

Dated: December 18, 2024

Dear Shareholders, Directors and Auditors,

You are cordially invited to attend the 1st/ 2024-25 Extra-Ordinary General Meeting (the 'EGM') of the members of "Senbonzakura Consultancy Private Limited" to be held at shorter notice on Thursday, December 19, 2024 at 05:00 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: 18.11.2024

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 /2024-25 Extra-Ordinary General Meeting (EGM) of the members of “**Senbonzakura Consultancy Private Limited**” to be held on Thursday, December 19, 2024 at 05:00 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 INCREASE THE AUTHORISED SHARE CAPITAL AND TO ALTER THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(a), 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable rules and regulations and the Articles of Association of the Company, the consent of members be and is hereby accorded, to increase the Authorised Share Capital of the Company from existing INR 8,88,600/- (Rupees Eight Lakh Eighty Eight Thousand Six Hundred only) divided into: (i) 32,376 (Thirty Two Thousand Three Hundred Seventy Six) Equity Shares of INR 10/- (Rupees Ten only) each, aggregating to INR 3,23,760/- (Rupees Three Lakh Twenty Three Thousand Seven Hundred Sixty only); (ii) 588 (Five Hundred Eighty Eight) Preference shares of INR 10/- (Rupees Ten only) each, aggregating to INR 5,880/- (Rupees Five Thousand Eight Hundred and Eighty only); and (iii) 2,329 (Two Thousand Three Hundred Twenty Nine) preference shares of INR 240/- (Rupees Two Hundred Forty only) each, aggregating to INR 5,58,960/- (Rupees Five Lakh Fifty Eight Thousand Nine Hundred Sixty only)

to

INR 9,82,720/- (Rupees Nine Lakh Eighty Two Thousand Seven Hundred and Twenty only) divided into: (i) 32,376 (Thirty Two Thousand Three Hundred Seventy Six) Equity Shares of INR 10/- (Rupees Ten only) each, aggregating to INR 3,23,760/- (Rupees Three Lakh Twenty Three Thousand Seven Hundred Sixty only); (ii) 10,000 (Ten Thousand) preference shares of INR 10/- (Rupees Ten only) each, aggregating to INR 1,00,000/- (Rupees One Lakh only); and (iii) 2,329 (Two Thousand Three Hundred Twenty Nine) preference shares of INR 240/- (Rupees Two Hundred Forty only) each, aggregating to INR 5,58,960/- (Rupees Five Lakh Fifty Eight Thousand Nine Hundred Sixty only)

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

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61(1), 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and rules made thereunder, the consent of Board be and is hereby accorded, subject to the approval of members, to substitute the existing Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorized Share Capital of the Company is INR 9,82,720/- (Rupees Nine Lakh Eighty Two Thousand Seven Hundred and Twenty only) divided into:

- a) 32,376 Equity Shares of INR 10/- (Rupees Ten only) each, aggregating to INR 3,23,760/- (Rupees Three Lakh Twenty-Three Thousand Seven Hundred Sixty only),
- b) 10,000 (Ten Thousand) Preference shares of INR 10/- (Rupees Ten only) each, aggregating to INR 1,00,000/- (Rupees One Lakh only), and
- c) 2,329 (Two Thousand Three Hundred Twenty-Nine) Preference shares of INR 240/- (Rupees Two Hundred Forty only) each, aggregating to INR 5,58,960/- (Rupees Five Lakh Fifty Eight Thousand Nine Hundred Sixty only).

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to make, sign, file and execute all the necessary form(s) and document(s) as may be required in this regard and to do all such act(s), deed(s) and thing(s) as may be necessary to give effect to this resolution and other matters incidental thereto.

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: 18.12.2024
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 A** to this notice) and handover the same at the meeting.
4. A blank proxy form is attached as **Annexure B** 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 C**.
10. Route Map of the venue of meeting is enclosed as **Annexure D**.

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

Item No. 1

The members may please note that the existing Authorized Share Capital of the Company is INR 8,88,600/- (Rupees Eight Lakh Eighty Eight Thousand Six Hundred only) divided into: (i) 32,376 (Thirty Two Thousand Three Hundred Seventy Six) Equity Shares of INR 10/- (Rupees Ten only) each, aggregating to INR 3,23,760/- (Rupees Three Lakh Twenty Three Thousand Seven Hundred Sixty only); (ii) 588 (Five Hundred Eighty Eight) Preference shares of INR 10/- (Rupees Ten only) each, aggregating to INR 5,880/- (Rupees Five Thousand Eight Hundred and Eighty only); and (iii) 2,329 (two thousand three hundred twenty nine) preference shares of INR 240/- (Rupees Two Hundred Forty only) each, aggregating to INR 5,58,960/- (Rupees Five Lakh Fifty Eight Thousand Nine Hundred Sixty only)

Keeping in view the proposed expansion and growth projections, it is proposed to increase the authorized share capital of the Company to INR 9,82,720/- (Rupees Eight Lakh Eighty Eight Thousand Six Hundred only) divided into: (i) 32,376 (thirty two thousand three hundred seventy six) Equity Shares of INR 10 (Rupees Ten only) each, aggregating to INR 3,23,760 (Rupees Three Lakh Twenty Three Thousand Seven Hundred Sixty only); (ii) 10,000 (Ten Thousand) preference shares of INR 10/- (Rupees Ten only) each, aggregating to INR 1,00,000/- (Rupees Five Thousand Eight Hundred and Eighty only); and (iii) 2,329 (two thousand three hundred twenty nine) preference shares of INR 240 (Rupees Two Hundred Forty only) each, aggregating to INR 5,58,960 (Rupees Five Lakh Fifty Eight Thousand Nine Hundred Sixty only)

Consequent upon the increase in the Authorised Share Capital, as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced.

As per provisions of the Companies Act, 2013, any increase in Authorized Share Capital and consequent alteration in Memorandum of Association of the Company requires consent and approval of the Members of the Company by way of an Ordinary Resolution. Accordingly, approval of the Members is being sought by way of an Ordinary Resolution.

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.

The Board of directors considers the proposal to be in the interest of the Company and recommends the same for your approval.

Annexure-A

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 Extra-Ordinary General Meeting of the Company on Thursday, December 19, 2024 at 05:00 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-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

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, December 19, 2024 at 05:00 P.M. at the Registered Office of the Company at House No. 262, First Floor Westend Marg, New Delhi, Saidulajab, India, 110030 via video conferencing mode and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Special Business			
1.	To increase the Authorised Share Capital and to Alter the Capital Clause of the Memorandum of Association of the company		

Signed on day of..... 2024

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-C

**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, _____, 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, December 19, 2024 at 05:00 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-D
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**

