



BIO GREEN

Regd. Office: Sy. No. 66/2, Street No. 03, 2nd Floor, Rai Durgam, Prashanth Hills, Nav Khalsa, Gachi Bowli, Dargah Hussain Shahwali, Hyderabad, Golconda, Telangana, India, 500008

BIOGREEN/SE/2024-25

6th September, 2024

To
The Chief General Manager
Listing Operation,
BSE Limited, 20th Floor, P.J. Towers,
Dalal Street, Mumbai – 400 001.

Sub: Outcome of the meeting of the Board of Directors of the Company held on 6th September, 2024 pursuant to regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref. BIO GREEN PAPERS LIMITED (“The Company”): Symbol: BGPL, Scrip Code: 534535

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and with reference to captioned subject, we wish to inform that, the Board of Directors of the Company, have at their meeting held on Friday, the 6th day of September, 2024, interalia, considered and approved the following businesses along with other businesses:

1. Appointment of Mr. Arvind Jadhav (DIN: 00795741) as an Additional Director (Non-Executive & Independent) of the Company subject to approval of shareholders for a term upto 05 (Five) consecutive years, with effect from 06th September, 2024.
2. Appointment of Mrs. Anima Rajmohan Nair (DIN: 02011183) as an Additional Director (Non-Executive & Independent) of the Company subject to approval of shareholders for a term upto 05 (Five) consecutive years, with effect from 06th September, 2024.
3. Recommendation for re-appointment of Mr. Krishna Mohan Meenavalli, (DIN: 08243455), the executive director, who retire by rotation at the 30th Annual General Meeting, subject to the approval of the Shareholders.
4. Appointment of M/s Bhanumurali & Co., Chartered Accountants, as the Internal Auditors of the Company for the Financial Year 2024-25.
5. Appointment of M/s Pawan Jain & Associates, Practicing Company Secretaries, as the Secretarial Auditor for the Financial Year 2024-25.
6. Adopt various policies as per the SEBI (LODR) Regulations.
7. Constitution of the Committees of the Board of Directors as per the SEBI (LODR) Regulations.
8. Sub-Division of Face Value of Equity Shares of Rs. 10/- into Re. 1/- per Equity Share.
9. Approval for Material Related Party Transaction(s) under section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015 and IND AS- 24, subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.

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10. Increase in the Authorised Share Capital of the Company to INR 130 Crores (One Hundred and Thirty Crores Only) divided into 13,00,00,000 equity shares of INR 10/- each, ranking pari passu with the existing equity shares of the Company and consequent alteration in Clause V of the Memorandum of Association relating to share capital of the Company subject to obtaining the approval of the shareholders of the Company.
11. Appointment of M/s Pawan Jain & Associates, Practicing Company Secretaries as the Scrutinizer for scrutinizing entire E-voting process u/s 108 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and E-voting at the 30th Annual General Meeting of the Company in a fair and transparent manner.
12. Fixed Cut-off Date for remote E-voting for all the resolutions set out in the Notice of the 30th Annual General Meeting of the Company to be 23rd September, 2024. All the members holding shares as on the cut-off date shall be entitled to participate in the e-voting process. The remote e-voting shall commence at 09:00 AM on 25th September, 2024 and shall end at 5:00 PM on 29th September, 2024.
13. Annual Book Closure of the Register of Members and Share Transfer Books of the Company for the 30th Annual General Meeting of the Company shall commence from 20th September, 2024 till 24th September, 2024 (both days inclusive).
14. Grant upto 25,00,000 (Twenty Five Lakhs Only) Employee Stock Options by initiating Employee Benefit Program to the Employees of the Company through Employee Stock Option Scheme (ESOP). The Company has adopted "BIO GREEN EMPLOYEE STOCK OPTION SCHEME - 2024" in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, subject to the approval of the shareholders.
15. Ratification of STRING METAVERSE EMPLOYEE STOCK OPTION SCHEME-2023 in accordance with the Regulation 12 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
16. Notice convening 30th Annual General Meeting (Financial Year 2023-24) of the Company to be held on 30th September, 2024
17. 30th Board's Report for the Financial Year 2023-24 ended on 31st March, 2024 along with annexures thereof.

Disclosures pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 read with SEBI/HO/CFD/CFD-Pod1/P/CIR//2023/123 dated July 13, 2023, pertaining to point 1, 2, 3 are enclosed herewith as an 'Annexure-A'

The Disclosures as required under Regulation 30 of SEBI Listing Regulations and SEBI circular dated 9th September, 2015, regarding appointment of Internal Auditor is enclosed herewith as 'Annexure-B'

The Disclosures as required under Regulation 30 of SEBI Listing Regulations and SEBI circular dated 9th September, 2015, regarding appointment of Secretarial Auditor is enclosed herewith as 'Annexure-C'

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The Disclosures as required under Regulation 30 of SEBI Listing Regulations and SEBI circular dated 9th September, 2015, regarding Employee Stock Option Scheme is enclosed herewith as '**Annexure-D**'

The meeting commenced at 17:30 P.M. (IST) and concluded at 19:25 P.M. (IST).

You are requested to kindly take the same on your record.

Thanking you,
Yours Faithfully,

For Bio Green Papers Limited
Meenavalli Krishna Mohan
Director
DIN: 08243455

Encl: As mentioned above

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Disclosures of details pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 read with SEBI/HO/CFD/CFD-Pod-1/P/CIR/2023/123 dated July 13, 2023.

ANNEXURE A

Brief profile of Directors seeking appointment/ reappointment

Appointment of Mr. Arvind Jadhav (DIN: 00795741)

Name of the Director	Mr. Arvind Jadhav
DIN	00795741
Designation	Additional Director (Non-Executive and Independent)
Reason for change viz. appointment, resignation removal, death or otherwise	Appointment
Date of appointment/cessation (As applicable) & term of appointment	w.e.f. 06-09-2024 for a term up to 5 years from date of appointment.
Disclosure of relationships between Directors (in case of appointment of a director).	Not Applicable
Brief profile (in case of appointment)	Mr. Arvind Jadhav is having extensive experience and proven leadership as CMD and board member in several central public state undertakings like Air India, NTPC, REC, Power Finance Corporation, NCDMA, NPCIL, Bangalore International Airport, and several other public state undertakings

Appointment of Mrs. Anima Rajmohan Nair (DIN: 02011183)

Name of the Director	Mrs. Anima Rajmohan Nair
DIN	02011183
Designation	Additional Director (Non-Executive and Independent)
Reason for change viz. appointment, resignation removal, death or otherwise	Appointment
Date of appointment/cessation (As applicable) & term of appointment	w.e.f. 06-09-2024 for a term up to 5 years from date of appointment.
Disclosure of relationships between Directors (in case of appointment of a director).	Not Applicable
Brief profile (in case of appointment)	Mrs. Anima Rajmohan Nair is an accomplished executive with extensive experience in software, technology, and social impact sectors. Proven track record as a director, co-founder, and advocate for neurodivergent talent. Dedicated to driving organisational growth, fostering inclusive work environments, and implementing innovative strategies.

Re-appointment of Mr. Krishna Mohan Meenavalli (DIN: 08243455)

Name of the Director	Mr. Krishna Mohan Meenavalli
DIN	08243455
Reason for change viz. re-appointment, resignation removal, death or otherwise	Recommendation for reappointment of Mr. Krishna Mohan Meenavalli as Executive Director who retires by rotation in the 30 th AGM, subject to approval of Shareholders

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Date of re-appointment/cessation (As applicable) & term of appointment	30 th September, 2024 (i.e. Date of ensuing Annual General Meeting of the Company) The Resolution Professional of M/s Bio Green Papers Limited appointed him as on 31 st May, 2024 as an Executive Director of the Company who retire by rotation at the 30 th Annual General Meeting of the Company, subject to the approval of the Shareholders.
Disclosure of relationships between Directors (in case of appointment of a director).	Not Applicable
Brief profile (in case of appointment)	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.

No director is debarred from holding the office of director pursuant to any SEBI order or any other authority.

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ANNEXURE B

Appointment of Internal Auditors:

Reason for change viz. appointment, resignation removal, death or otherwise	To comply with applicable provisions of the Companies Act, 2013 and requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Date of appointment/cessation (As applicable) & term of appointment	6 th September, 2024 M/s Bhanumurali & Co, Chartered Accountants having FRN: 014993S is appointed as internal auditors of the company on such terms and conditions and on such remuneration as may be decided by the Board. Tenure of appointment: To conduct Internal audit for the Financial Year 2024-25.
Disclosure of relationships between Directors (in case of appointment of a director).	Not Applicable
Brief profile (in case of appointment)	Name of Auditor: M/s Bhanumurali & Co, Chartered Accountants Field of Experience: M/s Bhanumurali & Co. is a Chartered Accountancy firm rendering comprehensive professional services which include audit, management consultancy, tax consultancy, accounting services, manpower management, secretarial services etc. The team consists of distinguished chartered accountants, corporate financial advisors and tax consultants. The firm represents a combination of specialized skills, which are geared to offers sound financial advice and personalized proactive services.

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ANNEXURE C

Appointment of Secretarial Auditors:

Reason for change viz. appointment, resignation removal, death or otherwise	To comply with applicable provisions of the Companies Act, 2013 and requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Date of appointment/cessation (As applicable) & term of appointment	6 th September, 2024 M/s Pawan Jain & Associates, Practicing Company Secretaries having FRN: S2020TL762000 is appointed as Secretarial auditors of the company on such terms and conditions and on such remuneration as may be decided by the Board. Tenure of appointment: To conduct Secretarial audit for the Financial Year 2024-25.
Disclosure of relationships between Directors (in case of appointment of a director).	Not Applicable
Brief profile (in case of appointment)	Name of Auditor: M/s Pawan Jain & Associates, Practicing Company Secretaries Field of Experience: M/s Pawan Jain & Associates is a leading firm of Company Secretaries that offers a wide range of professional services. With a strong focus on legal, secretarial, and management advisory areas, the firm specializes in corporate laws, business management, risk management, private equity, venture capital, mergers and acquisitions, corporate finance, and capital markets. Pawan Jain and his team are committed to delivering comprehensive solutions and expert guidance to clients, ensuring their success in the dynamic and ever-evolving business landscape.

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ANNEXURE D

Details of Employee Stock Options:

Name of the Plan	BIO GREEN EMPLOYEE STOCK OPTION SCHEME - 2024
Brief details of options granted	25,00,000 (Twenty Five Lakhs) Employee Stock Options (“Options”) to be granted to the eligible employees of the Company, its Subsidiary and Associate Companies
Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes, the scheme is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
Total number of shares covered by these options	25,00,000 (Twenty Five Lakhs) Options exercisable into equity shares not exceeding 25,00,000 (Twenty Five Lakhs) equity shares of the Company (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), having face value of Rs. 10/- (Rupees Ten only) per equity share.
Pricing formula	Pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company granting options to its employees pursuant to Employee Stock Option Scheme will have the freedom to determine the exercise price, which shall in no case be lesser than the face value of the equity shares and subject to conforming to the accounting policies specified in Regulation 15.
Options vested	Nil
Time within which option may be exercised	-
Options exercised	Nil
Money realized by exercise of options	Nil
The total number of shares arising as a result of exercise of option	Nil
Options lapsed	Nil
Variation of terms of options	Not Applicable
Brief details of significant terms	
Subsequent changes or cancellation or exercise of such options	Not Applicable
Diluted earnings per share pursuant to issue of equity shares on exercise of Options	Options are yet to be granted, vested and exercised

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