

NOTICE

NOTICE is hereby given that the 28th (Twenty Eighth) Annual General Meeting of **SENCO GOLD LIMITED** (the 'Company') will be held on Tuesday, the 27th day of September 2022 at 11.30 a.m. at the Registered & Corporate Office of the Company at Diamond Prestige, 41A, A.J.C Bose Road, 10th Floor, Unit No. 1001, Kolkata-700017 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited Standalone Financial Statement of the Company for the financial year ended 31st March 2022 together with the reports of the Directors and Auditors thereon; and (b) the audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2022 together with the report of the Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolution:

(a) **"RESOLVED THAT** the audited Standalone Financial Statement of the Company for the financial year ended 31st March 2022 and reports of the Board of Directors and Auditors thereon laid before the meeting, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2022 and report of the Auditors thereon laid before the meeting, be and are hereby considered and adopted."

2. To confirm interim Equity dividend declared for Financial Year 2021-22 and to approve Final Equity Dividend for the Financial Year 2021-22.

(a) **"RESOLVED THAT** the interim Dividend of Re. 0.50 paise per equity share of Rs.10/- each and Re 0.501 paise on Compulsorily Non-Cumulative Preference Shares (CCPS) of Rs.10/- each paid to the shareholders for the financial year 2021-22, as per the Resolution passed by the Board of Directors at their meeting held on 26th November 2021, be and is hereby noted and confirmed."

(b) **"RESOLVED THAT** the Final Dividend of Re.0.50 paise per equity share of Rs.10/- each and Re 0.501 paise on Compulsorily Non-Cumulative Preference Shares (CCPS) of Rs.10/- each paid to the shareholders be and is hereby declared and the same be paid as recommended by the Board of Directors of the Company, out of



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

the profits of the Company for the financial year ended 31st March 2022 to the Shareholders of the Company whose names stand registered as members in the Company's register of members or as beneficial owners in the books of National Securities Depository Ltd and Central Depository Services (India) Ltd as at the end of business hours on Tuesday, 20th September 2022 or to their mandates."

3. To reappoint Mrs. Joita Sen, Whole Time Director (DIN: 08828875), who retires by rotation and being eligible, offers herself for reappointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act' 2013, Mrs. Joita Sen, Whole Time Director (DIN: 08828875), who retires by rotation at this meeting and being eligible has offered herself for reappointment, be and is hereby reappointed as Director of the Company, liable to retire by rotation."

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 21st September, 2022 to 27th September, 2022 (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.



Senco Gold Limited

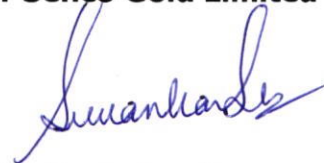
CIN No. : U36911WB1994PLC064637

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

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
(Managing Director & CEO)
DIN: 01178803**

Place: Kolkata
Dated: 02.09.2022

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

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	Joita Sen
Category	Whole time Director
DIN	08828875
Date of Birth	16.12.1984
Nationality	Indian
Date of Appointment	12/08/2020
Qualifications	Master in Arts (MA)
Experience and Expertise	10 Years
Remuneration Proposed	N.A.
Remuneration Last Drawn	N.A.
Number of Meetings of the Board attended during the year (2021-2022)	7
Directorships held in other companies as on March 31,2022	Senco Gold Artisanship Private Limited Mangoe Construction Private Limited Lokenath Dealers Private Limited Rangbarshi Trading Private Ltd. Sombaria Company Limited
Chairmanship /Membership of Committee held in other companies as on March 31,2022	NIL
Number of shares held by her in the Company	6,88,485
Relationship with any Director(s) and KMPs of the Company	Mrs. Joita Sen is the wife of Mr. Suvankar Sen and daughter -in-law of Mrs. Ranjana Sen.



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

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



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

ADDENDUM TO THE NOTICE OF 28th ANNUAL GENERAL MEETING

With respect to the 28th Annual General Meeting (AGM) of Senco Gold Limited scheduled to be held on Tuesday, 27th September 2022 at 11.30 a.m. at the Registered & Corporate Office of the Company at Diamond Prestige, 41A, A.J.C Bose Road, 10th Floor, Unit No. 1001, Kolkata-700017.

Notice is hereby given to the Members of Senco Gold Limited that keeping in view of Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 2000 Crores (Rupees Two Thousand Crores only) from Rs.1100 Crore.

The Company is providing facility to the Members of the Company to exercise their right to vote on resolutions as detailed in the notice of the 28th AGM dated 2nd September 2022. To enable the members to exercise their voting rights at the AGM on an informed basis, the Company deems it appropriate to notify the addition of the Special Resolutions as Agenda Item No.4 & 5 to the Notice of the AGM and Addendum to the Explanatory Statement thereof.

This Addendum to the Notice of the AGM shall form an integral part of the Notice dated 2nd September 2022 circulated to the shareholders of the Company.

The Resolutions for increase in borrowing limit for consideration of the Members of the Company in the 28th AGM as a part of Special Business in the form of Special Resolutions, as set forth below:

Item No.4 -To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 2000 Crores.

"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. 2000 Crores (Rupees Two Thousand Crores only), notwithstanding that money so borrowed together with the monies already

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



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. For giving effect to this resolution."

Item No.5 - To approve the power to create charge on the assets of the company to secure borrowings up to Rs. 2000 Crores pursuant to section 180(1)(a) of the Companies Act, 2013

"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 accorded to the Board of Directors of the Company and/or any Committee of Directors thereof, to pledge, mortgage, hypothecate and/or charge 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. 2000 Crores (Rupees Two 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 resolution.

By Order of the Board
For Senco Gold Limited


Suvankar Sen

(Managing Director & CEO)

DIN: 01178803

Place: Kolkata

Dated: 23/09/2022

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

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 21st September, 2022 to 27th September, 2022 (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.



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

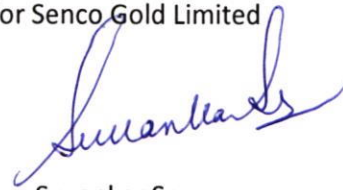
ADDENDUM TO THE EXPLANATORY STATEMENT FOR THE ADDITION OF AGENDA ITEM NOS.4 & 5 TO THE NOTICE OF THE AGM

Item No. 4 & 5

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 2000 Crores (Rupees Two Thousand Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Sen, is interested or concerned in the Ordinary Resolutions for his respective appointments.

By Order of the Board
For Senco Gold Limited



Suvankar Sen
(Managing Director & CEO)
DIN: 01178803

Place: Kolkata

Dated: 23/09/2022

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

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



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