



Ref: SEC/SE/30/2025-26

Date: 4<sup>th</sup> August 2025

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

Dear Sir(s)/ Madam(s),

**Sub: Notice of the 31<sup>st</sup> Annual General Meeting (‘AGM’) of the Company for the FY 2024-25**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the notice of the 31<sup>st</sup> Annual General Meeting of the Company scheduled to be held on Wednesday, 27<sup>th</sup> August, 2025 at 11.30 A.M. (IST) at Kala Mandir, 48 Shakespeare Sarani, Kolkata – 700017.

Further, the Company has fixed Wednesday, 20<sup>th</sup> August, 2025 as the “Cut-Off Date” for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM.

The Notice of the 31<sup>st</sup> Annual General Meeting forming part of the Annual Report is also available on the website of the Company.

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  
Website : www.sencogoldanddiamonds.com/  
www.sencogold.com



# NOTICE

NOTICE is hereby given that the **31<sup>st</sup> Annual General Meeting (AGM)** of the members of **SENCO GOLD LIMITED (“Company”)** will be held at 11.30 A.M. Indian Standard Time (“IST”) on Wednesday, 27<sup>th</sup> August, 2025 at Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700017, to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of INR. 1/- (20%) per equity share of face value of INR. 5/- each for the financial year ended March 31, 2025.
3. To appoint a director in place of Mrs. Joita Sen (DIN: 08828875) who retires by rotation and being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS

4. **To consider and appoint M/s. LABH & LABH Associates, Company Secretaries as Secretarial Auditor of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for

appointment of M/s LABH & LABH Associates, Company Secretaries (FRN: P2025WB105500) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from the financial year 2025-26 till financial year 2029-30, at such fees to be fixed by the Board of Directors of the Company in consultation with the Secretarial Auditor of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide and/or alter the terms and conditions of the appointment including remuneration for subsequent financial years as it may deem fit and also to do all the acts, deeds, matters and things as necessary in this regard.”

5. **Approval of charges for the service of documents to the shareholders.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 20 of Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the company at least one week in advance of the dispatch of the documents by the Company and that no such request will be entertained by the Company after the dispatch of such documents by the Company to the shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Director or any Key Managerial personnel of the company be are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary,

proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

**Registered & Corporate Office:**

Diamond Prestige, 41A, A.J.C Bose Road,  
10<sup>th</sup> Floor, Unit No. 1001, Kolkata - 700017

**Date:** 25<sup>th</sup> July, 2025

**Place:** Kolkata

**By Order of the Board**

sd/-

**Mukund Chandak**

Company Secretary

Membership No. A20051

## NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Act setting out material facts concerning the business under **Item No. 4 & 5** of the Notice is annexed hereto and forms part of this Notice. The relevant details pursuant to Regulation 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 appointment of the Secretarial Auditor of the Company, as proposed under Item No. 4 of this Notice under Special Business, is also provided in the Explanatory Statement.
2. A Member entitled to attend and vote at the 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 50 (fifty) and holding in aggregate shares not more than 10 (Ten) 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 appointed 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 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 helpdesk.

evoting@cdslindia.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 2024-25 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, a letter providing the web-link, including the exact path, where complete details of the Annual Report of the Company is available is being sent. 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<sup>st</sup> March, 2025 is available on Company’s website [www.sencogoldanddiamonds.com](http://www.sencogoldanddiamonds.com) & [www.sencogold.com](http://www.sencogold.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.evotingindia.com](http://www.evotingindia.com).
9. The Board of Directors at its meeting held on May 29, 2025 has recommended a final dividend of Re. 1/- per equity share of Rs 5/- each (20%) for the financial year ended 31<sup>st</sup> March, 2025 subject to approval of the shareholders at the ensuing 31<sup>st</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, 2025, is fixed on **Wednesday, 20<sup>th</sup> August, 2025**. 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.

10. The cut-off date for the purpose of determining the members eligible for participation in remote e-voting and voting during the AGM is **Wednesday, 20<sup>th</sup> August, 2025**. Please note that a person whose name is recorded in the Register of Beneficial Owners maintained by the depositories as on cut-off date, 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

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, 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.
12. **Tax Deductible at Source:** Pursuant to the Income Tax Act, 1961, dividend income will be taxable in the hands of shareholders, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer

to the Income Tax Act, 1961 and amendments thereof. The shareholders are requested to update their PAN with the depositories. The Company shall send separate e-mail communication to the shareholders for more details on submission of exemption documents/declaration.

- 13. Unclaimed Dividend:** Members are hereby informed that pursuant to Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and all other applicable provisions, circulars and amendments thereto, the equity shares of the Company in respect of which dividends remained unclaimed or unpaid for seven consecutive years or more from the date of transfer of unclaimed or unpaid dividend to unpaid dividend account, are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF") as established by the Central Government in terms of Section 125(1) of the Act.

Pursuant to the provisions of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the relevant circulars and amendments thereto ('IEPF Rules') the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the IEPF, constituted by the Central Government.

Members who have not claimed their dividends are requested to claim the same at the earliest to avoid its transfer to the IEPF. Members can claim the dividend by sending a request letter along with self-attested copy of client master list, showing their name, address, PAN, demat bank account details registered against the demat account, to the Registrar and Share Transfer Agent i.e., M/s. Kfin Technologies Limited.

- 14.** 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. to their Depository Participants (DP), in case the

shares are held in electronic mode and to M/s. Kfin Technologies Limited, the Registrar and Share Transfer Agent, at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>, in case the shares are held in physical form, quoting their folio number.

- 15.** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio number.
- 16.** Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's RTA, at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- 17.** The Securities and Exchange Board of India vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 ("Circular") has facilitated mechanism for a "Special Window for Re-lodgement of Transfer Requests of Physical Shares" and accordingly all physical share transfer deeds lodged for transfer with the Company or its Registrar and Transfer Agent (RTA) prior to discontinuation of physical mode of transfer, i.e., April 01, 2019 and rejected/returned by the

Company/RTA due to deficiency in the documents and was required to be re-lodged with requisite documents on or before the cut-off date fixed for re-lodgement of such transfer deeds, i.e., March 31, 2021; have been provided with an opportunity to re-lodge the same with the Company/RTA during a special window period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode. However, due process shall be followed for such transfer-cum-demat requests. For further details you may contact the Company Secretary of the Company or the Registrar and Transfer Agent of the Company. A copy of the Circular is also available on the website of the Company at [www.sencogoldanddiamonds.com](http://www.sencogoldanddiamonds.com) and [www.sencogold.com](http://www.sencogold.com).

18. Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the shareholders to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

[Explanation: For the purpose of this clause, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

19. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA for consolidation into a single folio.
20. Non-resident Indian Members are requested to inform the Company's RTA, M/s Kfin Technologies Limited, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
21. 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.
22. 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 **Monday, 25<sup>th</sup> August, 2025** (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.
23. 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.
24. 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.

25. 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 Chairperson 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.
26. 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 [www.sencogold.com](http://www.sencogold.com) and on the notice board of the Company at its registered and corporate 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., **Wednesday, 27<sup>th</sup> August, 2025.**
27. The Landmark and Route Map of the venue of the AGM are given along with the Attendance Slip cum Proxy Form annexed with the Annual Report 2024-25.
28. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA/ Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically
29. **Instructions for Members for Remote e-Voting (before the AGM) are as under:**
- (i) The remote e-voting period begins on Sunday, 24<sup>th</sup> August, 2025 at 09:00 a.m. and ends on Tuesday, 26<sup>th</sup> August, 2025 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. Wednesday 20<sup>th</sup> August, 2025, 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.

- (iv) 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 **for Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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; My Easi New (Token) Tab.</li> <li>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 company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are 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.</li> <li>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 icon &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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 &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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.nsd.com">https://eservices.nsd.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.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.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 hold 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.</li> <li>4. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

**(v) Login method for Remote e-Voting for Physical shareholders and shareholders 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,
  - (c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
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:

**For Physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant “**SENCO GOLD LIMITED**” on which you choose to vote.

(x) 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.

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

(xii) 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.

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

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

(xv) 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.

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

**(xvii) 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 delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution (BR) 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.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter / Power of Attorney etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [corporate@sencogold.co.in](mailto:corporate@sencogold.co.in).
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- Please note that in case of Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.), furnishing of the Board Resolution/Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

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, 25th 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 at toll free no. 1800 21 09911

#### Registered & Corporate Office:

Diamond Prestige, 41A, A.J.C Bose Road,  
10<sup>th</sup> Floor, Unit No. 1001, Kolkata – 700017

**Date:** 25<sup>th</sup> July, 2025

**Place:** Kolkata

**By Order of the Board**

sd/-

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

## EXPLANATORY STATEMENT

### ITEM NO. 4

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ('the Act'), and relevant rules thereunder, every listed company is required to annex with its Board's Report, a secretarial audit report, given by a Company Secretary in practice. Further, pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), every listed entity shall undertake a Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report, with the annual report of the listed entity.

The said Regulation 24A was amended by Securities and Exchange Board of India ("SEBI") vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024. As per the amendment to Regulation 24A of the SEBI Listing Regulations, which came into effect from 01<sup>st</sup> April, 2025, the appointment of Secretarial Auditor shall be approved by the Members at the AGM of the Company and the tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice, should be for a maximum of one (1) term of five (5) consecutive years or in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any association of the individual or the firm as the Secretarial Auditor of the listed entity before 31<sup>st</sup> March, 2025 shall not be considered for the purpose of calculating the tenure under Regulation 24A of the SEBI Listing Regulations.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 25<sup>th</sup> July, 2025, has approved the appointment of M/s LABH & LABH Associates, Company Secretaries (FRN: P2025WB105500) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from the financial year 2025-26 till financial year 2029-30, subject to approval of the Members at the ensuing 31<sup>st</sup> Annual General Meeting.

While recommending the appointment of M/s. LABH & LABH Associates, Company Secretaries the Audit Committee as well as the Board evaluated various factors like independence, industry experience, industry standing,

the clientele it serves, technical expertise etc. M/s. LABH & LABH Associates was found to be well-equipped to manage the Secretarial Audit of the Company.

M/s. LABH & LABH Associates is a peer reviewed, and well- established partnership firm of Company Secretaries led by CS Mr. Atul Kumar Labh, Practicing Company Secretary as a Senior Partner of the firm who is a member of the Institute of Company Secretaries of India since 1996 and is having more than 29 years of extensive experience in company law, SEBI matters, capital markets, corporate restructuring, business planning and other gamut of corporate affairs. The Secretarial Audit for the financial year 2024-2025 was done by Mr. Atul Kumar Labh only as a proprietor of A. K. LABH & Co., Company Secretaries.

The Company has received written consent from M/s LABH & LABH Associates, to the said appointment and a certificate confirming that the proposed appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India and the firm is not disqualified to be appointed as Secretarial Auditor in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

The remuneration proposed to be paid to M/s LABH & LABH Associates for the Secretarial Audit for the financial year 2025-26 is Rs. 3,00,000 (Three Lakhs only) excluding GST plus out of pocket expenses at actuals. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The remuneration for the remaining tenure shall be fixed by the Management in consultation with M/s. LABH & LABH Associates from time to time. Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with the Secretarial Auditor. The Secretarial Audit for the financial year 2024-2025 was done by Mr. Atul Kumar Labh only as a proprietor of A. K. LABH & Co., Company Secretaries and hence there is no change in the auditor as such.

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

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

#### **ITEM NO. 5:**

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through

a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. The Board has proposed charging actual estimated expenses for this purpose.

Accordingly, the Board of Directors recommends the resolution set out in Item No. 5 for your approval by an Ordinary Resolution.

None of the Directors and Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company are concerned or interested, financially or otherwise, in this resolution.

#### **Registered & Corporate Office:**

Diamond Prestige, 41A, A.J.C Bose Road,  
10<sup>th</sup> Floor, Unit No. 1001, Kolkata – 700017

**Date:** 25<sup>th</sup> July, 2025

**Place:** Kolkata

**By Order of the Board**

sd/-

**Mukund Chandak**

Company Secretary

Membership No. A20051

## 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	Mrs. Joita Sen
1	Directors Identification Number (DIN)	08828875
2	Designation/Category of Directorship	Whole time Director/Executive Director
3	Date of Birth /Age	16 <sup>th</sup> December, 1984 /40 years
4	Nationality	Indian
5	Date of first appointment on the Board	12-08-2020
6	Qualifications	Mrs. Joita Sen holds a bachelor's degree in English (honors) from St. Xavier's College, Kolkata and a degree in master's in arts from Presidency College, University of Calcutta.
7	Experience/nature of expertise in specific functional areas (Brief Resume)	She has been associated with our Company since 2009 and has over 15 years of experience in design and marketing.
8	Terms & Conditions of Appointment/Reappointment	Mrs. Joita Sen is liable to retire by rotation and being eligible proposed to be re-appointed at the ensuing 31 <sup>st</sup> AGM.
9	Details of remuneration sought to be paid	As per the employment agreement entered into between the Company and Mrs. Joita Sen.
10	Last drawn remuneration	Rs. 1,07,18,676 (Remuneration also includes the Performance Linked Bonus)
11	Directorships held in other company including listed company	She holds directorship in: <ol style="list-style-type: none"> <li>1. Senco Gold Artisanhip Private Limited</li> <li>2. Senco Global Jewellery Trading LLC</li> <li>3. Sennes Fashion Limited</li> <li>4. Raichak Resorts Private Limited</li> <li>5. Lokenath Dealer Private Limited</li> <li>6. Mangoe Construction Private Limited</li> <li>7. Rangbarshi Trading Private Limited</li> <li>8. Sombaria Hospitality Private Limited</li> <li>9. Sombaria Company Limited</li> <li>10. Maruti Realcon Private Limited.</li> </ol>
12	Committee position held in other Companies	None
13	Listed Entity from which the Director has resigned in the last three years	None
14	No. of Board Meetings attended during the year	10/11
15	No. of shares held in the Company as on 31-03-2025 (including beneficial ownership)	6,91,43,136 equity shares of Rs. 5/- each.
16	Relationship with other Directors/KMP	Mrs. Joita Sen is the wife of Mr. Suvankar Sen, Managing Director & CEO and daughter-in-law of Mrs. Ranjana Sen, Chairperson and Whole-time Director of the Company.

**Registered & Corporate Office:**

Diamond Prestige, 41A, A.J.C Bose Road,  
10<sup>th</sup> Floor, Unit No. 1001, Kolkata - 700017

**Date:** 25<sup>th</sup> July, 2025

**Place:** Kolkata

**By Order of the Board**

sd/-

**Mukund Chandak**

Company Secretary

Membership No. A20051



**SENCO GOLD LIMITED**

CIN: L36911WB1994PLC064637

**Registered & Corporate Office**

“Diamond Prestige”, 41A, A.J.C. Bose Road,  
10<sup>th</sup> Floor, Unit No. 1001, Kolkata – 700017

Phone: 033 4021 5000/5004

e-mail: corporate@sencogold.co.in

Website: www.sencogoldanddiamonds.com & www.sencogold.com

**31<sup>st</sup> ANNUAL GENERAL MEETING ON 27<sup>th</sup> AUGUST, 2025**

**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 31st Annual General Meeting of the Company held on Wednesday, the 27<sup>th</sup> of August, 2025 at 11.30 A.M. at Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700017

\_\_\_\_\_  
Member's / Proxy's name in Block Letters

\_\_\_\_\_  
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.


**SENCO GOLD LIMITED**

CIN: L36911WB1994PLC064637

**Registered & Corporate Office**

 "Diamond Prestige", 41A, A.J.C. Bose Road, 10<sup>th</sup> Floor, Unit No. 1001, Kolkata - 700017

Phone: 033 4021 5000/5004

e-mail: corporate@sencogold.co.in

website:www.sencogoldanddiamonds.com &amp; www.sencogold.com

**Form-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]

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 Senco Gold Limited holding \_\_\_\_\_ shares of the Company, hereby appoint:

1. Name:  
Address:  
Email ID:
2. Name:  
Address:  
Email ID:
3. 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 31<sup>st</sup> Annual General Meeting of the Company, to be held on Wednesday, the 27<sup>th</sup> day of August, 2025 at 11.30 A.M. at Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700017 and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.	Resolution Proposed	(Please tick ✓)		
		For	Against	Abstain
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon. <b>(Ordinary Resolution)</b>			
2.	To declare final dividend of INR 1/- (20%) per equity share of face value of INR. 5/- each for the financial year ended March 31, 2025. <b>(Ordinary Resolution)</b>			
3.	To appoint a director in place of Mrs. Joita Sen (DIN: 08828875), who retires by rotation and being eligible, offers herself for re-appointment. <b>(Ordinary Resolution)</b>			
4.	To consider and appoint M/s. LABH & LABH Associates, Company Secretaries as Secretarial Auditor of the Company. <b>(Ordinary Resolution)</b>			
5.	Approval of charges for the service of documents to the shareholders. <b>(Ordinary Resolution)</b>			

Signed this ..... day of ....., 2025

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

Signature of Proxyholder(s) .....

Affix Revenue Stamp
---------------------------

**Notes:**

- 1. 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 Annual General Meeting.**
2. For the text of the Resolutions, Statement & Notes, please refer to the Notice convening the Annual General Meeting dated **27<sup>th</sup> August, 2025.**
3. 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.
4. If the Company receives multiple proxies for the same holding of a member, the proxy which is dated last shall be considered valid and if they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
5. The signature of the members should be across a Revenue Stamp of INR 1 (One).

## ROUTE MAP OF 31<sup>ST</sup> ANNUAL GENERAL MEETING

Kala Mandir, 48, Shakespeare Sarani,  
Kolkata – 700017

