

Dated: April 10, 2025

Dear Shareholders, Directors and Auditors,

You are cordially invited to attend the 01st / 2025-26 Extra-Ordinary General Meeting (the 'EGM') of the members of "Senbonzakura Consultancy Private Limited" to be held at shorter notice on Thursday, April 10, 2025 at 05:30 P.M. at the Registered Office of the Company at House No. 262, First Floor Westend Marg, New Delhi, Saidulajab, Delhi, India, 110030

The notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

For Senbonzakura Consultancy Private Limited

Ankit Mehra
Director
DIN: 07244178
Address: - Flat no. C3/1,
Ground Floor, CAT II, Saket,
South Delhi, Malviya Nagar, Delhi-110017

Date: 10.04.2025

Place: New Delhi

Enclosures:

1. Notice of the EGM
2. Attendance slip
3. Proxy form (MGT-11)
4. Shorter Notice consent
5. Route Map



Senbonzakura Consultancy Private Limited

Seamless Education Loans For All

NOTICE CONVENING EXTRA ORDINARY GENERAL MEETING

Dear Shareholders, Directors and Auditors,

Shorter Notice is hereby given that the 01st/2025-26 Extra-Ordinary General Meeting (EGM) of the members of “**Senbonzakura Consultancy Private Limited**” to be held on Thursday, April 10, 2025 at 05:30 P.M. at the Registered Office of the Company at House No. 262, First Floor Westend Marg, New Delhi, Saidulajab, Delhi, India, 110030 to transact the following special business as under:

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE ISSUANCE OF 11,913 (ELEVEN THOUSAND NINE HUNDRED AND THIRTEEN) SERIES B COMPULSORILY CONVERTIBLE PREFERENCE SHARES (“SERIES B CCPS”) THROUGH PREFERENTIAL ISSUANCE ON A PRIVATE PLACEMENT BASIS AND ISSUE OF PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER (“OFFER LETTER”)

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

“**RESOLVED THAT** pursuant to: (i) the provisions of Section 42, 55, 62(1)(c) and 179(3)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 framed thereunder and subject to other applicable laws, rules and regulations (*including any statutory modification(s) or re-enactment(s) thereof for the time being in force*); (ii) the share subscription agreement dated March 31, 2025 executed by and amongst, *inter alia*, Pravega Fund II (*through its trustee Vistra ITCL India Limited*) (“**Pravega**”), Bunch Microtechnologies Private Limited (“**Classplus**”), Ankit Mehra and Jainesh Sinha; (iii) the articles of association and memorandum of association of the Company; (iv) in accordance with the provisions of Rule 11 UA of the Income Tax Act 1961; and (v) applicable foreign exchange laws including but not limited to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (including any amendment, modification, variation or re-enactment thereof and the provisions of any rules/regulations/guidelines issued/framed by the Central Government and Reserve Bank of India thereto) (“**NDI Rules**”), read with Notification No. FEMA. 395/2019-RB dated October 17, 2019, and any other regulations, master directions and the Consolidated FDI Policy issued by DPIIT, Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019 (including any amendment, modification, variation or re-enactment thereof and the provisions of any rules/regulations/guidelines issued/framed by the Central Government and Reserve Bank of India thereto), the consent and approval of the members of the Company, be and is hereby accorded to offer, issue and allot upto 11,913 (*Eleven Thousand Nine Hundred and Thirteen*) Series B CCPS (“**Subscription Shares**”)

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

having face value of INR 20/- (*Indian Rupees Twenty only*) each, at a premium of INR 25,162/- (*Indian Rupees Twenty-Five Thousand One Hundred and Sixty Two only*) amounting to a total consideration of INR 25,182/- (*Indian Rupees Twenty-Five Thousand One Hundred and Sixty Two*) per Subscription Share, aggregating to INR 29,99,93,166/- (*Indian Rupees Twenty Nine Crores Ninety Nine Lakhs Ninety Three Thousand One hundred and Sixty Six only*) ("**Subscription Amount**") by way of preferential issuance on private placement basis, to Pravega and Classplus, as per the details set out below:

Sr. No.	Name of the Investor (Offeree)	No. of Series B CCPS having Face Value of INR 20/- each	Total price per share including premium of INR 25,162/- per share	Total consideration (INR)
1.	Bunch Microtechnologies Private Limited	7,942	25,182/-	19,99,95,444/-
2.	Pravega Fund II (through its trustee, Vistra ITCL India Limited)	3,971	25,182/-	9,99,97,722/-
TOTAL		11,913	25,182/-	29,99,93,166/-

RESOLVED FURTHER THAT the price at which the Subscription Shares are being issued, is in compliance with the provisions of the: (i) Act and the applicable rules framed thereunder; and (ii) Income-tax Act, 1961 and the rules framed thereunder; (iii) NDI Rules, and has been arrived at and determined based on the relevant valuation reports. The valuation report of the securities of the Company, as prepared by [CA Nitin Aggarwal], Permanent Registration No: [IBBI/RV/02/2019/11471], in accordance with the provisions of Sections 56(2)(vii)(b) and 56(2)(x) of the Income-tax Act, read with Rule 11UA of the Income-tax Rules, 1962, in connection with the issuance of Subscription Shares is hereby noted and is taken on record.] The valuation report of the securities of the Company, as prepared by [CA Nitin Aggarwal], Permanent Registration No: [IBBI/RV/02/2019/11471], in accordance with the provisions of Foreign Exchange Management (Non-debt Instruments) Rules, 2019 as notified by Ministry of Finance notification S.O. 3732(E). [October 17, 2019] in connection with the issuance of Subscription Shares is hereby noted and is taken on record.

RESOLVED FURTHER THAT the Subscription Shares shall be issued on the terms and conditions as provided in **Annexure A**.

RESOLVED FURTHER THAT the draft of complete record of private placement offer cum application letter in Form PAS-4 ("**Offer Letter**") for the issuance of Subscription Shares through private placement cum preferential allotment basis and Form PAS-5, which is placed before the Board, duly initialed by the Chairman for the purpose of identification, which, subject to the approval of the members of the Company, be and is hereby approved.

RESOLVED FURTHER THAT the monies received by the Company from Pravega and Classplus pursuant to subscription to the Subscription Shares, pursuant to this private placement, shall be kept by the Company in a separate bank account having the following details:

Current account number: 105861000000012 maintained with Yes Bank Limited at its branch at GF, Plot No. 25/12, 25/12A, 25/12B, Gali No.14, Vishvas Nagar, Shahdara, Delhi-110032, India in the

name of 'Senbonzakura Consultancy Private Limited' bearing IFSC Code YESB0001058, Swift Code YESBINBB.

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally and/or jointly authorized on behalf of the Company to do all such acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution and in the Offer Letter, to give any information, explanation, declaration and confirmations as may be required by the concerned authorities, with further powers to delegate all or any of the above authorities conferred to them to any officer(s)/authorised person(s) of the Company, including but not limited to:

(i) subject to the approval of the members, signing, issuing and sending the Offer Letter to the Incoming Investors and to sign and maintain form PAS-5; and

(ii) to settle all such questions, difficulties or doubts that may arise in relation to the offer/issue and to finalise and execute all documents and writings as may be necessary, proper, desirable or expedient for implementation of this resolution.

RESOLVED FURTHER THAT any director of the Company, be and is hereby authorized jointly and/or severally to sign the said offer letter for and on behalf of the Company and to issue the Offer Letter and to take all such steps as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT any director of the Company, be and is hereby severally and/or jointly authorized to make necessary filings with the statutory authorities, including but not limited to the relevant Registrar of Companies and to take such necessary actions as may be required for the purpose of offering Subscription Securities to Pravega and Classplus, in the manner specified above and to submit all documents to the concerned authorities with respect to the same.

RESOLVED FURTHER THAT any director of the Company be and is hereby severally authorised to forward a certified copy of this resolution to any relevant authorities for giving effect to the aforesaid resolution."

ITEM NO. 2: 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 be and is hereby accorded to amend the existing Employee Stock Option Plan, 2016 by increasing the existing options from 1700 (One Thousand Seven Hundred only) to 2146 (Two Thousand One Hundred and Forty Six only) by replacing the existing clause 4 (Total Number of Options for Grant Under the Plan) with the following:

"4) Total Number of Options for Grant Under the Plan

The aggregate number of share options ("Options") to be granted under this scheme shall not exceed 2,146 shares."

RESOLVED FURTHER THAT for the purpose of giving to the above resolution any Director of the Company 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 resolution certified to be true be and is hereby given to anyone concerned or interested in the matter."

For Senbonzakura Consultancy Private Limited

Ankit Mehra

Director

DIN: 07244178

**Address: - Flat no. C3/1,
Ground Floor, CAT II, Saket,
South Delhi, Malviya Nagar, Delhi-110017**

Date: 10.04.2025

Place: New Delhi

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. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
2. The instrument appointing proxy, duly stamped, completed and signed, should be deposited at the registered office of the Company before the commencement of the meeting.
3. Shareholders/proxies attending the meeting in person are requested to complete the attendance slip (in the form attached as **Annexure I** to this notice) and handover the same at the meeting.
4. A blank proxy form is attached as **Annexure II** to this notice.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice.
6. Corporate members intending to send their authorized representative 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.
7. In case of any further query/ information required, please contact by writing at the Registered Office of the Company at House No. 262, First Floor Westend Marg, New Delhi, Saidulajab, Delhi, India, 110030.
8. The Financial Statements and the Register of Members are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays during business hours up to the date of the Meeting.
9. Shorter notice consent format is enclosed as **Annexure III**.
10. Route Map of the venue of meeting is enclosed as **Annexure IV**.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1

The Company is currently at a growing stage and is expanding well in its area and the business outlook of the Company looks very promising. However, to further strengthen its position, there is an imperative requirement of infusing long-term funds to provide continuous imputes to the growth but also to keep financial cost at a lower level. To achieve this object, it has been proposed to issue/allot Series B Compulsorily Convertible Preference Shares ("**Series B CCPS**") as mentioned in the resolution on private placement/preferential allotment basis under the provisions of Companies Act, 2013 ("**Act**"). The allotment of Series B CCPS shall have a positive impact on the net worth of the Company. These funds shall be deployed by the Company for long term funds, general corporate purposes including working capital requirements.

The board of directors of the Company at its meeting held on April 10, 2025 had approved to offer and issue 11,913 (*Eleven Thousand Nine Hundred and Thirteen*) Series B CCPS having face value of INR 20/- (*Indian Rupees Twenty only*) each at a premium of INR 25,162/- (*Indian Rupees Twenty-Five Thousand One Hundred and Sixty Two only*) each by way of private placement / preferential allotment to the investors named below:

Sr. No.	Name of the Investors (Offerees)	No. of Series B CCPS having Face Value of INR 20/- each	Total price per share including premium of INR 25,162/- per share	Total consideration (INR)
1.	Bunch Microtechnologies Private Limited	7,942	25,182/-	19,99,95,444/-
2.	Pravega Fund II (through its trustee, Vistra ITCL India Limited)	3,971	25,182/-	9,99,97,722/-
TOTAL		11,913	25,182/-	29,99,93,166/-

The consent of the shareholders of the Company by way of special resolution, is required for issuing the above-mentioned offeree in terms of the provisions of Section 42, 55 and 62 of the Act and rules made thereunder and hence the board of directors submit the resolution set out at Item No.1 for your consideration and recommend it to be passed.

The relevant details of the offer to be issued by the Company and the disclosures in accordance with the Rule 9(3) and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of law in relation to the special resolution set out in the accompanying notice are provided hereunder:

S. No.	Particulars of the Issue	Details of the Issue
1.	Particulars/ Size of offer (including number of preference shares to be issued and nominal value of each share) and including the date of passing of Board resolution	INR 29,99,93,166/- (Indian Rupees Twenty-Nine Crores Ninety Nine Lakhs Ninety-Three Thousand One Hundred and Sixty Six only) by way of private placement cum preferential allotment being approved by the Board of directors in their meeting held on April 10, 2025.
2.	Kind of securities offered and the price at which security is being offered	Series B Compulsorily Convertible Preference Shares ("Series B CCPS") having face value of INR 20/- (Rupees Twenty only) each are proposed to be issued at a premium of INR 25,162/- (Indian Rupees Twenty-Five Thousand One Hundred and Sixty-Two only) aggregating to a total issue price of INR 25,182/- (Indian Rupees Twenty-Five Thousand One Hundred and Eighty Two only)
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	As per the valuation report dated March 27, 2025 issued by Registered Valuer, CA Nitin Aggarwal Registration No: IBBI/RV/02/2019/11471
4.	Number of shares to be issued	11,913 (Eleven Thousand Nine Hundred and Thirteen) Series B CCPS having face value of INR 20/- (Indian Rupees Twenty only) each at a premium of INR 25,162/- (Indian Rupees Twenty-Five Thousand One Hundred and Sixty-Two only)
5.	Nominal value	INR 20/- (Indian Rupees Twenty only) per Series B Compulsorily Convertible Preference Shares.
6.	Nature of shares	Series B Compulsorily Convertible Preference Shares
7.	Objective/Purposes of the issue	The funds are proposed to be used to support the business goals of the Company, in accordance with the business plan of the Company, as approved by the board of directors and the Investors.
8.	Manner of the issue	The Offer is proposed to be made as a private placement/preferential allotment in accordance with the provisions of section 42, 55, and 62(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), and rules made thereunder.

S. No.	Particulars of the Issue	Details of the Issue									
9.	The price or price band at/ within which the allotment is proposed/ Amount which the company intends to raise by way of such securities	The Compulsorily convertible preference shares shall be issued at a price of INR 25,182/- (Indian Rupees Twenty-Five Thousand One hundred and Eighty-Two only)									
10.	Name and address of the valuer who performed valuation	Name: CA Nitin Aggarwal Reg No: IBBI/RV/02/2019/11471 Address: 901-902, Vikrant Tower, Rajendra Place, Delhi - 110008									
11.	Basis on which the price has been arrived at along with report of the registered valuer	The price has been arrived on the basis of discounted cash flow method as per the valuation report dated March 27, 2025 submitted by CA Nitin Aggarwal.									
12.	Relevant date with reference to which the price has been arrived at	February 28, 2025									
13.	The proposed time within which the allotment shall be completed/ Proposed time schedule	The Series B CCPS shall be allotted within 7 days from the date of receipt of funds by the Company from Bunch Microtechnologies Private Limited (" Classplus ") and Pravega Fund II (through its trustee, Vistra ITCL India Limited) (" Pravega ") (<i>Pravega and Classplus, together referred to as "Investors"</i>).									
14.	The class or classes of persons to whom the allotment is proposed to be made	<p>The offer for the issuance of Series B CCPS is proposed to the following persons:</p> <table border="1"> <thead> <tr> <th>S. No.</th><th>Name of the Investor</th><th>Category</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Bunch Microtechnologies Private Limited</td><td>Body Corporate</td></tr> <tr> <td>2.</td><td>Pravega Fund II (through its trustee, Vistra ITCL India Limited)</td><td>Institutional Investor</td></tr> </tbody> </table>	S. No.	Name of the Investor	Category	1.	Bunch Microtechnologies Private Limited	Body Corporate	2.	Pravega Fund II (through its trustee, Vistra ITCL India Limited)	Institutional Investor
S. No.	Name of the Investor	Category									
1.	Bunch Microtechnologies Private Limited	Body Corporate									
2.	Pravega Fund II (through its trustee, Vistra ITCL India Limited)	Institutional Investor									
15.	Intention of promoters, directors or key managerial personnel to subscribe to the offer / Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None of the promoters/directors/key managerial personnel intend to subscribe to the proposed issuance.									

S. No.	Particulars of the Issue	Details of the Issue			
16.	Offer Period	<p>The offer will be opened on April 11, 2025 and remain valid for *30 days from the date of circulation of private placement offer cum application letter or until receipt of subscription amount from the Investors, whichever is earlier.</p> <p><i>*The offer shall stand closed as soon as all the investor/ subscriber mentioned herein deposit the subscription/ investment amount in the Company's bank account.</i></p>			
17.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them on a fully diluted basis	Name of the Investors	No. of Series B CCPS	Total Value (Nominal)	% of Holding*
		Bunch Microtechnologies Private Limited	7,942	19,99,95,444/-	36.60%
		Pravega Fund II (through its trustee, Vistra ITCL India Limited)	3,971	9,99,97,722/-	18.30%
		Total	11,913	29,99,93,166/-	54.90%
		<p><i>* The percentage of holding set out herein is upon consummation of both of, the primary investment by the Investors and the secondary purchase of securities by the Investors.</i></p>			
18.	The change in control, if any, in the company that would occur consequent to the preferential offer	Nil			
19.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil			
20.	The justification for the allotment proposed to be made for consideration other than cash together with	NA			

S. No.	Particulars of the Issue	Details of the Issue					
	valuation report of the registered valuer						
21.	Material terms of issuance of preference shares including terms and rate of dividend on each share, etc.	As per <u>Annexure A</u>					
22.	The pre-issue (current shareholding) and post issue paid up shareholding pattern of the company	The pre and post -issue shareholding pattern of the Company is on the basis of number of securities as well as percentage of securities and the Company has not considered unallotted ESOPs in this.					
		S. No.	Category	Pre-Issue		Post Issue	
				No. of Shares held	% of share holding	No. of Shares	% of holding
		A.	Promoters' holding:				
		1.	Indian				
			Individual	10,116	41.49%	10,116	27.87%
			Bodies Corporate	-	-	-	-
			Sub Total	10,116	41.49%	10,116	27.87%
		2.	Foreign Promoters	-	-	-	-
			Sub Total (A)	10,116	41.49%	10,116	27.87%
		B.	Non-Promoters' holding:				
		1.	Institutional Investors	2,672	10.96%	6,643	18.30%
		2.	Non-Institution:	-	-	-	-
		3.	Private	6,251	25.64%	14,193	39.10%

S. No.	Particulars of the Issue	Details of the Issue					
			Bodies Corporate				
		4.	Directors and Relatives	-	-	-	-
		5.	Indian public	2,583	10.59%	2,583	7.12%
		6.	others (including NRIs)	-	-	-	-
			ESOP/MSOP	2,762	11.33%	2,762	7.61%
			Sub Total(B)	14,268	58.51%	26,181	72.13%
			GRAND TOTAL	24,384	100.00 %	36,297	10.00%
23.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	<p>The Series B CCPS are not redeemable as they are compulsorily convertible into equity shares.</p> <p>The terms of conversion are mentioned in <u>Annexure A</u>.</p>					
24.	Manner and mode of redemption	The Series B CCPS are not redeemable as they are Compulsorily Convertible into Equity Shares.					
25.	Expected dilution in share capital upon conversion of preference shares	Assuming all the Series B CCPS offered through private placement are accepted the expected dilution upon conversion of Series B CCPS shall be approx. 41.91%					
26.	Principle Terms of Assets charged as securities	Not Applicable					

Pursuant to the provisions of Section 42, 55, and 62(1)(c) of the Act and the rules made thereunder, the above private placement issue requires the approval of shareholders by way of a **Special Resolution**. The Board, therefore, recommends the above resolution for your approval.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, are in any way concerned or interested financially or otherwise in the proposed Special Resolution, except as shareholders of the Company.

Item No. 2- To consider and amend the Employee Stock Option Plan 2016

Your Company believes in rewarding its employees for their continuous hard work, dedication and support which has continuously led the Company to a growth path. Therefore, the Board wants to increase the existing options from 1700 (One Thousand Seven Hundred only) to 2146 (Two Thousand Seven Hundred only) by replacing the existing clause 4 (Total Number of Options for Grant Under the Plan) with the following:

“4) Total Number of Options for Grant Under the Plan

The aggregate number of share options (“Options”) to be granted under this scheme shall not exceed 2,146 shares.”

Hence, the Board recommends the said resolution for consideration of and approval of members by way of special resolution.

The Existing “Employee Stock Option Plan 2016” (“ESOP”) has been approved by the board of director in its Board meeting held on 16th day of August, 2016 with the consent of the shareholders in the Extraordinary General Meeting held on 26th day of August, 2016 and has been amended with the consent of the shareholders from time to time.

A copy of the amended ESOP, 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 Director, key managerial personnel and/or their relatives, is in anyway concerned with or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding in the Company.

Certified true copy

For Senbonzakura Consultancy Private Limited

Ankit Mehra

Director

DIN: 07244178

Address: - Flat no. C3/1,

Ground Floor, CAT II, Saket,

South Delhi, Malviya Nagar, Delhi-110017

Date: 10.04.2025

Place: New Delhi

Annexure-A
TERMS OF THE SERIES B CCPS

The Series B CCPS shall be governed by the following terms and conditions:

1. Face Value:

The CCPS shall be Series B Compulsorily Convertible Preference Shares having a face value of INR 20 (Indian Rupees Twenty) each.

2. Dividend Rights:

2.1.1. Minimum preferential dividend rate is 0.01% (*zero point zero one percent*) per annum (the "Preferential Dividend").

2.1.2. In addition to and after payment of the Preferential Dividend, each Series B CCPS would be entitled to participate *pari passu* in any cash or non-cash dividends paid to the holders of Shares of all other classes (*including Equity Shares*) or series on a *pro rata*, as-if-converted, basis.

3. Liquidation Preference

As set forth in Clause 7 of the Amended and Restated Shareholders' Agreement executed by and amongst the Company, Ankit Mehra, Jainesh Sinha, Pravega Fund II, Bunch Microtechnologies Private Limited and certain other shareholders of the Company ("Shareholders' Agreement").

4. Conversion of the Series B CCPS

4.1. Conversion

4.1.1. Each Series B CCPS may be converted into Equity Shares at any time at the option of the holder of the Series B CCPS. Subject to compliance with Applicable Laws, each Series B CCPS shall automatically be converted into Equity Shares upon the earlier of: (i) expiry of 19 (*nineteen*) years from the date of issuance; or (ii) upon the occurrence of any Liquidation Event (as defined under the Shareholders' Agreement).

4.1.2. Subject to paragraph 4.2 below, upon the holders of the Series B CCPS electing to convert the Series B CCPS, each Series B CCPS shall be convertible into Equity Shares of the Company, at an initial conversion ratio of 1:0.858. The conversion ratio shall be suitably changed upon issuance of shares pursuant to bonus issue, a stock split, stock dividends, stock consolidation, reclassification or similar reorganization or similar events ("Conversion Ratio"). The Conversion Ratio shall be continuously adjusted until the date of conversion as per Clause 6 of the Shareholders' Agreement.

4.1.3. The process of conversion of a Series B CCPS will be done in accordance with the provisions of the Act, including but not limited to issuance of Securities pursuant to such conversion in dematerialised form.

4.2. Anti-dilution

As set forth in Clause 6 of the Shareholders' Agreement.

5. **Voting Rights**

5.1.1. Each Series B CCPS shall entitle the holder to such number of votes, equal to the number of whole or fractional Equity Shares into which such Series B CCPS could then be converted.

5.1.2. The Promoters and the Company hereby acknowledge that the Series B CCPS holders have agreed to subscribe to the Series B CCPS on the basis that such holders of Series B CCPS will be able to exercise voting rights on the Series B CCPS as if the same were converted into Equity Shares.

6. **Statutory Rights**

In addition to the rights available under the Shareholders' Agreement, the holders of the Series B CCPS will have all such rights as are provided to preference shareholders of a company under Applicable Law so long as they hold the Series B CCPS.

7. **Transferability**

The Series B CCPS shall be freely transferable, except to the extent provided in the Shareholders' Agreement.

8. **Additional Rights**

The holders of the Series B CCPS shall be entitled to such other rights as are set out in the Shareholders' Agreement.

9. **Amendment**

Any amendment to the terms of the Series B CCPS shall require written consent of all the holders of the Series B CCPS.

Annexure-I

ATTENDANCE SLIP

Please fill this Attendance Slip and hand it over at the entrance of the Meeting Hall

Folio No/DP ID & Client ID *:	
No. of shares held:	
Name and address of the shareholder/ proxy:	

I hereby record my presence at the 01st/2025-26 Extra-Ordinary General Meeting of the Company on Thursday, April 10, 2025 at 05:30 P.M. at the Registered Office of the Company at House No. 262, First Floor Westend Marg, New Delhi, Saidulajab, Delhi, India, 110030

* Applicable for members holding shares in electronic form.

Signature of the Member / Joint Members / Proxy attending the Meeting



Annexure-II
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

Name of the Company: SENBONZAKURA CONSULTANCY PRIVATE LIMITED

Registered office: House No. 262, First Floor Westend Marg, New Delhi, Saidulajab, India, 110030

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, _____ being the member(s) of **Senbonzakura Consultancy Private Limited**, Hereby Appoint:

1. Name:

Address:

E-mail Id:

Signature..... or failing him

2. 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 Extra-Ordinary General Meeting of the Company, to be held on Thursday, April 10, 2025 at 05:30 P.M. at the Registered Office of the Company at House No. 262, First Floor Westend Marg, New Delhi, Saidulajab, India, 110030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Special Business			
1.	To approve issuance of 11,913 (Eleven Thousand Nine Hundred Thirteen) Series B Compulsorily Convertible Preference Shares (“Series B CCPS”) through Preferential Issuance on a private placement basis and issue of private placement offer cum application Letter (“Offer Letter”)		
2.	To consider and amend the existing Employee Stock Option Plan, 2016		

Signed on day of..... 2025

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company.

Annexure-III

**CONSENT OF SHAREHOLDERS FOR CONVENING EXTRA ORDINARY GENERAL
MEETING AT SHORTER NOTICE**

[Pursuant to the proviso to section 101 of the Companies Act, 2013]

**To,
The Board of Directors,
Senbonzakura Consultancy Private Limited ("the Company")**

Dear Sirs,

I, _____/acting on behalf of, r/o _____, Shareholder of Senbonzakura Consultancy Private Limited ('the Company') holding _____ (_____ Only) Equity/CCPS Shares hereby give my consent, pursuant to the provision of section 101 of the Companies Act, 2013 read with the Rules made thereunder, to convene an Extra-Ordinary General Meeting of the Company at shorter notice on Thursday, April 10, 2025 at 05:30 P.M. at the registered office of the Company at House No. 262, First Floor Westend Marg, New Delhi, Saidulajab, India, 110030.

Name:-

Address:

Date:

Place:

Annexure-IV
ROUTE MAP

Indira Gandhi International Airport, New Udaan Bhawan, Opp. Terminal-3, New Delhi - 110037

To

**Senbonzakura Consultancy Private Limited
at House no. 262, First Floor Westend Marg, New Delhi, Saidulajab, Delhi, India, 110030**

