



**BIO GREEN**

Regd. Off: 7B, 4th Floor,  
Lumbini Jewel Mall, Banjara Hills,  
Road No. 2, Hyderabad,  
Telangana - 500034  
Ph: 8019998603

To,  
The Manager  
Department of corporate services  
Bombay Stock Exchange Limited  
P.J.Towers, Dalal Street  
Mumbai-400 001.

Dear Sir,

**Subject : Intimation of EGM Notice – cut-off date for E-voting**

Ref: Scrip Code: 534535.

We would like to inform you that an Extra Ordinary General Meeting ("EGM") of the Company is scheduled to be held on Friday, June 15, 2018, at 11.00 A.M. at Swagath Grand Hotel, C.S.R. Complex, H.NO. 2-4-70/26/1/2, Plot No: 72, 141, 142, 143 & 144, Alkapuri Cross Roads, Nagole, Hyderabad - 500 068, Telangana is enclosed herewith for your reference.

Pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the e-voting facility is being provided to the shareholders of the Company.

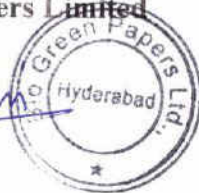
Furthermore, with respect to the said EGM of the Company, the Cut – off date for the reckoning the voting rights is fixed as Thursday, June 7<sup>th</sup>, 2018.

Thanking you,

Yours truly,

For Bio Green Papers Limited

  
Velamala Jagdish  
Managing Director



Date: 17.05.2018  
Place: Hyderabad

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**BIO GREEN PAPERS LTD.**

Plant Address: Sy. No.256, Akkurada (vill), Jalumuru (m), Srikakulam (Dist), A.P, 532458

Ph: 9440717428, E-mail: biogreenpaperslimited@gmail.com

(CIN-L21012TG1994PLC017207)

www.biogreenpapers.com

**Eco Friendly Paper & Green Fuels**

# BIO GREEN PAPERS LIMITED

Regd. Office: 7 B, 4th Floor, Lumbini Jewel Mall,  
Banjara Hills, Road No.2 , Hyderabad, Telangana - 500034

CIN: L21012TG1994PLC017207

Telephone No. : +918019998603

Website: www.biogreenpapers.com

Fax No. : 040-23555990

E-mail id : biogreenpaperslimited@gmail.com

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting ("EGM") of the Members of Bio Green Papers Limited will be held on Friday, June 15th, 2018 at 11.00 A.M. at Swagath Grand Hotel, C.S.R. Complex, H.NO. 2-4-70/26/1/2, Plot No: 72, 141, 142, 143 & 144, Alkapuri Cross Roads, Nagole, Hyderabad - 500 068, Telangana to transact the following business:

### SPECIAL BUSINESS :

#### 1. INCREASE OF AUTHORISED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following Resolution with or without any modification as Special Resolution:

**"RESOLVED THAT** pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the authorized share capital of the company be and is hereby increased from existing Rs. 9,00,00,000/- (Rupees Nine Crore Only) divided into 90,00,000 (Ninety Lakhs) equity shares of Rs 10/- each to Rs. 29,00,00,000/- (Rupees Twenty Nine Crores Only) divided into 2,70,00,000 (Two Crores and Seventy Lakhs) equity shares by creation of 1,80,00,000 (One Crore Eighty Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each and 2,000,000 (Twenty Lakhs) Preference shares of Rs.10/- (Rupees Ten Only) each and that Clause V. of the Memorandum of Association be altered accordingly."

**"RESOLVED FURTHER THAT** pursuant to the section 61 of the Companies act, 2013 and other applicable provisions if any, the memorandum of Association of the company be and is hereby altered by substituting the existing clause V with the new clause V as mentioned below:

- V. "The authorized share capital of the Company is Rs. 29,00,00,000/- (Rupees Twenty Nine Crores Only) divided into 2,70,00,000 (Two Crores and Seventy Lakhs) Equity Shares of Rs.10 (Rupees Ten only) each and 2,000,000 (Twenty Lakhs) Preference shares of Rs.10/- (Rupees Ten Only) with the rights and privileges and conditions attached thereto as are provided by the regulations of the company for the time being with power to increase and reduce the capital for the time being in accordance with the provisions of the Act and the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company.

## 2. ALTERATION TO ARTICLES OF ASSOCIATION OF THE COMPANY

**"RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, the existing Regulation 3 to Share Capital in the Articles of Association of the company be and is hereby altered by substituting the following:

3. "Authorised Share Capital of the Company is Rs. 29,00,00,000/- (Rupees Twenty Nine Crores Only) divided into 2,70,00,000 (Two Crores and Seventy Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 2,000,000 (Twenty Lakhs) Preference shares of Rs.10/- (Rupees Ten Only).

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

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62, and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India, stock exchanges and/or any other statutory/ regulatory authority, listing agreement executed with stock exchanges in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and 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 which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, in one or more tranches up to 17,814,442 (One Crore Seventy Eight Lakhs Fourteen Thousand Four Hundred and Forty Two) Equity Shares ("Equity Shares") (representing upto 69% of the post preferential allotment share capital) of Rs.10 each ("Shares Issue Price"), of face value of Rs.10/- each of the Company on a preferential basis to various persons/entities/investors as mentioned in the Explanatory Statement, for consideration other than cash and in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, in accordance with the ICDR Regulations and other applicable laws and regulations provided however, that the price arrived as stated above is not less than the price arrived at as per the provisions of Chapter VII of ICDR Regulations. While issuing the shares, if required, the authorized capital of the company be increased.

**LIST OF PROPOSED ALLOTTEES: PREFERENTIAL ISSUE OF EQUITY SHARES OF FACE VALUE OF Rs. 10 EACH ISSUED AT Rs 10 PER SHARE**

S. No.	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	No. of securities to be allotted
1	Aveena Gudapati	PAC	4,873,562
2	Vijaya Kumari G	Non Promoter (Public)	3,910,770
3	Seelam Raju	Non Promoter (Public)	12,906
4	Krishna Prasad Potluri	Non Promoter (Public)	980,000
5	P V Satyanarayana	Non Promoter (Public)	628,792
6	Rajeshwari Rampelly	Non Promoter (Public)	1,068,200
7	Venkateswarlu V	Non Promoter (Public)	445,362
8	M. Jitender	Non Promoter (Public)	623,506
9	Srilakshmi .Bh	Non Promoter (Public)	578,970
10	Bh. Rupavathi	Non Promoter (Public)	445,362
11	Biotech (India) Incubators	Non Promoter (Public)	750,000
12	V. Bhagya sree	Non Promoter (Public)	801,650
13	JitenGada	Non Promoter (Public)	199,000
14	Dipti Gada	Non Promoter (Public)	199,000
15	NanubenGada	Non Promoter (Public)	199,000
16	Meteror Wealth Management Private Limited	Non Promoter (Public)	505,000
17	Kalpiti Shah	Non Promoter (Public)	199,000
18	New Age Capital Partners	Non Promoter (Public)	750,000
19	Krupa Shah	Non Promoter (Public)	199,000
20	Mohan Panchireddy	Non Promoter (Public)	445,362
		<b>Total</b>	<b>17,814,442</b>

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

**"RESOLVED THAT** pursuant to the provisions of Section 42 and Section 62(3)(c) of the Companies Act, 2013 and as per any other applicable provisions and the Companies (Share Capital and

Debentures) Rules 2014 (including any statutory modification or reenactment thereof for the time being in force), approval be and is hereby accorded to offer and issue 2,000,000 Optionally Convertible Redeemable Preference Shares ("preference shares") of Rs. 10/- each to the following shareholder on the terms and conditions given below, namely-

Name	No. of Preference Shares of Face value of Rs. 10 each	Amount payable (in Rs.)
Mr. Aveena Gudapati	2,000,000	20,000,000
<b>TOTAL</b>	<b>2,000,000</b>	<b>20,000,000</b>

#### TERMS AND CONDITIONS OF ISSUE

- Issue price: The preference share will be issued at face value of Rs 10 per share.
- Rate of Dividend: Dividend rate will be 12% p.a. (on the face value) which will remain fixed over the tenor of the preference shares.
- Non-cumulative: The preference shares will carry non-cumulative dividend right.
- Convertible: The conversion of every 1 preference shares of face value Rs 10 each, entitlement will be 1 equity shares of face value Rs 10 each.
- Tenor: The tenor of Preference shares will be 3 years.
- Redemption: The preference share will be redeemed at face value of Rs. 10 per share.
- Early Redemption: The issuer will have an option to redeem the preference shares at any time.
- Priority with respect to payment of dividend or repayment of capital: The preference shares will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- Participation in surplus funds: The preference shares shall be nonparticipating in the surplus funds and profits, on winding up which may remain after the entire capital has been repaid.
- Voting rights: The preference shares shall carry voting rights as may be prescribed under the provisions of Section 47(2) of the Companies Act, 2013

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Shares / Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

**RESOLVED FURTHER** that the equity shares to be issued shall rank pari-passu in all respects with the existing equity shares of the Company. The Equity Shares issued pursuant to the preferential allotment shall be locked-in as prescribed under Chapter VII of the ICDR Regulations from time to time.

**RESOLVED FURTHER** that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the allottees on BSE and that with the depositories, viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), and for the credit of such equity shares to the demat accounts of the proposed allottees.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Financial Institutions, and any other appropriate authority may impose at the time of their approval as agreed by the Board.

**RESOLVED FURTHER** that in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be May16, 2018, being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on June15th, 2018 to approve this issue of equity shares.

**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, or incidental thereto, proper or desirable, or to settle any question, difficulty or doubt that may arise in regard to the issue of the aforesaid shares and to finalise or execute all documents and writings as may be necessary, desirable or expedient."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company or any other person(s) as may be necessary to give effect to the aforesaid resolution."

By Order of the Board of Directors  
For **Bio Green Papers Limited**

Place : Hyderabad  
Date : May 16th, 2018

Sd/-  
**V. Jagdish**  
Director

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
2. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("Act") in respect of the business to be transacted as per notice, is annexed hereto.
4. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
5. 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.
6. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Transfer Agent i.e. M/s Sharex Dynamic (India) Pvt Ltd, Unit-1, Luthra Ind Premises, 1st Floor, 44 E, M Vasanti Marg, Andheri Kurla Road, Safeed Pool, Andheri East, Mumbai, Maharashtra 400072. Members holding shares in electronic form must intimate the change in their address, if any, to their respective Depository Participant.
7. The Shareholders who have not registered their e-mail address(es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update the same with Registrar and Transfer Agent by writing to M/s Sharex Dynamic (India) Pvt Ltd, Unit-1, Luthra Ind Premises, 1st Floor, 44 E, M Vasanti Marg, Andheri Kurla Road, Safeed Pool, Andheri East, Mumbai, Maharashtra 400072.
8. The Notice of the EGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the Notice of the EGM is also available on the Company's website, [www.biogreenpapers.com](http://www.biogreenpapers.com). The physical copy(ies) of the Notice will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at : [biogreenpaperslimited@gmail.com](mailto:biogreenpaperslimited@gmail.com) or may write to the Company at 7 B, 4th Floor, Lumbini Jewel Mall, Banjara Hills, Road No.2 , Hyderabad, Telangana - 500034, India.
9. The Securities and Exchange Board of India has mandated the submission of Permanent Ac-

count Number (PAN) by every participant in securities market. Members holding shares in electronic 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 / Sharex Dynamic (India) Pvt. Ltd.

10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and/or Corporate Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the EGM of the Company.
11. In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility of voting through electronic means (remote e-voting) on the resolution set forth in this notice. In this regard, the Company has agreement with M/s SHAREX DYNAMIC (INDIA) PVT LTD for facilitating remote e-voting to enable the shareholders to cast their votes electronically. However, E-voting is optional.
12. For the members who do not have access or casted their votes by remote e-voting, facility for voting through polling paper shall be provided at the EGM and members attending the meeting who have not already casted their votes by remote e-voting shall be able to cast their votes at the EGM. However, the members who have casted their votes by remote e-voting prior to the date of the EGM may also attend the meeting but shall not be entitled to cast their vote again.
13. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through polling paper will not be considered.
14. For the immediate reference, route map for reaching the venue of the EGM is attached.

The instructions for members for voting electronically are as under:-

(1) In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "BIO GREEN PAPERS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramana Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN - "BIO GREEN PAPERS LIMITED".

- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(2) In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(3) General:

(i) The voting period begins on Tuesday, 12th June 2018 (9.00 a.m. IST) and ends on Thursday, 14th June 2018 (5.00 p.m. IST). During this period shareholders' of the

Company, holding shares either in physical form or in dematerialized form may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The cut off date is 8th June,2018.

- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (iii) CA Prabhakar A, Chartered Accountant, Hyderabad, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iv) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website [www.biogreenpapers.com](http://www.biogreenpapers.com) and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchange where the shares of the Company are listed.

By Order of the Board of Directors  
For **Bio Green Papers Limited**

Place : Hyderabad  
Date : May 16th, 2018

Sd/-  
**V. Jagdish**  
Director

## **EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED APRIL 17, 2018, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 TO 4 of the accompanying Notice:

### **ITEM NO: 1 & 2**

The present authorised capital of the company is Rs. 9,00,00,000/- (Rupees Nine Crore). Since the Company is going to expand the business and its operations need to stabilize the existing capital structure, it has become necessary to increase the Authorized capital to Rs. 29,00,00,000/- (Rupees Twenty Nine Crores Only) divided into 2,70,00,000 (Two Crores and Seventy Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) Equity shares by creation of 1,80,00,000 (One Crore Eighty Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each and 2,00,00,000 (Twenty Lakhs) Preference shares of Rs.10/- (Rupees Ten Only) each ranking pari-passu with the existing Equity shares of the Company".

Consequently relevant Clauses of Memorandum and Articles of Association are required to be amended.

Your Directors recommend the resolution and none of the Directors are interested in the resolution.

### **ITEM NO. 3**

In order to meet the company's expansion and diversification requirements, the Board at its meeting held on April 17, 2018 has accorded its approval for acquiring 49% stake in M/s Challenger Crop Care Technologies Pvt. Ltd through share swap by issuing up to 17,814,442 (One Crore Seventy Eight Lakhs Fourteen Thousand Four Hundred and Forty Two) Equity Shares ("Equity Shares") (representing upto 69% of the post preferential allotment share capital) of Rs. 10 each ("Shares Issue Price"), of face value of Rs.10/- each of the Company on a preferential basis to entities/persons mentioned in Point (v).

Pursuant to provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 ("Act"), any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. Salient features of preferential issue of Equity shares are given in the Resolution. Further, in terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("ICDR Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

### **ITEM NO. 4**

In order to raise funds to meet its business requirements, the Company intends to issue 2,00,00,000 optionally convertible redeemable preference shares at face value of Rs. 10/- each aggregating to Rs. 2,00,00,000 as per the following terms and conditions at a coupon rate of 12% p.a.

#### **TERMS AND CONDITIONS OF ISSUE**

- Issue price: The preference share will be issued at face value of Rs 10 per share.
- Rate of Dividend: Dividend rate will be 12% p.a. (on the face value) which will remain fixed over the tenor of the preference shares.
- Non-cumulative: The preference shares will carry non-cumulative dividend right.
- Convertible: The conversion of every 1 preference shares of face value Rs 10 each, entitlement will be 1 equity share of face value Rs 10 each.

- Tenor: The tenor of Preference shares will be 3 years.
- Redemption: The preference share will be redeemed at face value of Rs. 10 per share.
- Early Redemption: The issuer will have an option to redeem the preference shares at any time.
- Priority with respect to payment of dividend or repayment of capital: The preference shares will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- Participation in surplus funds: The preference shares shall be nonparticipating in the surplus funds and profits, on winding up which may remain after the entire capital has been repaid.
- Voting rights: The preference shares shall carry voting rights as may be prescribed under the provisions of Section 47(2) of the Companies Act, 2013

**i. The Objects of the issue through preferential offer:**

The company wants to expand and diversify its activities to strengthen its business/ revenue model. To achieve this it wants to acquire 49% stake in M/s Challenger Crop Care Technologies Pvt. Ltd through share swap by issuing up to 17,814,442 (One Crore Seventy Eight Lakhs Fourteen Thousand Four Hundred and Forty Two) Equity Shares ("Equity Shares") (representing upto 69% of the post preferential allotment share capital) of Rs.10 each ("Shares Issue Price"), of face value of Rs.10/- each of the Company on a preferential basis

**ii. The intention of the Promoters/Directors/ Key Management Personnel to subscribe to the offer:**

The present issue is for consideration other than cash and none of the Promoters/Directors/Key Management Personnel are interested in the offer except Mr. V.Venkateswarlu, being Director of the company.

**iii. Relevant Date:**

As per the ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of the Equity Shares to be issued upon exercise of Warrants in terms hereof shall be May 16, 2018, being the date 30 days prior to this Extra-ordinary General Meeting.

**iv. Pricing of Preferential Issue:**

The ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- (i) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

The pricing of the Equity Shares to be allotted on preferential basis is Rs.10 per Equity Share of face value of Rs. 10/- each, which is not lower than the price determined in accordance with the Chapter VII of the ICDR Regulations.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the provisions of the Chapter VII of the ICDR Regulations.

- v. The Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them:

S. No.	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Natural Persons who are the ultimate beneficial owners	Pre Issue Shareholding	No. of securities to be allotted	Post Issue Shareholding
1	Aveena Gudapati	PAC	Not Applicable	0	4,873,562	4,873,562
2	Vijaya Kumari G	Non Promoter (Public)	Not Applicable	0	3,910,770	3,910,770
3	Seelam Raju	Non Promoter (Public)	Not Applicable	0	12,906	12,906
4	Krishna Prasad Potluri	Non Promoter (Public)	Not Applicable	0	980,000	980,000
5	P V Satyanarayana	Non Promoter (Public)	Not Applicable	0	628,792	628,792
6	Rajeshwari Rampelly	Non Promoter (Public)	Not Applicable	0	1,068,200	1,068,200
7	Venkateswarlu V	Non Promoter (Public)	Not Applicable	0	445,362	445,362
8	M. Jitender	Non Promoter (Public)	Not Applicable	0	623,506	623,506
9	Srilakshmi .Bh	Non Promoter (Public)	Not Applicable	0	578,970	578,970
10	Bh. Rupavathi	Non Promoter (Public)	Not Applicable	0	445,362	445,362
11	Biotech (India) Incubators	Non Promoter (Public)	Not Applicable	0	750,000	750,000
12	V. Bhagyasree	Non Promoter (Public)	Not Applicable	0	801,650	801,650
13	JitenGada	Non Promoter (Public)	Not Applicable	0	199,000	199,000
14	Dipti Gada	Non Promoter (Public)	Not Applicable	0	199,000	199,000
15	NanubenGada	Non Promoter (Public)	Not Applicable	0	199,000	199,000
16	Meteror Wealth Management Private Limited	Non Promoter (Public)	Not Applicable	0	505,000	505,000
17	Kalpiti Shah	Non Promoter (Public)	Not Applicable	0	199,000	199,000
18	New Age Capital Partners	Non Promoter (Public)	Not Applicable	0	750,000	750,000
19	Krupa Shah	Non Promoter (Public)	Not Applicable	0	199,000	200,000
20	Mohan Panchireddy	Non Promoter (Public)	Not Applicable	0	445,362	445,362
			<b>Total</b>	<b>0</b>	<b>17,814,442</b>	<b>17,814,442</b>

VI. Shareholding Pattern pre and post preferential issue of Equity Shares:

The shareholding pattern before and after the preferential issue of Equity Shares would be as under:

S. No.	Category of shareholder	Pre Issue		Post Issue	
(A)	Promoter & Promoter Group	No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
(A1)	<b>Indian</b>				
	Individuals/Hindu undivided Family	2,364,393	29.54	7,237,955	28.03
	<b>Sub Total A1</b>	<b>2,364,393</b>	<b>29.54</b>	<b>7,237,955</b>	<b>28.03</b>
(A2)	<b>Foreign</b>	0	0	0	0
	<b>A=A1+A2</b>	<b>2,364,393</b>	<b>29.54</b>	<b>7,237,955</b>	<b>28.03</b>
(B)	<b>Public</b>				
(B1)	<b>Institutions</b>				
(a)	Mutual Funds	0	0	0	0
(b)	Venture Capital Funds	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0
(e)	Foreign Portfolio Investors	0	0	0	0
(f)	Financial Institution/Banks	0	0	0	0
(g)	Insurance Companies	0	0	0	0
(h)	Provident Funds/ Pension Funds	0	0	0	0
	<b>Sub Total B1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(B2)	<b>Central Government/ State Government(s)/ President of India</b>				
(a)	Central Government/ State Government(s)/ President of India	0	0	0	0
	<b>Sub Total B2</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(B3)	<b>Non-Institutions</b>				
(a.1)	Individual share capital upto Rs. 2 Lacs	2,036,874	25.45	2,049,780	7.94
(a.2)	Individual share capital in excess of Rs. 2 Lacs	2,340,706	29.25	13,263,680	51.37
(b)	NBFCs registered with RBI	0	0	0	0
(c)	Employee Trusts	0	0	0	0
(d)	Overseas Depositories (holding DRs)	0	0	0	0
(e)	BODIES CORPORATE	1,261,527	15.76	3,266,527	12.65
(e)	Any Other (CLEARING MEMBER)	0	0	0	0
(e)	Any Other (NON RESIDENT INDIANS (NON REPAT))	0	0	0	0
(e)	Any Other (NON RESIDENT INDIANS (NRI))	0	0	0	0
	<b>Sub Total B3</b>	<b>5,639,107</b>	<b>70.46</b>	<b>18,580,987</b>	<b>71.97</b>
	<b>B=B1+B2+B3</b>	<b>5,639,107</b>	<b>70.46</b>	<b>18,580,987</b>	<b>71.97</b>
(C)	<b>Non Promoter-Non Public</b>				
(C1)	Shares underlying DRs	0	0	0	0
(C2)	Shares held by Employee Trust	0	0	0	0
	<b>C=C1+C2</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total (A+B+C)</b>	<b>8,003,500</b>	<b>100</b>	<b>25,817,942</b>	<b>100.00</b>

vii. Timeline within which the allotment shall be completed:-

As required under the ICDR Regulations, the preferential issue of Equity Shares shall be completed within a period of 15 days from the date of passing of the special resolution by the Shareholders. Provided that where the allotment is pending on account of any approval from any Regulatory Authority/ Body the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

viii. Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

ix. Auditors certificate:

The Statutory Auditors' certificate certifying that the above issue of Equity Shares is being made in accordance with the ICDR Regulations, shall be placed before the Shareholders of the Company at the Extra-ordinary General Meeting of the Company and shall also be available for inspection by the members. The Auditor's Certificate will also be displayed on the website of the Company - [www.biogreenpapers.com](http://www.biogreenpapers.com).

x. Lock in period

The Warrants and Equity Shares to be allotted on exercise thereof shall be subject to lock-in as per the ICDR Regulations. The entire pre-preferential allotment shareholding of the above allottees shall also be locked-in as per the Regulation 78 of the ICDR Regulations.

xi. Undertakings

As required under the ICDR Regulations the Company hereby undertakes that,

- (a) It shall re-compute the price of the Equity Shares to be issued in terms of the ICDR Regulations, where it is required to do so.
- (b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations")

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to applicable provisions of Companies Act, 2013 and Chapter VII of the SEBI Regulations. Your Directors, therefore, recommend the resolution for your approval.

The Company has not made any preferential issue of securities in this financial year, other than the proposed issuances as stated in this notice. The proposed allottees have not sold any equity shares of the Company during the six months preceding the Relevant Date. The proposed allottees

have not subscribed to any Equity Shares during the last one year. Further, it is hereby confirmed that neither the Company nor any of its Promoters or Directors are willful defaulter.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company are, in anyway, concerned or interested, financially or otherwise, in the above resolution except Mr. V.Venkateswarlu, being Director of the company.

The Board recommends the resolution for approval of the members as a Special Resolution.

By Order of the Board of Directors  
For **Bio Green Papers Limited**

Place : Hyderabad  
Date : May 16th, 2018

Sd/-  
**V. Jagdish**  
Director

# BIO GREEN PAPERS LIMITED

Regd. Office: 7 B, 4th Floor, Lumbini Jewel Mall, Banjara Hills,  
Road No. 2 , Hyderabad, Telangana - 500034

CIN: L21012TG1994PLC017207

Telephone No: :+918019998603

Fax No: 040 - 23555990

Website:www.biogreenpapers.com

E.mail id:biogreenpaperslimited@gmail.com

## MGT 11 - PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014)

Name of the Member(s) .....

Registered address : .....

E-mail Id : .....

Folio No. .... DP ID & Client ID\* .....

I / We, being the member(s) of ..... Shares of Religare Enterprises Limited,  
hereby appoint

1. Name : ..... E-mail Id : .....

Address : .....

..... Signature : .....

or failing him

2. Name : ..... E-mail Id : .....

Address : .....

..... Signature : .....

or failing him

3. Name : ..... E-mail Id : .....

Address : .....

..... Signature : .....

as my/our proxy to attend and vote (on a poll) either for or against each resolution for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Friday, June 15th, 2018 at 11.00 A.M. at Swagath Grand Hotel, C.S.R. Complex, H.NO. 2-4-70/26/1/2, Plot No: 72, 141, 142, 143 & 144, Alkapuri Cross Roads, Nagole, Hyderabad - 500 068, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional**	
Special Business:	Resolution	For	Against
1	Increase of authorised share capital and alteration of memorandum of association		
2	Alteration to articles of association of the company		
3	Special Resolution for approval for issue of Equity Shares on preferential basis		

Applicable for investors holding shares in electronic form.

Signed this ..... day of ..... 2018.

.....  
Signature of shareholder

.....  
Signature of first proxy holder      Signature of second proxy holder      Signature of third proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Further, the holder of this form may vote either for or against each resolution.

- \*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**ATTENDANCE SLIP/ E-VOTING FORM****BIO GREEN PAPERS LIMITED**

Regd. Office: 7 B, 4th Floor, Lumbini Jewel Mall, Banjara Hills,  
Road No. 2 , Hyderabad, Telangana - 500034

**CIN: L21012TG1994PLC017207**

Telephone No: :+918019998603

Fax No: 040 - 23555990

Website:www.biogreenpapers.com

E.mail id:biogreenpaperslimited@gmail.com

Please fill attendance slip and hand it over at the entrance of the meeting hall  
Joint shareholders may obtain additional slip at the venue of the meeting.

S. No. ....

Address : .....

.....

DP ID\* / Folio No. : .....

No. of Shares held : .....

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held  
on Friday, June 15, 2018 at 11.00 A.M. at Swagath Grand Hotel, C.S.R. Complex, H.NO. 2-4-70/  
26/1/2, Plot No: 72, 141, 142, 143 & 144, Alkapuri Cross Roads, Nagole, Hyderabad - 500 068,  
Telangana.

Signature of the Shareholder or Proxy\*\* : .....

\*Applicable for investors holding shares in electronic form

\*\*Strike out whichever is not applicable

**FOR ATTENTION OF THE SHAREHOLDER**

Shareholders may please note the User id and Password given below for the purpose of e-voting  
in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Man-  
agement and Administration), Rules, 2014. Detailed instructions for e-voting are given in the  
notes to the EGM Notice.

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN