

**NOTICE OF Q2/2022-23 EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

Notice of a shorter duration is hereby given that the Q2/2022-23 Extra Ordinary General Meeting of the Members of Green Portfolio Private Limited (the "Company") will be held on November 17, 2022, at 03:00 p.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:

**SPECIAL BUSINESS:****ITEM NO. 01****Approval of "Green Portfolio Employee Stock Option Plan 2022" pursuant to Section 62(1)(b) of the Companies Act, 2013.**

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

**"RESOLVED THAT** in accordance with the provisions contained in Section 62(1)(b) of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), any other applicable provisions of the Companies Act, 2013, and the articles of association of the Company, consent of the members be and is hereby accorded, to create offer issue and allot at any time, in one or more tranches, out of a pool ("Pool") created for such purpose, equity shares, including options and/ or any other instruments which could give rise to the issue of equity shares of the Company, directly or through a trust established for this purpose, to or for the benefit of such person(s) who are (i) in permanent employment of the Company or of its subsidiary (whether incorporated in India or outside India) or of its holding company; or (ii) directors of the Company or of its subsidiary (whether incorporated in India or outside India) or of its holding company, but excluding any independent directors, and are not (i) promoters or person(s) belonging to the promoter group; or (ii) directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company, and as selected on the basis of criteria prescribed by the Board, hereinafter referred to as the "Eligible Employees", under a scheme titled "[Green Portfolio Employee Stock Option Plan 2022]" (hereinafter referred to as the "Plan" or "Scheme"). The Pool shall initially comprise of 142,105 (One Lakhs Forty Two Thousand One Hundred and Five) stock options (each option exercisable into 1 (One) equity share(s) of the Company of face value of INR 10/- (Indian Rupees Ten) each fully paid up on payment on payment of the requisite exercise price and other payments to the Company on such terms and conditions as per the provisions of the Scheme) to be granted, issued and allotted on such terms and conditions as specified in the Plan and in accordance with such other applicable provisions of the law as may be prevailing at that time.

**RESOLVED FURTHER THAT** the said equity shares may be allotted to the Eligible Employees in accordance with the Plan and the Plan may also envisage for providing any financial assistance to the Eligible Employees to acquire, purchase or subscribe to the equity shares, including options and/ or any other instruments which could give rise to the issue of equity shares, of the Company.

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted by the Company on exercise of the options and/ or any other instruments which could give rise to the issue of equity shares under the Plan 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 compliance with applicable law, the Board of Directors as constituted for these purposes, if any, be and is hereby authorized to impose such terms and conditions for the implementation of the Plan as it deems fit.



Green Portfolio Private Limited  
7/7, Ground Floor, Ansari Road,  
Darya Ganj, New Delhi-110002  
CIN No.-U67190DL2014PTC268647  
Phone: 011-403-42640, 996-8937-100  
Email: info@greenportfolio.co

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to file any and all documents as are required to be filed with the jurisdictional Registrar of Companies and to execute all such agreements, grants, documents, letters proposed to be executed in furtherance of the Plan and to take all such actions, authorize making of all such filings and registrations with statutory authorities and to do all such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution as well as the aforementioned resolutions."

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



Vaibhav Umesh Ravat  
Company Secretary

Date: November 16, 2022

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself, and such proxy need not be a shareholder of the Company subject to the Articles of Association.
2. The relevant explanatory statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the special business is annexed hereto and forms an integral part of the notice of the Extraordinary General Meeting.
3. The forms for providing consent of shareholders for shorter notice of the Extraordinary General Meeting is enclosed hereto and the shareholders are required to provide the same, in any case, not later than the date of the Extraordinary General Meeting.
4. Shareholders/ proxies attending the meeting in person are requested to complete the attendance slip (in the form attached hereto) and handover the same at the meeting.
5. A route map of the location of the [registered/corporate] office of the company is attached hereto.

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

The Explanatory Statement for Item No. 1 of the accompanying notice set out hereinabove is as under:

**ITEM NO. 1**

The board of directors of the Company ("Board") is of the opinion that it is in the interest of the Company to allocate 142,105 (One Lakh Forty Two Thousand One Hundred and Five) stock options which could give rise to the issue of equity shares, to the eligible employees / directors of the Company (and / or the eligible employees / directors of the Company's subsidiary(ies) and / or holding company). Accordingly, "Green Portfolio Employee Stock Option Plan 2022" ("Plan") has been formulated in accordance with the provisions of the Companies Act, 2013 and the rules thereunder.

Material facts and information concerned with and relevant to the adoption of the Plan to enable the shareholders to understand the meaning, scope, and implications of the items of business in relation thereto and to take decision thereon are required to be disclosed under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the same have been set out hereunder:


<b>(a) the total number of stock options to be granted;</b>	142,105 (One Lakh Forty Two Thousand One Hundred and Five) stock options
<b>(b) identification of classes of employees entitled to participate in the Employees Stock Option Scheme;</b>	<p>Eligible employees are entitled to participate in the ESOP Scheme.</p> <p>Eligible employees shall be such determined by the Board, from time to time, as being eligible for consideration for grant of Option(s)</p> <p>Employee, Director, advisor / vendor / consultant of a Group Company to whom Options may be granted under Applicable Law. For instance the Company may not grant Options to vendors, advisors, independent directors and promoters of the Company unless permitted by Applicable Law</p>
<b>(c) the appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme;</b>	Performance parameters, passage of time as determined by the Board and provided under the Option Plan.
<b>(d) the requirements of vesting and period of vesting;</b>	<p>The Board shall be free to determine Vesting conditions/policies.</p> <p>These may, without limitation, include</p> <p>(a) Vesting linked to time or continued employment of an Option Grantee with the Group.</p> <p>(b) Vesting linked to performance of an Option Grantee.</p> <p>(c) Vesting linked to performance of the Company (for instance, Grants that Vest if the Company achieves some identified targets.</p> <p>(d) Grants made without Vesting conditions and</p> <p>(e) Grants linked to some events (for instance, the Company completing financing rounds as identified). Options may also be subject to a combination of conditions.</p> <p>All such Grants shall be subject to Applicable Laws</p>

(e) the maximum period within which the options shall be vested;	As provided under the Option Plan
(f) the exercise price or the formula for arriving at the same;	The precise Exercise Price for each Option shall be set forth in the Grant Letter and in no event be lower than the par value of the Equity Shares issuable upon Exercise of such Option
(g) the exercise period and process of exercise;	The Exercise of the Options shall be completed in the manner and within the time period set forth in the Plan
(h) the Lock-in period, if any;	As determined by the Board pursuant to the Exercise of the Options
(i) the maximum number of options to be granted per employee and in aggregate;	As determined by the Board and provided under the Option Plan
(j) the method which the company shall use to value its options;	As per the ICAI Valuation Standards and other internationally accepted valuation practices
(k) the conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct;	On the termination of the Engagement for any reason whatsoever (including resignation by the Option Grantee for any reason, termination simplicitor by the relevant Group Company-) all Options that are Vested shall continue to be available for Exercise (as provided for in the Plan Documents) and all Options that are yet to be Vested shall stand terminated effective the date of termination
(l) 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; and	As provided under the Plan
(m) a statement to the effect that the company shall comply with the applicable accounting standards.	The Company will comply with the applicable accounting standards.

The Company shall follow and conform to the applicable accounting policies issued by the Institute of Chartered Accountants of India from time to time and other applicable laws. The Special Resolution, if passed, will have the effect of allowing the Board to grant options and issue and allot shares to the eligible persons.

The Board recommends passing of the resolution contained above of the accompanying notice. Interest of Directors and KMP: None of Directors, Key Managerial Personnel (KMPs) of the Company and their relatives may be deemed to be concerned or interested in this resolution except to the extent of their shareholding in the Company.

By order of the Board of Directors  
 FOR AND ON BEHALF OF GREEN PORTFOLIO PRIVATE LIMITED

  
 Vaibhav Umesh Ravat  
 Company Secretary  
 Date: November 16, 2022



**Form No. MGT-II**
**Proxy form**

[Pursuant to section 105(G) 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 the above-named company. Hereby appoint

Name:	Email ID:
Address:	
Signature....., or failing him	
Name:	E-mail ID:
Address:	
Signature....., or failing him	

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on November 17, 2022 at 03.00 p.m. at the corporate office of the company situated at the Registered office of the Company situated at 7/7, Ground Floor, Ansari Road, Daryaganj, New Delhi-110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(s)	Vote	
		For	Against
<b>SPECIAL BUSINESS</b>			
1.	To approve the Green Portfolio Employee Stock Option Plan 2022 pursuant to section 62(l)(b) of the Companies Act, 2013.		

Signed this \_\_\_\_ day of November, 2022

 Affix Revenue  
 Stamps

Signature of Shareholder Signature of Proxy holder

Signature of the shareholder across Revenue Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company not less than 48 hours before the commencement of the Meeting**

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**ATTENDANCE SLIP**

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PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slips on request.

Master Folio No:	2
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NAME AND ADDRESS OF SHAREHOLDER:

NAME OF PROXYHOLDER:

NO. OF SHARES HELD:

I hereby record my presence at the Extra Ordinary General Meeting of the Members of GREEN PORTFOLIO PRIVATE LIMITED held on November 17, 2022, at 03:00 p.m. at the Registered Office of the company situated at 7/7, Ground Floor, Ansari Road, Daryaganj, New Delhi-110002.

Signature of the Shareholder or Proxy: \_\_\_\_\_

**NOTES:**

- (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Registers of Members.

**Route Map for venue of Annual General Meeting**

