

Notice of Annual General Meeting

Notice is hereby given that the 14th Annual General Meeting of the Members of Senrysa Technologies Limited will be held on Monday, the 22nd day of September, 2025 at 11:00 a.m. at the registered office of the Company situated at 601, Godrej Waterside, Tower 1, 6th Floor, Block-DP, Sector-V, Salt Lake, Kolkata, West Bengal, India, 700091, to transact the following businesses:

Ordinary Business

Item no. 1 – Adoption of financial statements

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

Item no. 2 – Declaration of dividend

To declare a final dividend of ₹0.20 per equity share for the year ended March 31, 2025.

Item no. 3 – Appointment of Mr. Kumar Pintu Saha, as a Managing director, liable to retire by rotation

To appoint a director in place of Kumar Pintu Saha (DIN: 03624292), who retires by rotation and being eligible, seeks reappointment.

Explanation: Based on the terms of appointment, executive directors, non-executive and non-independent chairman are subject to retirement by rotation. Kumar Pintu Saha, Managing Director & Chairperson, who was appointed on April 25th, 2024 and will serve as a Managing Director up to April 24th, 2029 and whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment. Based on performance evaluation and recommendation of the Nomination and Remuneration Committee, The Board recommends his reappointment.

Special Business

Item no. 4 - Appointment of Mr. Viresh Oberai (DIN: 00524892), as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and other applicable provisions [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Viresh Oberai (DIN: 00524892), who was appointed as an Additional Director in the capacity of an Independent Director with effect from July 30, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till July 29, 2030, and that he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Special Business

Item no. 5 - Payment of Remuneration to the Independent Directors of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Schedule V to the Act read with the Rules thereunder, and in accordance with the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors ("Board"), and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for the payment of remuneration of Rs. 12 lakh (Rupees Twelve lakh only) to Mr. Viresh Oberai Independent Directors of the Company, which shall be inclusive to the sitting fees payable to him under Section 197(5) of the Act and the reimbursement of expenses incurred for participation in the meetings of the Board and its Committees.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

**By Order of the Board of Directors
For Senrysa Technologies Limited**

**Kumar Pintu Saha
Managing Director & Chairperson
DIN: 03624292**

Date: 30th July, 2025

Place: Kolkata

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on poll instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy(ies), in order to be effective, must be deposited at the registered office of the Company duly completed and signed, not less than forty-eight hours before the time fixed for the commencement of the meeting. The Proxy Form is annexed to this Notice.

A person can act as a Proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights, may appoint a single person as Proxy who shall not act as a proxy for any other Member.

2. Proxies submitted on behalf of companies, societies, bodies corporate, etc., must be supported by an appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the Meeting until the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
3. Members/proxies are requested to bring the attendance slip duly filled in. Corporate Members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the Meeting as per the provisions of Section 113 of the Companies Act, 2013. Members are also requested to bring their copy of the Annual Report of the Company at the Meeting. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the Meeting.
4. Members seeking any information or clarification on the accounts are requested to send their queries in writing to the Company at least one week before the date of the Meeting, so that requisite information is made available at the Meeting.
5. Members, who have not yet registered their e-mail address with the Company or the Members who wish to update their email address registered with the company, are therefore requested to register the same by submitting a written request at the Meeting.
6. The Explanatory Statement as required by section 102 of the Companies Act, 2013, is annexed with this notice.

7. The Notice of the AGM is being sent by electronic mode to all the Members, whose email addresses are available with the Company, unless any Member has requested for a physical copy of the same.
8. Record Date and Dividend:

The Company has fixed Wednesday, July 30, 2025, as the 'Record Date' for determining entitlement of Members to dividend for the financial year ended March 31, 2025, if declared at the AGM. The dividend of ₹ 0.20/- per share on the Equity Shares of the Company, if declared at the AGM, will be transferred to the Dividend payment account by Friday, 26th September, 2025 and will be made by Tuesday, 21st October, 2025 as under.

 - i. To all the Beneficial Owners as of the close of business hours on Wednesday, July 30, 2025, as per the data made available by NSDL and Central Depository Services (India) Limited ('CDSL');
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Wednesday, July 30, 2025.
9. Members to intimate change in their details:

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.
10. Unclaimed Dividends and IEPF:

Dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
11. Route Map: Annexed

ANNEXURE TO NOTICE

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

Explanatory Statement relating to the businesses mentioned in Item No. 4 in the accompanying Notice of the Annual General Meeting ("AGM"), pursuant to Section 102 of the Companies Act, 2013, is given below:

Item no. 4 - Appointment of Viresh Oberai as an Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board, on July 30, 2025, appointed Mr. Viresh Oberai (DIN: 00524892) as an Additional Independent Director of the Company, to hold office till the conclusion of the ensuing annual general meeting, subject to the appointment by the members in such meeting through a Special resolution.

The Company has received the following from Mr. Viresh Oberai:

- I. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- II. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- III. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act;
- IV. A declaration by the Board, that in the opinion of the Board the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management.
- V. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director of the Company;

- vi. A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Viresh Oberai. In the opinion of the Board, Mr. Viresh Oberai fulfils the conditions for independence specified in the Act, the Rules made thereunder, and such other laws for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Viresh's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Viresh is justified due to the following reasons:

- He has extensive experience in Information Technology and in E-Commerce industry, ESG and Corporate Governance in key global markets.
- His experience of serving on the diversified boards of various companies.

The IIMM awarded him "The Chief Executive for the Year" award. He has also been conferred with the CMA Management Excellence Award for Leadership. He is also the recipient of the Udyog Ratan from the Indian Economic Society.

Mr. Viresh has attended Business and Management programs at IIM Ahmedabad, INSEAD - CEDEP Fontainebleau, and Harvard Business School, Boston.

A copy of the draft letter for the appointment of Mr. Viresh Oberai as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Friday, September 12, 2025.

The resolution seeks the approval of members for the appointment of Mr. Viresh Oberai as an Independent Director of the Company for a term of 5 (Five) years effective July 30, 2025 to July 29, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Mr. Viresh Oberai as an Independent Director of the Company, as a Special resolution.

No director, KMP or their relatives except Mr. Viresh, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board recommends the Special resolution as set out in Item no. 4 of this notice for the approval of members.

Item no. 5 - Payment of Remuneration to the Independent Directors of the Company

The Board noted that Mr. Viresh's skills, background and experience are aligned to the role and capabilities which helps the Company for the future growth. Recognizing their rich experience in Leadership, Mentorship, experience and knowledge in the fields of Information Technology, E-Commerce brings valuable professional insight and guidance to the Company. The Board believes that his association will benefit the Company and contribute significantly to its growth. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 30th July 2025, has approved the payment of remuneration to Mr. Viresh Oberai.

Accordingly, the consent of the Members is being sought by way of an Ordinary Resolution pursuant to Section 197 and Schedule V of the Companies Act, 2013 ("Act"), read with the applicable Rules framed thereunder, for the payment of remuneration to the Independent Directors, in accordance with the provisions mentioned above, inclusive to the sitting fees payable under Section 197(5) of the Act and reimbursement of expenses incurred for participation in meetings of the Board and its Committees.

Except the ID of the Company and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives have any concern or interest, financial or otherwise, in the Resolution set out at Item No. 5 of the Notice. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

**For and behalf of Board
Senrysa Technologies Limited**

Date: 30th July, 2025

Place: Kolkata

**Kumar Pintu Saha
Managing Director & Chairperson
DIN: 03624292**

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	: U72200WB2011PLC221257
Name of the Company	: Senrysa Technologies Limited
Registered Address	: Godrej Waterside, 6 th Floor, Unit No. - 601 Plot-DP, Salt Lake, Kolkata – 700091.

Name(s) of the Member(s)	:
Registered Address	:
E-mail ID	:
Registered Folio No.	:

I / We, being the member(s) holding shares of the above named Company, hereby appoint

1. Name:	E-mail ID:
Address:	Signature:

Or failing him / her

1. Name:	E-mail ID:
Address:	Signature:

Or failing him / her

1. Name:	E-mail ID:
Address:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, to be held on Monday, 22nd day of September, 2025 at 11:00 A.m. at Godrej Waterside, 6th Floor, Unit No.- 601 Plot-DP, Salt Lake, Kolkata-700091 and at any adjournment thereof in respect of such resolutions as are indicated below:

<u>Resoluti on No.</u>	<u>Resolution Subject</u>	<u>For</u> ²	<u>Against</u> ²	<u>Abstain</u> ²
Ordinary Business				
1.	To receive, consider and adopt the Audited Standalone & Consolidated Financial Statement of the Company for the financial year ended on 31 st March 2025 together with the Reports of the Directors and Auditors thereon.			
2.	To declare a final dividend of ₹0.20 per equity share for the year ended March 31, 2025.			
3.	To appoint a director Mr. Kumar Pintu Saha (DIN: 03624292), who retires by rotation and being eligible, seeks reappointment.			
Special Business				
4.	To Appoint Mr. Viresh Oberai as an Independent Director of the Company			
5.	To make Payment of Remuneration to the Independent Directors of the Company			

Signed this day of 2025

Please
Affix
Revenue
Stamp of
Re. 1

Signature of Shareholder(s)

Signature of Proxy holder(s)

Notes:

1. 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.
2. Please put a (✓) mark in the box in the appropriate column against the respective resolution. This is only optional. If you leave all the columns blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
3. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy who shall not act as a proxy for any other Member.

Attendance Slip

Full Name of the Member (s) or Proxy(ies)	:	
Registered Folio No.	:	
No. of Shares held in the Company	:	

I certify that I am a registered shareholder / proxy for the registered shareholder (□ appropriate) of M/s. Senrysa Technologies Limited.

I hereby record, my presence at the 14th Annual General Meeting of the Company convened on Monday, 22nd day of September, 2025 at 11:00 A.m. at Godrej Waterside, 6th Floor, Unit No. - 601 Plot-DP, Salt Lake, Kolkata – 700091.

Member's/Proxy's Signature

Notes:

1. Please fill in the attendance slip and hand over the same at the meeting hall. Please bring your copy of the Annual Report for reference at the meeting.
2. Corporate Members are requested to submit a duly certified copy of the resolution as per the provisions of Section 113 of the Companies Act, 2013 or the Power of Attorney or any equivalent authorising their representatives to attend and vote at the Meeting.

Route Map (As per AGM Venue)

