

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 08th Annual General Meeting of the Members of Green Portfolio Private Limited (the "Company") will be held on 26th September, 2022, at 11:00 a.m. at the Registered office of the Company situated at 7/7, Ground Floor, Ansari Road, Daryaganj, New Delhi-110002 to consider and transact the following business:

### **ORDINARY BUSINESS:**

#### **ITEM NO. 01**

#### **Adoption of Financial Statements, Boards Report and Auditor's Report for the year ending March 31, 2022**

"RESOLVED THAT the Audited Balance Sheet & Statement of Profit and Loss Account for the financial year ended March 31, 2022, along with the Auditor's Report and the Director's Report, as circulated to the shareholders and laid before the Meeting, be and is hereby received, considered and adopted."

#### **ITEM NO. 02**

#### **Appointment of M/s. Lodha & Co. as Statutory Auditors of the Company and fixation of their remuneration**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the members be and is hereby appoint M/s. Lodha & Co., Chartered Accountants (Registration No. 301051E), as the Statutory Auditors of the Company from the conclusion of this Meeting to hold such office for a period of 5 years till the conclusion of the Annual General Meeting to be held in the year 2027, to conduct the audit for the financial year(s), at a remuneration (to be fixed by the Board) / of Rs. 300,000 payables in one or more instalments plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred."

### **SPECIAL BUSINESS:**

#### **ITEM NO. 03**

#### **Amendment to Articles of Association**

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

"RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013, Article 7 of the Articles of Association of the Company be and is hereby altered as below:

*7. The Company in general meeting may decide to issue fully paid-up bonus shares to the members, issue shares against ESOP, if so, recommended by the Board of Directors.*

RESOLVED FURTHER THAT the Directors of the Company and Mr. Vaibhav Umesh Ravat, Compliance Officer & Company Secretary of the Company be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

By Order of the Board of Directors  
For Green Portfolio Private Limited

*V. Ravat*



Vaibhav Umesh Ravat  
Company Secretary

Date: 04<sup>th</sup> September, 2022

**NOTES:**

1. Explanatory Statement as required pursuant to Section 102 of the Companies Act, 2013 is annexed here with the notice.
2. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
5. The instrument appointing the proxy, in order to be effective, must be deposited at the Corporate office of the Company, duly completed, and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or 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 shareholder 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.
6. All relevant documents referred in this Notice shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days up to the date of AGM.
7. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the AGM is enclosed.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

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The Board of Directors of the Company at its meeting held on September 17, 2022, recommended that the existing Article of Association (AOA) of the Company be altered with the text as set out in the resolution.

The requirement to alter the articles of association of the Company arises from the fact that the Company is now considering implementing an ESOP scheme for its employees and pursuant to provisions of the Companies Act, 2013, implementing ESOP scheme requires authorization in the Articles of Association of the Company.

Article 7 of the AOA of the Company is modified as follows:

7. The Company in general meeting may decide to issue fully paid-up bonus shares to the members, issue shares against ESOP, if so, recommended by the Board of Directors.

Consent of the members by way of Special Resolution is required for such alteration of Articles of Association in terms of the provisions of Section 14 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.