

SHORTER NOTICE OF 03/2022-23 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 03/2022-23 Extra-ordinary General Meeting of the Members of Green Portfolio Private Limited (the "Company") will be held at a shorter notice on Thursday, January 19, 2023, 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:

SPECIAL BUSINESS:

ITEM NO. 01

TO APPROVE THE GRANT OF OPTIONS TO MR. SREERAM RAMDAS EXCEEDING 1% OF THE ISSUED CAPITAL OF THE COMPANY

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 of Section 62 (1) (b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, and any other provisions of the Companies Act, 2013 and rules made thereunder as may be applicable from time to time and including any statutory modification(s) or re-enactment of the Act, for the time being in force and subject to the terms of GREEN PORTFOLIO PRIVATE LIMITED EMPLOYEE STOCK OPTION PLAN 2022, approval of the members be and is hereby accorded, to grant options to Mr. Sreeram Ramdas exceeding 1% of the issued capital of the company as given in the table below:

Sr. No.	Name	Total Number of ESOPs	Proposed ESOP vesting period	Exercise price
1	Sreeram Ramdas	28350	1 year from the date of grant	INR 10/- per option

RESOLVED FURTHER THAT the Company Secretary of the Company and the Directors be and are hereby authorized severally to do all such acts deeds & things as may be considered expedient & necessary to give effect to this resolution."

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




**Vaibhav Umesh Ravat
Company Secretary**

Date: January 18, 2023

NOTES:

1. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
2. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Extraordinary 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. Consent to hold the EGM on shorter notice is attached herewith. Members are requested to share copy of signed consent before the meeting time.
5. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
6. 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.
7. All relevant documents referred in this Notice and the Explanatory Statement 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 EGM.
8. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following sets out all material facts relating to item under Special Business mentioned in the accompanying Notice for convening the Extra-Ordinary General Meeting of the Company:

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 grant 28,350 number of options out of total 142,105 options available under the GREEN PORTFOLIO PRIVATE LIMITED EMPLOYEE STOCK OPTION PLAN 2022 to Mr. Sreeram Ramdas at the exercise price of Rs. 10 each.

Mr. Sreeram Ramdas is Vice President of the Company and is associated with the Company since September, 2020 and since then he is part of the Research department and business development in the Company.

As on date, Mr. Sreeram Ramdas does not hold any equity in the Company.

Material facts and information concerned with and relevant to the grant of options are given below:

Sr. No.	Name	Total Number of ESOPs	Proposed ESOP vesting period	Exercise price
1	Sreeram Ramdas	28350	1 year from the date of grant	INR 10/- per option

No director or their relative have any concern or interest, financial or otherwise, if any, in respect of this business item.

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



**Vaibhav Umesh Ravat
Company Secretary**

Date: January 18, 2023

**Form No. 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 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 at shorter notice on Thursday, January 19, 2023 at 11.00 a.m. at the corporate 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
SPECIAL BUSINESS			
1.	TO APPROVE THE GRANT OF OPTIONS TO MR. SREERAM RAMDAS EXCEEDING 1% OF THE ISSUED CAPITAL OF THE COMPANY		

Signed this ___ day of _____ 2023

<p>Affix Revenue Stamps</p>
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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

ATTENDANCE SLIP

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:	
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NAME AND ADDRESS OF SHAREHOLDER:

NAME OF PROXYHOLDER:

NO. OF SHARES HELD:

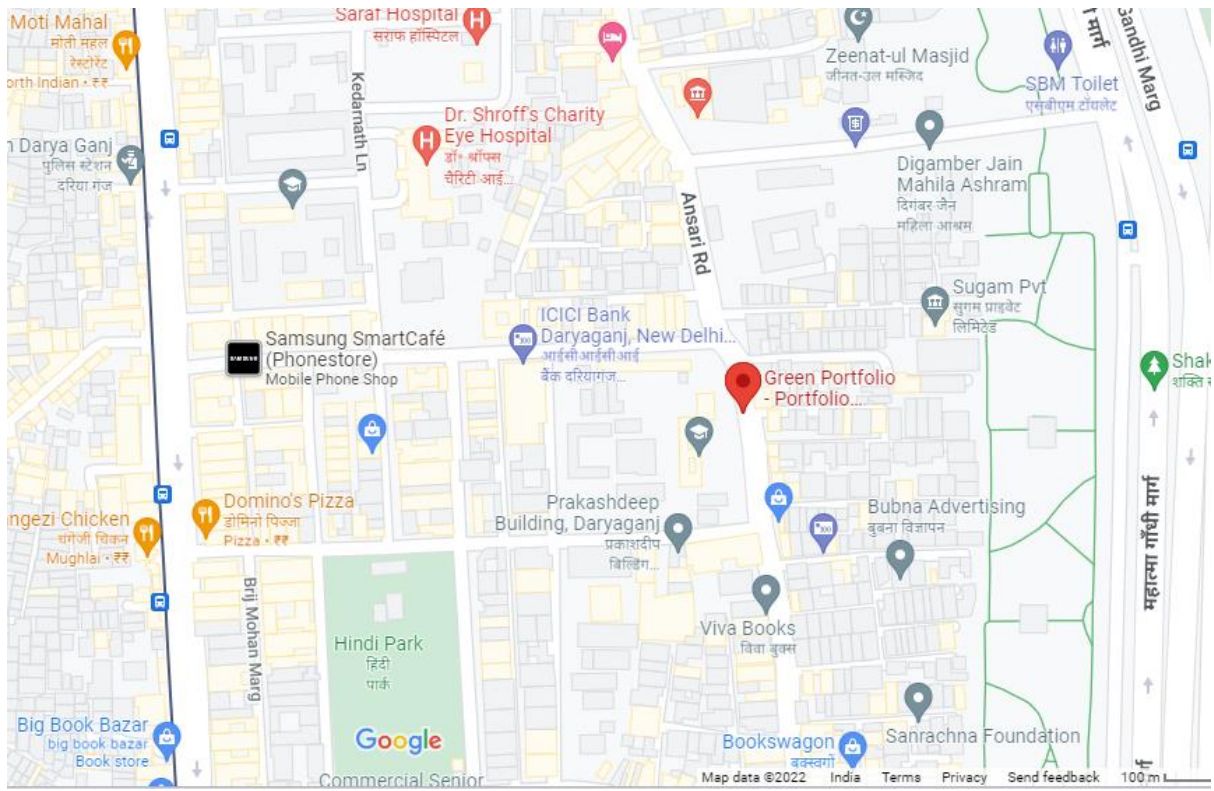
I hereby record my presence at the Extra-ordinary General Meeting of the Members of GREEN PORTFOLIO PRIVATE LIMITED held at shorter notice on Thursday, January 19, 2023, at 11:00 a.m. at the Registered Office of the company situated at 7/7, Ground Floor, Ansari Road, Daryaganj, New Delhi-110002.

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 Extra-Ordinary General Meeting



Format of Shorter Notice consent

Date: __.__.2023

To,
The Board of Directors,
Green Portfolio Private Limited
Address: 7/7, Ground Floor, Ansari Road, Daryaganj, New Delhi-110002

Dear Sirs,

Sub: Consent for Holding Extraordinary General Meeting at a shorter notice

I, *(Name of shareholder)*, residing at *(address of shareholder)*, holding *(equity shareholding in the Company)* Equity Shares of Rs. 10 each in the Company in our name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold an Extraordinary General Meeting on Thursday, January 19, 2023, at 11:00 AM at the registered office of the Company at 7/7, Ground Floor, Ansari Road Daryaganj New Delhi-110002 at a shorter notice.

Signature
Shareholder name