

NOTICE

NOTICE is hereby given that the Twenty-Sixth (26th) Annual General Meeting of **SENCO GOLD LIMITED** (the 'Company') will be held on Wednesday, the 30th day of September 2020 at 11.30 AM at the Registered & Corporate Office of the Company at Diamond Prestige, 41A, A.J.C Bose Road, 10th Floor, Unit No. 1001, Kolkata-700017 at a shorter notice to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon
2. To confirm the payment of interim dividend paid during the Financial Year ended 31st March, 2020
3. To appoint a Director in place of Mr. Suvankar Sen (DIN: 01178803) who retires by rotation and, being eligible, offers himself for re-election

SPECIAL BUSINESS

4. Appointment of Mrs. Ranjana Sen (DIN: 01226337) as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, **Mrs. Ranjana Sen (DIN: 01226337)** who was appointed as an Additional Director of the Company w.e.f. August 12, 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation.

5. Appointment of Mrs. Joita Sen (DIN: 08828875) as a Director of the Company

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

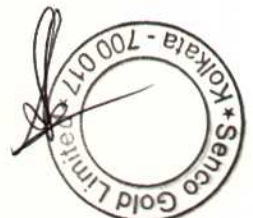
"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any

Senco Gold Limited

CIN No. : U36911WB1994PLC064637

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



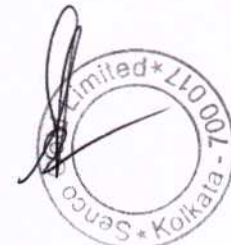
statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, Mrs. Joita Sen (DIN: 08828875) who was appointed as an Additional Director of the Company w.e.f. August 12, 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation.

6. Re-Appointment of Mr. Suvankar Sen (DIN: 01178803) as Whole Time Director of the Company designated as Chief Executive Officer and Executive Director

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

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the appointment of Mr. Suvankar Sen (DIN: 01178803) as the Whole Time Director of the Company designated as Chief Executive Officer and Executive Director, for a term of five years from February 25, 2021 to February 24, 2026, liable to retirement by rotation, on the terms and conditions of appointment including payment of remuneration as mentioned below:

- i. Salary at the rate of Rs. 12,99,000 (Rupees Twelve Lakh Ninety Nine Thousand only) per month w.e.f. February 25, 2021, which may be reviewed by the Board.
- ii. The Whole Time Director shall be further entitled to receive an annual increment on the gross monthly remuneration payable to him at the rate of 10% (ten per cent) on the last gross monthly last remuneration payable to the Whole Time Director.
- iii. The Whole Time Director shall be entitled to receive a performance linked incentive payable at a rate of 10% (ten per cent) ("Performance incentive") of the Cost - to - Company payable on a discretionary basis in the event the net profits grows minimum by 10% (ten per cent) on a year on year basis. Any proportionate increases thereof till a cap of 20% of CTC even if net profit grows beyond 20% year on year till duration of his tenure as Whole Time Director.
- iv. The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company.
- v. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the Company may establish from time to time.



- vi. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.
- vii. Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.
- viii. Bonus for the Financial Year, at the discretion of the Board.
- ix. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- x. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- xi. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.
- xii. No Fees payable for attending Meetings of the Board or any Committee thereof, where so appointed.
- xiii. In the event of loss/inadequacy of profits during tenure, the above remuneration including perquisites shall be payable as minimum remuneration, subject to such approvals as may be necessary, under Schedule V of the Act.
- xiv. Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.
- xv. Other benefits & perquisites as per addendum to employment agreement dated 1st September 2020.

"RESOLVED FURTHER THAT the appointment shall be terminable by efflux of time;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to between the Board of Directors and Mr. Suvankar Sen within the maximum amounts payable to the Directors in terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force);

RESOLVED FURTHER THAT the Board of Directors 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. Appointment of Mrs. Ranjana Sen (DIN: 01226337) as Whole Time Director of the Company designated as Director –Purchase

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

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the appointment of Mrs. Ranjana Sen (DIN:01226337) as Whole Time Director of the Company designated as Director –Purchase for a period of five years from 12th August, 2020 till 11th August, 2025, liable to retirement by rotation, on the terms and conditions of appointment including payment of remuneration as mentioned below:

- i. Salary at the rate of Rs. 5,70,000 (Rupees Five lakh Seventy thousand only) per month w.e.f. 12th August, 2020, which may be reviewed by the Board.
- ii. The Whole Time Director shall be further entitled to receive an annual increment on the gross monthly remuneration payable to her at the rate of 10% (ten per cent) of the gross monthly last remuneration payable to the Whole Time Director
- iii. The Whole Time Director shall be entitled to receive a performance linked incentive payable at a rate of 10% (ten per cent) ("Performance incentive") of the Cost - to - Company payable on a discretionary basis in the event the net profits grows minimum by 10% (ten per cent) on a year on year basis. Any proportionate increases thereof till a cap of 20% of CTC even if net profit grows beyond 20% year on year till duration of her tenure as Whole Time Director.
- iv. The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company;
- v. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the Company may establish from time to time.
- vi. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.
- vii. Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.
- viii. Bonus for the Financial Year, at the discretion of the Board.



- ix. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- x. No Fees payable for attending Meetings of the Board or any Committee thereof, where so appointed.
- xi. In the event of loss/inadequacy of profits during tenure, the above remuneration including perquisites shall be payable as minimum remuneration, subject to such approvals as may be necessary, under Schedule V of the Act.
- xii. Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.
- xiii. Other benefits & perquisites as per addendum to employment agreement.
- xiv. Reimbursement of any other expenses properly incurred by her in accordance with the rules and policies of the Company.
- xv. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

RESOLVED FURTHER THAT the appointment shall be terminable by efflux of time;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to between the Board of Directors and Mrs. Ranjana Sen within the maximum amounts payable to the Directors in terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force);

RESOLVED FURTHER THAT the Board of Directors 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."

8. Appointment of Mrs. Joita Sen (DIN: 08828875) as Whole Time Director of the Company designated as Director –Design & Marketing

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

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded to the appointment of Mrs. Joita



Sen (DIN: 08828875) as Whole Time Director of the Company designated as Director – Design & Marketing for a period of five years from 12th August, 2020 till 11th August, 2025, liable to retirement by rotation, on the terms and conditions of appointment including payment of remuneration as mentioned below:

- i. Salary at the rate of Rs. 4,00,000 (Rupees Four lakhs only) per month w.e.f 12th August 2020, which may be reviewed by the Board.
- ii. The Whole Time Director shall be further entitled to receive an annual increment on the gross monthly remuneration payable to her at the rate of 10% (ten per cent) on the last gross monthly remuneration payable to the Whole Time Director.
- iii. The Whole Time Director shall be entitled to receive a performance linked incentive payable at a rate of 10% (ten per cent) ("Performance incentive") of the Cost - to - Company payable on a discretionary basis in the event the net profits grows minimum by 10% (ten per cent) on a year on year basis. Any proportionate increases thereof till a cap of 20% of CTC even if net profit grows beyond 20% year on year till duration of her tenure as Whole Time Director.
- iv. The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company;
- v. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the Company may establish from time to time.
- vi. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.
- vii. Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.
- viii. Bonus for the Financial Year, at the discretion of the Board.
- ix. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- x. No Fees payable for attending Meetings of the Board or any Committee thereof, where so appointed.
- xi. In the event of loss/inadequacy of profits during tenure, the above remuneration including perquisites shall be payable as minimum remuneration, subject to such approvals as may be necessary, under Schedule V of the Act.
- xii. Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.



- xiii. Reimbursement of any other expenses properly incurred by her in accordance with the rules and policies of the Company.
- xiv. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

"RESOLVED FURTHER THAT the appointment shall be terminable by efflux of time;

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to between the Board of Directors and Mrs. Joita Sen within the maximum amounts payable to the Directors in terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force);

"RESOLVED FURTHER THAT the Board of Directors 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."

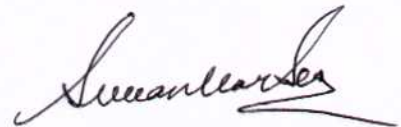
Notes:

1. A Member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of himself / herself and a proxy need not be a Member of the Company. The Instrument of Proxy 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 percent 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.
2. The Register of Members shall remain closed from 25th September 2020 to 30th September, 2020 (both days inclusive).
3. The relevant Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the items of Special Business is annexed hereto.
4. Information pursuant to Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) as amended, relating to the Directors seeking appointment / re-appointment is annexed to the Notice.
5. Corporate Members are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.



6. The relevant records and documents connected with the businesses set out in the Notice are available for inspection at the Registered Office of the Company between 10 am and 5 pm on all working days up to the day of the Annual General Meeting.
7. The Statutory Registers viz. Register of Directors' and their shareholding and Register of Contracts will be available for inspection by the Members at the AGM.
8. Route Map of the AGM Venue indicating prominent landmarks for convenience of the shareholders is annexed to this notice.

**By Order of the Board
For Senco Gold Limited**



**Mr. Suvankar Sen
(CEO & Executive Director)
DIN: 01178803**

Place: Kolkata
Dated: 11.09.2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 6

On the basis of recommendation by Nomination and Remuneration Committee, the Board of Directors at its meeting held on 12th August, 2020 has re-appointed Mr. Suvankar Sen (DIN: 01178803) as Whole Time Director of the Company for a term of five years from February 25th, 2021 to February 24th, 2026 and also designated him as Chief Executive Officer and Executive Director with immediate effect.

The remuneration offered to him is in line with the Company's Nomination and Remuneration Policy as well as present corporate trends taking due account of his expertise as well as the considerable acumen that he brings to the Company.

As per the provisions of the Companies Act, 2013 and the Rules framed thereunder read with Schedule V of the Act, Mr. Suvankar Sen's appointment and remuneration requires approval of the shareholders through a Special Resolution.

Except the appointee director and Mrs. Joita Sen and Mrs. Ranjana Sen, both whole-time Directors of the Company and also the relatives of the appointee director, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

Your Directors, thereof recommend the Resolution to be passed as a Special resolution by the Members.



Item No. 4 & 7

In terms of Section 161 of the Act, Mrs. Ranjana Sen was appointed as an Additional Director by the Board of Directors at its meeting held on 12th August, 2020 who shall hold office as an Additional Director up to the conclusion of this Annual General Meeting and the Company has received a notice in writing from a Member in terms of Section 160 of the Act proposing her candidature for appointment as a Director.

On the basis of recommendation by Nomination and Remuneration Committee, the Board of Directors has also appointed Mrs. Ranjana Sen (DIN:01226337) as Whole Time Director of the Company designated as Director –Purchase for a period of five years from 12th August, 2020 till 11th August, 2025.

The remuneration offered to her is in line with the Company's Nomination and Remuneration Policy as well as present corporate trends taking due account of his expertise as well as the considerable acumen that he brings to the Company.

As per the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder read with Schedule V of the Act, Mrs. Ranjana Sen's appointment and remuneration requires approval of the shareholders through a Special Resolution.

Except the appointee director and Mr. Suvankar Sen and Mrs. Joita Sen, both whole-time Directors of the Company and also the relatives of the appointee director, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

Your Directors, thereof recommend the Resolution to be passed as a Special resolution by the Members.

Item No. 5 & 8

In terms of Section 161 of the Act, Mrs. Joita Sen (DIN:08828875) was appointed as an Additional Director by the Board of Directors at its meeting held on 12th August, 2020 who shall hold office as an Additional Director up to the conclusion of this Annual General Meeting and the Company has received a notice in writing from a Member in terms of Section 160 of the Act proposing her candidature for appointment as a Director.

On the basis of recommendation by Nomination and Remuneration Committee, the Board of Directors has also appointed Mrs. Joita Sen (DIN:08828875) as Whole Time Director of the Company designated as Director –Design & Marketing for a period of five years from 12th August, 2020 till 11th August, 2025.



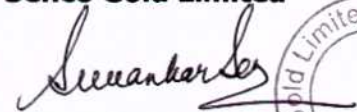
The remuneration offered to her is in line with the Company's Nomination and Remuneration Policy as well as present corporate trends taking due account of his expertise as well as the considerable acumen that he brings to the Company.

As per the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder read with Schedule V of the Act, Mrs. Joita Sen's appointment and remuneration requires approval of the shareholders through a Special Resolution.

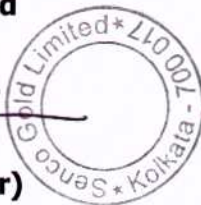
Except the appointee director and Mr. Suvankar Sen and Mrs. Ranjana Sen, both whole-time Directors of the Company and also the relatives of the appointee director, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

Your Directors, thereof recommend the Resolution to be passed as a Special resolution by the Members.

**By Order of the Board
For Senco Gold Limited**



Mr. Suvankar Sen
(CEO & Executive Director)
DIN: 01178803



Place: Kolkata
Dated: 11.09.2020

Details of Directors seeking appointment/reappointment at the Annual General Meeting pursuant to Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) as amended.

Name of the Director	Suvankar Sen	Ranjana Sen	Joita Sen
Category	CEO & Whole time Director	Whole time Director	Whole time Director
DIN	01178803	01226337	08828875
Date of Birth	11/10/1983	23/05/1959	16/12/1984
Nationality	Indian	Indian	Indian
Date of Appointment	25/02/2016	12/08/2020	12/08/2020
Qualifications	MBA	BA	MA(Eng)
Experience and Expertise	14 Years	16 Years	8 Years
Remuneration Proposed	Rs.12.99 Lakhs per month	Rs. 5.70 Lakhs per month	Rs.4.00 Lakhs per month
Remuneration Last Drawn	Rs.11.14 Lakhs per pm	Nil	Nil
Number of Meetings of the Board attended during the year (2019-2020)	04	NIL	NIL
Directorships held in other companies as on March 31,2020	1) Lokenath Dealer Private Limited 2) Rangbarshi Trading Pvt Ltd 3) Senco Infrastructure Private Limited 4) Ankurhati Gems And Jewellery Manufacturers Welfare Association	Mangoe Construction Private Limited	NIL
Chairmanship /Membership of Committee held in other companies as on March 31,2020	NIL	NIL	NIL
Number of shares held by him in the Company	6196365	833484	688485
Relationship with any Director(s) and KMPs of the Company	Mr.Suvankar Sen is the Son of Mrs.Ranjana Sen and Husband of Mrs.Joita Sen	Mrs.Ranjana Sen is the mother of Mr.Suvankar Sen Sen and mother in law of Mrs.Joita Sen	Mrs.Joita Sen is the wife of Mr.Suvankar Sen Sen and daughter in law of Mrs.Ranjana Sen



ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING

