

NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SENBONZAKURA CONSULTANCY PRIVATE LIMITED WILL BE HELD ON TUESDAY, 30<sup>TH</sup> DAY OF SEPTEMBER, 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT HOUSE NO. 262, FIRST FLOOR WESTEND MARG SAIDULAJAB NEW DELHI DL 110030 IN AT 11:30 AM

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### ORDINARY BUSINESS:

**Item No. 1:** To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of Senbonzakura Consultancy Private Limited for the financial Year ended on 31<sup>st</sup> March, 2025, together with the Reports of directors and Auditors thereon.

**Item No. 2:** Re-appointment of M/s. Mohindra & Associates, Chartered Accountants, having FRN 001406N as the Statutory Auditor of the Company for a period of 5 years starting from 1<sup>st</sup> April 2025 to 31<sup>st</sup> March, 2030:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of Senbonzakura Consultancy Private Limited (“the Company”) be and is hereby accorded to appoint M/s. Mohindra & Associates, Chartered Accountants, FRN 001406N, having office at A-31, LGF, Noida Sector-3, UP-201201, from whom written consent to act as Statutory auditor of the Company has been obtained, as the Statutory Auditors of the Company, from the conclusion of this Annual General Meeting till the conclusion of the 15<sup>th</sup> Annual General Meeting of the company to be held in the year 2031 at such remuneration plus GST, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of directors of the Company and the Auditor.

**RESOLVED FURTHER THAT** the directors of the Company, be and are hereby, jointly or severally authorized to do all the acts, things and deeds and to file all the e-forms, forms or documents to Registrar of Companies and to other authority, if so required.

**RESOLVED FURTHER THAT** a copy of the resolution certified to be true by any of the directors of the Company be and is hereby given to anyone concerned or interested in the matter”

### SPECIAL BUSINESS:

**Item No. 3: To consider and amend the existing Employee Stock Option Plan 2016.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and such other provisions of the Companies Act, 2013 and rules thereof, as may be applicable, (including any statutory amendment, modification or re-enactment thereof, for the time being in force), the Articles of Association of the Company, and such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of Senbonzakura Consultancy Private Limited (“the Company”) be and is hereby accorded to amend the existing Employee Stock

Option Plan 2016 which was executed and approved by the shareholders of the company in duly convened extra ordinary general meeting dated 26<sup>th</sup> August, 2016, by replacing the existing Annexure 1 with the following:

### Annexure - I

Letter to Employee  
On Letter Head of the Company

Date:  
Name:  
Employee ID:

Dear XYZ,

In recognition of your contributions, you have been selected to be covered under the Company's performance-based ESOP plan.

You are eligible for XXXX no of shares of the Company.

The details of grant are as follows:

Date of Grant	
Exercise Price	
Vesting Schedule	Starts 1 year from date of grant and options will be vested in 3 equal installments in 3 years from the end of 1 year.
Exercise Period	If your tenure in the company exceeds 2 years: All Options that have vested may be exercised any time.  If your tenure in the company <2 years: All Options that have vested may be exercised any time until you cease to be employed by the Company.

Your dedication and passion towards work is of prime value to us in our journey towards making the Company the best in its industry segment. We look forward to a long term and mutually rewarding association with you.

Note: Kindly share one signed copy with us for our records and confirmation of your acceptance.

Best Wishes

Sign  
Name of the Director/CMD/MD/Chairman

Name of the employee

Date  
Sign.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all the acts, deeds, things and matter as may be necessary and expedient and to settle any questions, doubt and difficulty that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** a copy of the resolution certified to be true by any of the directors of the Company be and is hereby given to anyone concerned or interested in the matter”

**Item No. 4: To consider and amend the existing Management Stock Option Plan (“MSOP”)**

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

**“RESOLVED THAT** pursuant to the provisions of Companies Act, 2013 and other applicable provisions, if any, including any statutory modification(s) or re-enactment thereof for the time being in force, subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of members of Senbonzakura Consultancy Private Limited (“the Company”) be and is hereby accorded to amend the existing Senbonzakura Consultancy Private Limited Management Stock Option Plan-2023 or SCPL MSOP-2023 by making the following changes:-

- a. Amendment in Clause 4.1 (m):- “Eligible Employee” means the Promoter directors (excluding independent and nominee directors).
- b. Amendment in Clause 5.1:-“The maximum number of Management Options that maybe issued pursuant to this plan is 3,490 (Three Thousand Four Hundred and Ninety only).”
- c. Amendment in Clause 11:-Exercise price- Options will be exercised at the face value of equity shares of the Company or any such price as maybe mentioned in Grant Letter of Eligible Employee issued by the Board at such price as may be determined by the Board. All applicable taxes will be deducted by the Company on behalf of the employee and deposited as per the provisions of the Income-tax Act, 1961, prior to exercise of any Options.

**RESOLVED FURTHER THAT** the directors of the Company, be and are hereby, severally or jointly, authorized to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to Management Stock Option Plan.



# Senbonzakura Consultancy Private Limited

## Seamless Education Loans For All

RESOLVED FURTHER THAT a copy of the resolution certified to be true by any of the directors of the Company be and is hereby given to anyone concerned or interested in the matter"

By order of the Board of Directors  
For SENBONZAKURA CONSULTANCY PRIVATE LIMITED

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Ankit Mehra  
Director  
DIN: 07244178  
Add: DDA Built HISFS  
Flat No. C3/1, Ground Floor, CAT II,  
Saket, New Delhi, Delhi - 110017 IN

Date- 01/09/2025  
Place- Delhi

Registered office: H. No. 262, First Floor, Westend Marg, Said-ul-ajab, Saket, Delhi 110030, India

### NOTES-

- 1) The Notice is issued pursuant to the provisions of Section 101 of the Companies Act, 2013 and the articles of association of the Company.
- 2) Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as Annexure A. The explanatory statement as required under 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.
- 3) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETINGS, IS ENTITLED TO APPOINT A PROXY TO VOTE IN HIS STEAD AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS DESIROUS OF APPOINTING PROXIES ARE REQUESTED TO DELIVER DULY COMPLETED PROXY FORMS (IN THE FORM ATTACHED AS ANNEXURE B TO THIS NOTICE) TO THE COMPANY PRIOR TO THE PROPOSED TIME FOR THE ANNUAL GENERAL MEETING.**
- 4) The documents relating to matters set out in the Notice shall be open for inspection at the registered office of the Company during normal business hours (9AM to 6PM) on all working days.
- 5) Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as Annexure C. Members / Proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.
- 6) Members are requested to notify any change in their address/ mandate/ other details immediately to the Company at its registered office.
- 7) Route map and landmark details are attached separately as Annexure D.



# Senbonzakura Consultancy Private Limited

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### ANNEXURE-A

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

The following statement set out all material facts relating to the business mentioned under the accompanying notice dated 1<sup>st</sup> September, 2025:

#### **Item No. 3- To consider and amend the existing Employee Stock Option Plan 2016**

The Company wants to amend its existing Employee Stock Option Plan 2016 by adoption of restated Employee Stock Option Plan 2016. The Existing Employee Stock Option Plan, 2016 has been approved by the shareholders in the extraordinary general meeting held on 26<sup>th</sup> August, 2016.

The Company needs to modify the existing Annexure-1 issued to eligible employees intimating the Options granted to them for acquiring a specified number of Shares at the Exercise Price with the following:-

#### **Annexure - 1**

Letter to Employee  
On Letter Head of the Company

Date:  
Name:  
Employee ID:

Dear XYZ,

In recognition of your contributions, you have been selected to be covered under the Company's performance-based ESOP plan.

You are eligible for XXXX no of shares of the Company.

The details of grant are as follows:

Date of Grant	
Exercise Price	
Vesting Schedule	Starts 1 year from date of grant and options will be vested in 3 equal installments in 3 years from the end of 1 year.
Exercise Period	If your tenure in the company exceeds 2 years: All Options that have vested may be exercised any time.  If your tenure in the company <2 years: All Options that have vested may be exercised any time until you cease to be employed by the Company.

Registered office: H. No. 262, First Floor, Westend Marg, Said-ul-ajaib, Saket, Delhi 110030, India



# Senbonzakura Consultancy Private Limited

## Seamless Education Loans For All

Your dedication and passion towards work is of prime value to us in our journey towards making the Company the best in its industry segment. We look forward to a long term and mutually rewarding association with you.

Note: Kindly share one signed copy with us for our records and confirmation of your acceptance.

Best Wishes

Sign

Name of the Director/CMD/MD/Chairman

Name of the employee

Date

Sign.

The modification shall be carried out only to the extent of updating the existing Annexure-1 and shall not otherwise adversely affect the rights of the eligible employees under the ESOP Plan, 2016. Hence, the Board recommends the said resolution for consideration of and approval of members by way of special resolution.

A copy of the amended Employee Stock Option Plan 2016, is available for inspection, by the members, at the Registered Office of the Company on all working days between 9:00 a.m. to 6:00 p.m.

None of the directors and key managerial personnel of the Company including their relatives are, directly or indirectly, interested in the proposed resolution, except to the extent of their shareholding in the Company.

### Item No. 4- To consider and adopt Management Stock Option Plan ("MSOP")

The members of the Company had earlier approved the adoption of the **Management Stock Option Plan ("MSOP")** to grant stock options to eligible employees in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

In order to align the MSOP with the current business and management requirements of the Company, the Board of directors, on the recommendation of the Nomination and Remuneration Committee, has proposed the following amendments to the MSOP:

a. **Amendment to Clause 4.1(m) - Definition of "Eligible Employee"**  
The definition of "Eligible Employee" is proposed to be amended to read as follows:

*"Eligible Employee" means the Promoter directors (excluding independent and nominee directors).*

This amendment seeks to clearly define the category of employees/directors eligible under the MSOP.

Registered office: H. No. 262, First Floor, Westend Marg, Said-ul-ajaib, Saket, Delhi 110030, India



# Senbonzakura Consultancy Private Limited

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**b. Amendment to Clause 5.1 - Increase in Maximum Number of Options**  
The existing maximum number of options under the MSOP is **2,490 (Two Thousand Four Hundred and Ninety only)**. It is now proposed to increase the limit to **3,490 (Three Thousand Four Hundred and Ninety only)** by substituting Clause 5.1 with the following:

*"The maximum number of Management Options that may be issued pursuant to this Plan is 3,490 (Three Thousand Four Hundred and Ninety only)."*

This amendment will enable the Company to provide further incentives to eligible employees/directors, thereby aligning their interests with the long-term growth of the Company.

**c. Amendment to Clause 11-Exercise Price**  
It is proposed to amend Clause 11 to provide flexibility in determination of the exercise price, as follows:

*"Options will be exercised at the face value of equity shares of the Company or any such price as maybe mentioned in Grant Letter of Eligible Employee issued by the Board at such price as may be determined by the Board. All applicable taxes will be deducted by the Company on behalf of the employee and deposited as per the provisions of the Income-tax Act, 1961, prior to exercise of any Options."*

This amendment provides flexibility to the Board in determining the exercise price, while ensuring compliance with applicable tax laws.

The Board of directors recommends passing of the resolution(s) set out in the accompanying Notice as a Special Resolution, as required under the provisions of the Companies Act, 2013.

A copy of the Management Stock Option Plan, is available for inspection, by the members, at the Registered Office of the Company on all working days between 9:00 a.m. to 6:00 p.m.

None of the directors and key managerial personnel of the Company including their relatives are, directly or indirectly, interested in the proposed resolution, except to the extent of their shareholding in the Company.

**By order of the Board of Directors**  
**For SENBONZAKURA CONSULTANCY PRIVATE LIMITED**

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**Ankit Mehra**  
**Director**  
**DIN: 07244178**  
**Add: DDA Built HISFS**  
**Flat No. C3/1, Ground Floor, CAT II,**  
**Saket, New Delhi, Delhi - 110017 IN**

**Date- 01/09/2025**  
**Place- Delhi**

Registered office: H. No. 262, First Floor, Westend Marg, Said-ul-ajaib, Saket, Delhi 110030, India



### ANNEXURE-B

#### 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]

CIN: U74140DL2015PTC283829

**SENBONZAKURA CONSULTANCY PRIVATE LIMITED**

House No. 262, First Floor Westend Marg Saidulajab New Delhi DL 110030 IN

Name of the member (s) :

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID :

I/We, being the member (s) of.....shares of the above-named company, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature:.....,or failing him

3. Name: .....

Address:

E-mail Id:

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 10<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, the 30<sup>th</sup> day of September, 2025 at 11:30 a.m. at House No. 262, First Floor Westend Marg, Saidulajab New Delhi DL 110030 IN and at any adjournment thereof in respect of such resolutions as are indicated below:

#### Ordinary Business:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of Senbonzakura Consultancy Private Limited for the financial Year ended on 31<sup>st</sup> March, 2025, together with the Reports of directors and Auditors thereon
2. Re-appointment of M/s. Mohindra & Associates, Chartered Accountants, having FRN 001406N as the Statutory Auditor of the Company for a period of 5 years starting from 1<sup>st</sup> April 2025 to 31<sup>st</sup> March, 2030

#### Special Business:

1. To consider and amend the Employee Stock Option Plan 2016.
2. To consider and amend the Management Stock Option Plan.

Signed this..... day of..... 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Note: 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**

Registered office: H. No. 262, First Floor, Westend Marg, Said-ul-ajab, Saket, Delhi 110030, India

ANNEXURE C  
ATTENDANCE SLIP

To,  
The Board of Directors,  
Senbonzakura Consultancy Private Limited  
House No. 262, First Floor Westend Marg Saidulajab New Delhi DL 110030 IN

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on 30<sup>th</sup> day of September, 2025 on Tuesday at 11:30 am at the registered office address situated at House No. 262, First Floor Westend Marg Saidulajab New Delhi DL 110030 IN

\_\_\_\_\_  
<Name of Member/proxy>  
Member/proxy

### ANNEXURE D

#### ROUTE MAP AND LAND MARK DETAILS

##### Address of the registered office of the Company:

SENBONZAKURA CONSULTANCY PRIVATE LIMITED

House No. 262, First Floor Westend Marg Saidulajab New Delhi DL 110030 IN

##### Route map:



Registered office: H. No. 262, First Floor, Westend Marg, Said-ul-ajab, Saket, Delhi 110030, India