

Dated: April 17, 2025

Dear Shareholders, Directors and Auditors,

You are cordially invited to attend the 02nd/ 2025-26 Extra-Ordinary General Meeting (the 'EGM') of the members of "Senbonzakura Consultancy Private Limited" to be held at shorter notice on Saturday, April 19, 2025 at 12:00 Noon 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: 17.04.2025

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 02nd/2025-26 Extra-Ordinary General Meeting (EGM) of the members of "Senbonzakura Consultancy Private Limited" to be held on Saturday, April 19, 2025 at 12:00 Noon 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: ADOPTION OF THE RESTATED ARTICLES OF ASSOCIATION 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 pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules enacted thereunder (including any statutory modifications and re-enactment, for the time being in force), approval of the members be and is hereby accorded to adopt the draft restated Articles of Association of the Company by incorporating terms of Amended and Restated Shareholders' Agreement dated March 31, 2025 executed by and amongst the Company, Pravega Fund II (through its trustee, Vistra ITCL India Limited), Bunch Microtechnologies Private Limited, Ankit Mehra, Jainesh Sinha and certain other shareholders of the Company ("Amended and Restated AOA").

RESOLVED FURTHER THAT the existing set of articles of association of the Company be and is hereby stand substituted with the Amended and Restated AOA as initialed by the Chairman and placed before the members.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby severally authorized to, sign and file all the necessary forms with jurisdictional registrar of companies and other necessary documents as may be required by the statutory authorities to be filed and to do all such acts, things and deeds that may be required for the purpose of effecting the aforesaid resolution.

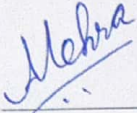
(This space has been intentionally left with blank)

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

contact@gyandhan.com www.gyandhan.com +9111 48019501 CIN: U74140DL2015PTC283829

RESOLVED FURTHER THAT a copy of the resolution duly certified as true by any Director of the Company be furnished to any person concerned or interested in the matter and such other parties as may be required from time to time in connection with the above 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: 17.04.2025

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 has entered into: (i) a share purchase agreement dated 31, 2025, executed by and amongst the Company, Pravega Fund II, through its trustee, Vistra ITCL India Limited ("**Pravega**") and Education Catalyst Fund ("**ECF**"); (ii) a share purchase agreement dated 31, 2025, executed by and amongst the Company, Bunch Microtechnologies Private Limited ("**Bunch**") and ECF; (iii) a Share Subscription Agreement dated March 31, 2025 executed by and amongst Pravega, Bunch, Ankit Mehra ("**Promoter 1**"), Jainesh Sinha ("**Promoter 2**"), for the subscription to certain Series B Compulsorily Convertible Preference Shares of the Company; and (iv) an Amended and Restated Shareholders' Agreement (including its schedules, the related documents referred therein, other deeds/ writings to be executed/issued pursuant thereto) dated March 31, 2025 executed by and amongst the Company, Promoter 1, Promoter 2, Pravega, Bunch and certain other shareholders of the Company ("**Amended and Restated SHA**"). The Amended and Restated SHA sets out the *inter se* rights and obligations of the members of the Company.

The existing Articles of Association of the Company are required to be amended to incorporate the provisions of the Amended and Restated SHA.

The provisions of the Companies Act, 2013 require the Company to seek approval of the shareholders for the proposed alteration of the articles of association of the Company and accordingly, the board of directors of the Company has recommended the resolution for approval of the shareholders.

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 Resolution, except as shareholders of 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: 17.04.2025

Place: New Delhi

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 02nd/2025-26 Extra-Ordinary General Meeting of the Company on Saturday, April 19, 2025 at 12:00 Noon 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 Saturday, April 19, 2025 at 12:00 Noon 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:

Adjournment thereof in respect of such resolutions as are indicated below:			
Resolution No.	Resolution	Vote	
		For	Against
Special Business			
1.	Adoption of the Restated Articles of Association of the Company		

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 Saturday, April 19, 2025 at 12:00 Noon 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

