

Ref: SEC/SE/43/2024-25

Date: 20<sup>th</sup> August 2024

<p>The Manager- Listing</p> <p><b>The National Stock Exchange of India Limited</b></p> <p>“Exchange Plaza”, Bandra – Kurla Complex, Bandra (EAST), Mumbai – 400051</p> <p><b>NSE SYMBOL: SENC0</b></p>	<p>The Manager – Listing</p> <p><b>BSE Limited</b></p> <p>Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001</p> <p><b>BSE SCRIP CODE: 543936</b></p>
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Dear Sir(s)/ Madam(s),

**Sub: Notice of the 30<sup>th</sup> Annual General Meeting ('AGM') of the Company for the FY 2023-24.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose the Notice of the 30<sup>th</sup> Annual General Meeting of the Company to be held on Friday, the 13<sup>th</sup> of September 2024 at 11.30 A.M. (IST) at Kala Kunj (within the premises of Kala Mandir), 48 Shakespeare Sarani, Kolkata – 700017.

The Notice of the 30<sup>th</sup> Annual General Meeting forming part of the Annual Report is also available on the website of the Company at: <https://sencogoldanddiamonds.com/investor-relations>

We request you to take the above on record.

Yours sincerely,

**For SENC0 GOLD LIMITED**

**Mukund Chandak**

Company Secretary & Compliance Officer  
Membership No. A20051

Encl: a/a



**Senco Gold Limited**

CIN No. : L36911WB1994PLC064637

**Registered & Corporate Office :** “Diamond Prestige”, 41A, A.J.C. Bose Road,  
10th Floor, Kolkata-700 017 , Phone : 033 4021 5000 / 5004, Fax No. : 033-4021 5025

Email : [contactus@sencogold.co.in](mailto:contactus@sencogold.co.in) Website : [www.sencogoldanddiamonds.com](http://www.sencogoldanddiamonds.com)

## Notice

NOTICE is hereby given that the **30<sup>th</sup> Annual General Meeting (AGM)** of the members of **SENCO GOLD LIMITED** will be held on Friday, 13<sup>th</sup> September 2024 at 11.30 A.M. at “Kala-Kunj” (within the premises of Kala Mandir), 48, Shakespeare Sarani, Kolkata – 700 017, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2024.
2. To declare final dividend of Re. 1/- (10%) per equity share of face value of Rs. 10/- each for the financial year ended March 31, 2024 and to confirm the interim dividend of Re. 1/- (10%) per equity share, already paid during the financial year 2023-24.
3. To appoint a director in place of Mr. Suvankar Sen (DIN: 01178803) who retires by rotation and being eligible, offers himself for re-appointment.
4. Re-appointment of M/s. Walker Chandio & Co, LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, as may be amended from time to time, and pursuant to recommendations of the Audit Committee and Board of Directors of the Company, M/S. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration Number: 001076N/N500013), be and are hereby re-appointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of the 30<sup>th</sup> Annual General Meeting till the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company, on such remuneration plus taxes and actual out of pocket expenses as recommended by the Audit Committee and approved by the Board of Directors of the Company, in mutual consultation with the Statutory Auditors of the Company.”

### SPECIAL BUSINESS:

5. **To borrow in excess of the limits provided under section 180 (1)(c) of the Companies Act, 2013**

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section

180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, consent of the Company be accorded to the Board of Directors of the Company and/or any Committee of Directors thereof, to borrow money, as and when required, from any Bank and/or other Financial Institution and/or foreign lender and/ or any body corporate/ entity/entities and/or authority/ authorities, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.4000 Crores (Rupees Four Thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

6. **To approve the power to create charge on the assets of the company to secure borrowings up to Rs. 4000 Crores pursuant to section 180(1)(a) of the Companies Act, 2013**

To consider and if thought fit to pass the following resolution as a Special Resolution.

“**RESOLVED THAT** in supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or any Committee of Directors thereof, to pledge, mortgage, hypothecate and/charge and or other encumbrances all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of

every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 4000 Crores (Rupees Four Thousand Crores only) at any time.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

#### 7. To Amend the Articles of Association

To consider and if though fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 5 & 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) and other necessary approval(s), the Articles of

Association of the Company be and is hereby amended, by deleting existing Articles 1(i)(i) , 1(i)(j), 1(i)(k), 1(i)(n), 1(i)(o), 13(iii), 13(v) 13(vi), 15(ix), 27 and amending the Articles 13(ii), 13(xv)(a):

13(ii) The Board of Directors shall consist of such number of directors, as may be required or permitted under applicable law including the Act and SEBI LODR Regulations.

13(xv)(a) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.”

“**RESOLVED FURTHER THAT** that Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary to give effect to this Resolution.”

By Order of the Board

**Mukund Chandak**  
Company Secretary  
ICSI Membership No. A20051

#### Registered Office:

Diamond Prestige 41A A.J.C Bose Road,  
10<sup>th</sup> Floor, Kolkata-700017  
Date: 13-08-2024

#### Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Act setting out material facts concerning the business under Item Nos. 5 to 7 of the Notice is annexed hereto and forms part of this Notice. The relevant details pursuant to 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“LODR”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are given in this Notice.

Additional information, pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to re-appointment of the Auditors of the Company, as proposed under Item No. 4 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.

2. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint one or more proxies to attend and vote instead of himself/ herself. Such proxy need not be a Member of the Company. The Instrument of Proxy, in order to be effective, must be lodged with the Company not less than 48 hours before the Meeting. A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate shares not more than 10 per cent of the total Share Capital of the Company. Proxies submitted on behalf of Companies/ Association of Persons (AoP) must be supported by an appropriate Resolution/ Authority, as applicable.

3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended) the Company is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.
4. The physical attendance of Members at the AGM in person will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Corporate Members intending to appoint their authorized representatives pursuant to Section 112 and 113 of the Act, as the case may be, to vote through remote e-Voting are required to send a scanned copy of a certified copy of the Board Resolution/ Power of Attorney/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote by e-mail to the Scrutinizer at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [www.evotingindia.com](http://www.evotingindia.com). Alternatively, they can also upload their Board Resolution / Power of Attorney/ Authority Letter etc. by clicking on “Upload Board Resolution/ Power of Attorney/ Authority Letter” displayed under “e-Voting” tab in their login.

6. In case of Joint holders, a member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote for the purposes of the AGM.
7. The Annual Report for the Financial Year 2023-24 along with Notice of the AGM, Attendance Slip and Proxy Form are being sent through electronic mode to those Members whose email addresses are registered with the RTA/Depository Participant(s). For members who have not registered their email addresses, physical copy of the aforesaid documents are being sent by the permitted mode. The physical copy of the Notice along with Annual Report shall also be made available to the Member(s) who may request for the same in writing to the Company.
8. Members may note that the Notice and Annual Report for the financial year ended 31 March 2024 is available on Company's website [www.sencogoldanddiamonds.com](http://www.sencogoldanddiamonds.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the remote e-Voting facility) at [www.evoting.com](http://www.evoting.com).
9. Pursuant to Section 91 of the Companies Act of 2013, the Register of Members of the Company will remain closed from Saturday, 7<sup>th</sup> September, 2024 to Friday, 13<sup>th</sup> September, 2024 (both days inclusive) for the purpose of the Annual General Meeting.
10. The Board of Directors at its meeting held on 23<sup>rd</sup> May, 2024 has recommended a final dividend of Re. 1 per equity share of Rs 10/- each (10%) for the financial year ended 31<sup>st</sup> March 2024 subject to approval of the shareholders at the ensuing 30<sup>th</sup> AGM. The Dividend, if declared, will be paid, subject to deduction of tax at source, within 30 days from the date of the shareholders' approval to those persons whose names appear as beneficial owners in the statement(s) furnished by the Depositories as on the record date. The record date for determining the eligibility of the equity shareholders to the final dividend for the financial year ended 31<sup>st</sup> March, 2024 is fixed on Friday 6<sup>th</sup> September, 2024. SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividends. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/ change in such bank account details.
11. The cut-off date for the purpose of determining the members eligible for participation in remote e-voting and voting during the AGM is Friday 6<sup>th</sup> September, 2024. Please note that a person whose name is recorded in the Register of Beneficial Owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting. If members opt for remote e-voting, then they should not vote at the Meeting. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.

## GENERAL INFORMATION TO SHAREHOLDERS

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013 and the Certificate from the Secretarial Auditor in respect of the Company's Employees Stock Option Scheme will be available for inspection during the AGM.
13. The new set of Articles of Association of the Company, proposed to be adopted at the ensuing AGM is uploaded on the website of the Company at [www.sencogoldanddiamonds.com](http://www.sencogoldanddiamonds.com) for inspection. Further a copy of the AOA would also be available for inspection by the Members at the Registered Office of the Company during the office hours on any working day except Saturdays, Sundays and public holidays between 11.00 A.M to 5.00 P.M. till the date of AGM. The aforesaid document shall also be available for inspection during the AGM.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify their Depository Participants (DPs) of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time
15. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID and mobile number along with the queries at [corporate@sencogold.co.in](mailto:corporate@sencogold.co.in) on or before Tuesday, 10<sup>th</sup> September 2024 (5:00 p.m. IST). Only those Members who have pre- registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for the AGM.
16. The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. 4848, CP No.3238) of M/s A K Labh & Co, Company Secretaries as the Scrutinizer for conducting the remote e-voting process, fairly and transparently.
17. The facility for voting through ballot paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
18. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the

Meeting or a person authorized by him/ her in writing, who shall countersign the same and declare the results of the voting forthwith.

19. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.sencogoldanddiamonds.com](http://www.sencogoldanddiamonds.com) and on the notice board of the Company at its registered office and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM i.e., 13<sup>th</sup> September 2024.

20. The Landmark and Route Map of the venue of the AGM are given on the reverse of the Attendance Slip cum Proxy Form annexed with the Annual Report 2023-24.

**21. Instructions for Members for Remote e-Voting (before the AGM) are as under:**

i) The remote e-voting period begins on Tuesday, 10<sup>th</sup> September ,2024 at 09:00 a.m. and ends on Thursday, 12<sup>th</sup> September 2024 at 05:00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. 6<sup>th</sup> September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their

share in the paid-up equity share capital of the Company as on the cut-off date.

ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>

Type of shareholders	Login Method
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of other than individual shareholders holding shares in demat mode.**

(ii) Login method for e-Voting for other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Depository Participants are requested to contact the RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository, please enter the DP ID &amp; Client ID in the Dividend Bank details field.</li> </ul>

(iii) After entering these details appropriately, click on “SUBMIT” tab.

(iv) Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(v) Click on the EVSN for SENC GOLD LIMITED.

(vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

◆ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

◆ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).

◆ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

◆ The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.

◆ It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in

favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- ◆ Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [corporate@sencogold.co.in](mailto:corporate@sencogold.co.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Shareholders are requested to update their email id & mobile no. with their respective Depository Participant (DP) which is mandatory while e-Voting.

In case of any queries or issues regarding e-Voting from the CDSL e-Voting System, shareholders can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

By Order of the Board

**Mukund Chandak**  
Company Secretary  
ICSI Membership No. A20051

**Registered Office:**

Diamond Prestige 41A A.J.C Bose Road,  
10<sup>th</sup> Floor, Kolkata-700017  
Date: 13-08-2024



## Explanatory Statement

### Item No. 4

The Members at the 25<sup>th</sup> Annual General Meeting ('AGM') held on 30<sup>th</sup> August, 2019 approved the appointment of M/S. Walker Chandiook & Co. LLP (WCC), Chartered Accountants (Firm Registration Number: 001076N/N500013), as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM.

WCC will complete their present term on conclusion of this AGM. The Board of Directors of the Company ('the Board') at their meeting held on 13<sup>th</sup> February, 2024, on the recommendation of the Audit Committee ('the Committee'), and considering the experience & expertise of WCC and in the best interest of the Company, recommended for the approval of the Members, the re-appointment of WCC as the Statutory Auditor of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 35<sup>th</sup> AGM, in terms of Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The remuneration proposed to be payable to WCC for the financial year 2024-25 is Rs. 65.00 lacs (Rupees sixty five lacs only) plus applicable taxes, travelling and other out-of-pocket expenses incurred. The proposed remuneration is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

M/S Walker Chandiook & Co LLP is registered with the Institute of Chartered Accountants of India (Registration No. 001076N/N500013). It is the fourth largest firm by the number of listed companies audited and has offices in Mumbai, Delhi, Kolkata, Chennai, Bengaluru, Ahmedabad, Hyderabad, Kochi, Pune, Chandigarh, Dehradun, Noida and Goa. The registered office of the WCC is L-41, Connaught Circus, Outer Circle, New Delhi - 110001 India.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested, financially or otherwise, in this Resolution.

The Board of Directors therefore recommends the resolutions as set out in Item No. 4 of the Notice for approval of members of the Company by way of Ordinary Resolution.

### Item Nos.5 & 6

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies

already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Keeping in view the increasing business activities and the future plans of the Company and to fulfil long term strategic and business objectives and expansion of international business of the company the Board of Directors at its meeting held on 13<sup>th</sup> August, 2024 proposed and approved the increase in the borrowing limit from Rs. 3,000 Crores (Rupees Three Thousand Crores) to Rs. 4,000 Crores (Rupees Four Thousand Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness up to the aggregate limit of Rs. 4,000 Crores (Rupees Four Thousand Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

At the Annual General Meeting ("AGM") of the Company held on 27<sup>th</sup> June, 2023, the members of the Company had accorded their consent to the Company for borrowing monies (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) up to Rs. 3,000 Crores under Section 180(1)(c) of the Companies Act, 2013. The members of the Company at the said AGM had also accorded their consent to the Board to create charge on properties or assets of the Company to secure borrowings up to Rs. 3,000 crores under Section 180(1)(a) of the Companies Act, 2013.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 4,000 Crores.

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company up to Rs. 4000 Crores as stated in the resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the special resolutions set out at Item Nos. 5 & 6 of the Notice.

The Board of Directors therefore recommends the resolutions as set out in Item Nos. 5 and 6 of the Notice for approval of members of the Company by way of Special Resolutions.

### Item No. 7

The Articles of Association (AOA) of the Company were approved and adopted by the shareholders of the Company prior to the initial public offer and listing of the shares of the Company at stock exchanges. The Shares of the Company have now been listed with National Stock Exchange of India Limited and BSE Limited with effect from 14<sup>th</sup> July, 2023 and with listing of the shares of the Company on these stock exchanges most of the articles of the existing Articles of Association of the Company have become redundant as it contained details of shareholders agreement entered between the Company & PE Investors and hence there is a need to amend the articles of the Company.

In terms of Sections 5 and 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, the consent of the Members by way of Special Resolution is required for amendment of the existing Articles of Association of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution

By Order of the Board

**Mukund Chandak**  
Company Secretary  
ICSI Membership No. A20051

**Registered Office:**

Diamond Prestige 41A A.J.C Bose Road,  
10<sup>th</sup> Floor, Kolkata-700017  
Date: 13-08-2024

## Details of director seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36(3) of the Listing Regulations and clause 1.2.5 of Secretarial Standard - 2 on General Meetings)

Sl. No.	Name of the Director	Mr. Suvankar Sen
1	Directors Identification Number (DIN)	01178803
2	Designation/Category of Directorship	Managing Director & CEO
3	Date of Birth /Age	11/10/1983 /41 yrs
4	Nationality	Indian
5	Date of first appointment on the Board	17-02-2005
6	Qualification and Experience in specific functional areas	Mr. Suvankar Sen holds a degree in Bachelor of Science with Honours in Economics from St. Xavier's College, University of Calcutta. He also holds a post-graduate diploma in Business Management from the Institute of Management Technology, Ghaziabad and has over 17 years of experience in the jewellery industry.
7	Terms & Conditions of Appointment/ Reappointment	Liable to retire by rotation and being eligible, Mr. Suvankar Sen is proposed to be reappointed at the AGM.
8	Details of remuneration sought to be paid	As per the Agreement entered into between the Company and Mr. Suvankar Sen
9	Last drawn remuneration	Rs. 3,10,70,160
10	Directorships held in other public limited companies	Nil
11	Committee position held in other Companies	Nil
12	Listed Entity from which the Director has resigned in the last three years	Nil
13	No. of Board Meetings attended during the year	14
14	No. of shares held in the Company as on 31-03-2024	
	(a) Self	1,18,92,328
	(b) As beneficial owner	Nil
15	Relationship with other Directors/KMP	Son of Mrs. Ranjana Sen & Spouse of Mrs. Joita Sen

By Order of the Board

**Mukund Chandak**  
Company Secretary  
ICSI Membership No. A20051

**Registered Office:**  
Diamond Prestige 41A A.J.C Bose Road,  
10<sup>th</sup> Floor, Kolkata-700017  
Date: 13-08-2024

**SENCO GOLD LIMITED**

CIN: L36911WB1994PLC064637

**Registered & Corporate Office:** "Diamond Prestige", 41A, A.J.C. Bose Road,  
10<sup>th</sup> Floor, Kolkata-700017

Phone: 033 4021 5000/5004

Email: [corporate@sencogold.co.in](mailto:corporate@sencogold.co.in) , Website: <https://sencogoldanddiamonds.com>**30<sup>th</sup> ANNUAL GENERAL MEETING ON 13<sup>th</sup> SEPTEMBER, 2024****Attendance Slip**

- |                                  |  |
|----------------------------------|--|
| 1. Name of the Member(s) :       |  |
| 2. Registered Address :          |  |
| 3. E-mail ID :                   |  |
| 4. DP ID & Client ID No :        |  |
| 5. No. of Equity Share(s) held : |  |

I/We hereby record my/our presence at the 30<sup>th</sup> Annual General Meeting of the Company held on Friday, the 13<sup>th</sup> of September, 2024 at 11.30 A.M. at Kala Kunj (within the premises of Kala Mandir), 48, Shakespeare Sarani, Kolkata – 700 017

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Member's / Proxy's name in Block Letters

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Member's / Proxy's Signature

**Note:** Please complete the Name, Address and DP ID & Client ID No., sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Hall.

**Note :** The e-Voting period starts from 9:00 A.M. on 10<sup>th</sup> September, 2024 and ends at 5:00 P.M. on 12<sup>th</sup> September, 2024. At the end of the e-Voting period, the portal where the votes are cast shall forthwith be blocked by CDSL.



**SENCO GOLD LIMITED**

CIN: L36911WB1994PLC064637

**Registered & Corporate Office:** "Diamond Prestige", 41A, A.J.C. Bose Road, 10<sup>th</sup> Floor, Kolkata-700017

Phone: 033 4021 5000/5004

Email: [corporate@sencogold.co.in](mailto:corporate@sencogold.co.in) , Website: <https://sencogoldanddiamonds.com>

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

1.	Name of the Member(s)	:	
2.	Registered Address	:	
3.	E-mail ID	:	
4.	DP ID & Client ID No	:	
5.	No. of Equity Share(s) held	:	

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

- Name:  
Address:  
Email ID:
- Name:  
Address:  
Email ID:
- Name:  
Address:  
Email ID:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, the 13<sup>th</sup> day of September, 2024 at 11.30 A.M. at Kala Kunj (within the premises of Kala Mandir), 48, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.	Resolution Proposed	Please tick (✓)
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2024.	
2.	To declare final dividend of Re. 1/- (10%) per equity share of face value of Rs. 10/- each for the financial year ended March 31, 2024 and to confirm the interim dividend of Re. 1/- (10%) per equity share, already paid during the financial year 2023-24.	
3.	To appoint a director in place of Mr. Suvankar Sen (DIN: 01178803) who retires by rotation and being eligible, offers himself for re-appointment.	
4.	Re-appointment of M/s. Walker Chandiok & Co, LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.	
5.	To borrow in excess of the limits provided under section 180 (1)(c) of the Companies Act, 2013.	
6.	To approve the power to create charge on the assets of the company to secure borrowings up to Rs. 4000 Crores pursuant to section 180(1)(a) of the Companies Act, 2013.	
7.	To Amend the Articles of Association.	

Signed this ..... day of ..... , 2024

DP ID / Client ID ..... Signature of Shareholder(s) .....

Signature of Proxyholder(s) .....



- Notes :
- This form of proxy in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
  - For the text of the Resolutions, Statement & Notes, please refer to the Notice convening the Annual General Meeting dated 13<sup>th</sup> August, 2024.
  - A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total Paid up Share Capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the Paid up Share Capital of the Company, then such proxy shall not act as a proxy for any other person or Member.

# Route Map of 30<sup>th</sup> Annual General Meeting

Kala Kunj (within the premises of Kala Mandir) 48, Shakespeare Sarani, Kolkata- 700017

