board or Committee. The Options granted under the Scheme may vest in one or more tranches.

6. Exercise price, SAR price, purchase price or pricing formula for future grants;

Subject to Provisions of the Companies Act 2013, the Board or Committee shall determine the Exercise Price of the Options Granted under the Plan, as it may deem appropriate in conformity with the applicable accounting policies, if any, provided that the Exercise Price shall not be less than the face value of the Shares.

Exercise Price will be intimated to the Option Holder through the Grant Letter/Award Agreement. No amount shall be payable at the time of Grant of Options. The Exercise Price shall be subject to any fair and reasonable adjustments that may be made on account of Corporate Actions of the Company.

7. Exercise period/offer period and process of exercise/acceptance of offer;

"Exercise period would commence from the vesting date and would expire within 6 months of commencement of vesting or such other period as may be decided by the Board or the Committee. If the Options are not exercised within the exercise period they shall lapse and be cancelled forthwith. The Company shall not have any obligations to the Option holder towards such lapsed Options. An employee may exercise the vested Options within the exercise period by submitting a written exercise application to the Company accompanied by the payment of an amount equivalent to the exercise price in respect of such Shares and in such manner and on execution of such other documents, as may be prescribed by the Board or the Committee from time to time.

8. The appraisal process for determining the eligibility of employees for the scheme(s);

The appraisal process for determining the eligibility of the employees will be specified by the Board or the Committee from time to time, and will be based on criteria, such as level, role / criticality of the employee, length of service with the Company, work performance, and such other criteria that may be determined by the Board or the Committee, as applicable, at its sole discretion.

The Board or the Committee may decide to extend the benefits of the "String Metaverse Employee Stock Option Scheme -2023' to new entrants or to existing eligible employees on such basis as it may deem fit, in accordance with applicable law.

9. The maximum number of options to be granted per employee and in aggregate:

The maximum number of Stock Options to be granted to any eligible employee shall be decided by the Board or the Committee.

The aggregate of all such Stock Options under this scheme shall not result into more than 1,65,00,000 (One Crore Sixty Five Lakhs only) Equity Shares at any time which shall be adjusted in lieu of corporate actions, adjustments/ re-organisation of capital structure of the Company

from time to time.

- 10. The Maximum quantum of benefits to be provided per employee under the THE SCHEME:**
 Maximum benefit shall refer to the maximum number of options that may be issued per employee. Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the THE SCHEME. Accordingly, the maximum quantum of benefit for the employees under the THE SCHEME is the difference between the exercise price of the options and the market price of the equity shares of the Company as on the date of exercise of options.
- 11. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;**
 THE SCHEME shall be implemented and administered directly by the company.
- 12. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;**
 THE SCHEME involves new issue of shares by the company on exercise of stock options.
- 13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;**
 Not applicable
- 14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);**
 Not applicable
- 15. Statement to the effect that the Company shall confirm to the accounting policies specified in Regulation 15.**
 Company shall comply with the disclosure requirements and the accounting policies specified in Regulation 15 of SEBI (Share Based and employee benefit and Sweat equity shares) Regulations 2021.
- 16. The method which the company shall use to value its options or SARs;**
 Company shall adopt Fair Value Method for valuation of employee stock options.
- 17. Statement with regard to disclosure in director's report:**
 In case the Company opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the company shall also be disclosed in the Directors' report.
- 18. Period of lock-in.**
 The shares allotted pursuant to the exercise of the Options shall not be subject to any lock-in period.
- 19. Terms & conditions for buyback, if any, of specified securities covered under these regulations.**
 The Board/ Committee shall formulate the terms & conditions for buyback, if any, of specified securities, from time to time.
- 20. Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct.**
 The vested Options shall lapse in the following circumstances;
 1. If not exercised within the prescribed period as specified under THE SCHEME.
 2. In case of termination of employment due to a cause such as professional misconduct, negligence, abandonment and fraud etc as per Company's policy.
- 21. The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation of employee:**

As regards the vested Options, the Option holder shall be entitled to exercise the vested Options within 3 (three) months from the date of termination / resignation/ superannuation, failing which such vested Options shall lapse and be cancelled forthwith. There shall be no further obligation of the Company towards the Option holder with regard to lapsed Options.

Consent of the members is being sought by way of special resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and Regulation 6, 12 of the SEBI SBEB Regulations.

THE SCHEME is available for inspection at the Company's Registered Office during official hours on all working days till September 30, 2024.

Accordingly, Board of Directors recommends the passing of the Special Resolutions as specified in Item Number 25, 26 & 27 of this Notice

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is financially or in any other way concerned or interested, in the resolutions set out at Item Number 25, 26 & 27 except to the extent of stock options that are granted or may be granted to them under THE SCHEME.

Registered Office
Sy. No. 66/2, Street No. 03, 2nd Floor, Rai
Durgam, Prashanth Hills, Nav Khalsa, Gachi
Bowli, Hyderabad, Telangana, India, 500008.

Place : Hyderabad
Date : September 06, 2024

By order of the Board
For **Bio Green Papers Limited**

Sd/-
Muskan Bhandari
Company Secretary
Membership No.: A74163

ANNEXURE 1.1

Name of Director	Vivek Kumar Ratakonda	Krishna Mohan Meenavalli	Ganesh Meenavalli	Sai Santosh Althuru
Director Identification Number (DIN)	02090966	08243455	09330391	09529431
Designation/ category of the Director	Additional Director, Non-Executive	Executive Director	Managing Director	Executive Director
Date of Birth	14/05/1962	12/02/1996	07/06/2001	02/12/1997
Date of the first appointment on the Board	05/06/2024	31/05/2024	31/05/2024	31/05/2024
Qualification, Brief Profile, Experience, and Expertise in specif-ic functional areas	Shri. Vivek Kumar Ratakonda is a member of the institute of Chartered Accountants of India having nearly three decades of experience.	Mr. Krishna Mohan Meenavalli is an avid gamer and understands the gaming industry from a gamer's perspective. He has a Masters in Investment and Financials from the United Kingdom. Quantitative analysis has been his core area of expertise. He has extensively worked on risk models in derivatives instruments for over 2 years	Ganesh joined the company in 2022. Ganesh has a un-dergraduate degree in Bachelor of Business Administration. Ganesh is the head of global operations, Leading Esports division, High frequency trading, and String Ventures and works closely with the research team to develop products on block-chain technology	Mr. Santosh comes from a business family and possesses a natural acumen for it. He pursued his bachelors in Investment Financials from Sheffield Hallam University in UK. On returning, he joined String Metaverse in 2021 to become the cofounder & CEO of String Metaverse.
Directorships held in other companies including listed companies.	Two	Four	Two	One
Name of listed entities from which the person has resigned in the past three years	1. EQUIPPP SOCIAL IMPACT TECHNOLOGIES LIMITED (L72100TG2002P LC039113)	-	-	-
Memberships / Chair-manships of committees of other companies including listed companies as of the date of this Notice	-	-	-	-
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	-	Brother of Mr. Ganesh Meenavalli, Managing Director of the Company	Brother of Mr. Krishna Mohan Meenavalli, Executive Director & CFO of the Company	-
Number of Meetings of the Board attended during the year	Three	Four	Four	Four
Shareholding in the Company including shareholding as a beneficial owner				

<p>Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</p>	<p>NA</p>	<p>NA</p>	<p>The remuneration payable to Mr. Ganesh Meenavalli would be on the following terms and conditions: a) Period of Appointment: 05th June 2024 to 04th June 2027 b) SALARY: Rs. 1,00,000 per month, which may be revised by the Board from time to time</p>	<p>NA</p>
<p>In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements & the justification for choosing the appointees for appointment as Independent Directors</p>	<p>NA</p>	<p>NA</p>	<p>NA</p>	<p>NA</p>

ANNEXURE 1.2

Name of Director	Ghanshyam Dass	Rohit Reddy Samala	Sarat Kumar Malik
Director Identification Number (DIN)	01807011	03273674	09791314
Designation/ category of the Director	Additional Director, Non-Executive	Additional Director, Non-Executive	Additional Director, Independent, Non-Executive
Date of Birth	11/07/1952	11/06/1991	12/03/1961
Date of the first appointment on the Board	05/06/2024	05/06/2024	05/06/2024
Qualification, Brief Profile, Experience, and Expertise in specific functional areas	Mr. Ghanshyam Dass has had an outstanding career in domestic, international banking and Capital Markets for over 45 years	Mr. Rohit Reddy Samala is a serial entrepreneur with experience across healthcare, beauty, e-commerce, and international markets. He cofounded Glow Aesthetic LLP, a chain of skin clinics, showcasing his expertise in the healthcare and beauty sector. He also established Glow Global LLP, a cosmetics distribution company, demonstrating his ability to build successful businesses and navigate international trade.	Shri. Sarat Kumar Malik is a Ph.D, M.A (Economics) from JNU, New Delhi and an UGC Research Fellowship holder, having more than 30 Years of rich and varied experience in financial sectors, securities markets and worked with Government regulatory bodies like SEBI and RBI.
Directorships held in other companies including listed companies.	Nine	Five	Three
Name of listed entities from which the person has resigned in the past three years	-	-	-
Memberships / Chairmanships of committees of other companies including listed companies as of the date of this Notice	-	-	-
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	-	-	-
Number of Meetings of the Board attended during the year	Three	Two	Three
Shareholding in the Company including shareholding as a beneficial owner			
Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	NA	NA	NA

<p>In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements & the justification for choosing the appointees for appointment as Independent Directors</p>	<p>NA</p>	<p>NA</p>	<p>Shri. Sarat Kumar Malik is an UGC Research Fellowship holder, having more than 30 Years of rich and varied experience in financial sectors, securities mar-kets and worked with Govern-ment regulatory bodies like SEBI and RBI.</p>
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