

## NOTICE

### NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS

**NOTICE** be and is hereby given that an Extraordinary General Meeting of Senco Gold Limited (the "**Company**") will be held on Monday, 11<sup>th</sup> April, 2022 at the registered and corporate office of the Company at "Diamond Prestige" 41 A A.J.C. Bose Road, 10th Floor, Kolkata-700017 at 11.30 a.m. to transact the following matters and if thought fit, to pass the following resolutions.

This notice is a shorter notice of 1 day and is given pursuant to Section 101(1) of the Companies Act, 2013 in accordance with the Articles of Association of the Company.

### AS SPECIAL BUSINESS

#### 1. RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING

**"RESOLVED** pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India ("**Gol**"), Securities Exchange Board of India ("**SEBI**") or Reserve Bank of India ("**RBI**"), Department for Promotion of Industry and Internal Trade ("**DPIIT**") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed ("**the Stock Exchanges**"), and subject to any approvals from the Gol, the Registrar of Companies, West Bengal at Kolkata ("**RoC**"), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India ("**DEA**"), Ministry of Commerce and Industry, Government of India, DPIIT and all other appropriate statutory authorities and departments (the "**Regulatory Authorities**"), and such other approvals, consents, waivers, permissions and sanctions, the consent, approval, authority and sanction of the members be and is hereby granted to offer, allot and/or transfer such number of equity shares of face value of ₹ 10 each of the Company (the "**Equity Shares**") up to an aggregate of ₹ 3,250.00 million comprising of a fresh issue of Equity Shares (the "**Fresh Issue**", which together with any offer for sale of Equity Shares by existing shareholders of the Company, is hereinafter referred to as the "**Offer**") at a price to be determined in consultation with the book running lead managers appointed in respect of the Offer ("**BRLMs**"), through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium or discount per Equity Share as permitted under

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Applicable Laws and as may be fixed and determined by the Company and the selling shareholders in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "Investors") by way of the Offer in consultation with the BRLMs and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of Investors to whom the allotment and/or transfer shall be made to the exclusion of all other categories of Investors and in such manner as the Board may in its discretion, deem fit, including in consultation with the BRLMs, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion thinks fit. Further, in consultation with the stock exchanges an oversubscription, to the extent of 1% of the Offer may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the "Reservation") or to provide a discount to the issue price to retail individual bidders or eligible employees (the "Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

**"RESOLVED FURTHER THAT,** in accordance with the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, and subject to such further corporate and other approvals as may be required, in-principle approval of the Shareholders is hereby accorded to allot up to such number of Equity Shares as may be decided by it, to certain investors prior to filing of the red herring prospectus with SEBI ("Pre-IPO Placement"), at such other price as the Board may, determine, in consultation with the BRLMs, underwriters, placement agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act 2013, the

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SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines. In the event of happening of Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under Pre-IPO Placement.”]

**RESOLVED FURTHER THAT** the Equity Shares issued, allotted or transferred pursuant to the Offer along with the remaining existing shares held by the current shareholders shall be listed on one or more recognized stock exchanges in India.

**RESOLVED FURTHER THAT** the Equity Shares issued, allotted and transferred pursuant to the Offer shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any issue, allotment or transfer of Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with the BRLMs, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be transferred, the number of Equity Shares to be transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.”

**RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

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**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions."

## 2. ADOPTION OF REVISED ARTICLES OF ASSOCIATION

**"RESOLVED THAT,** pursuant to the amended and restated shareholder's agreement dated April 7, 2022 entered into between our Company, our shareholders and Oman India Joint Investment Fund-II, certain rights were granted to Oman India Joint Investment Fund-II and in order to align the existing articles of association with the amended and restated shareholder's agreement dated April 7, 2022 entered into between our Company, our shareholders and Oman India Joint Investment Fund, the new set of the Articles of Association of the Company, be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as necessary in this regard."

Certified to be true  
For Senco Gold Ltd.

  
Suvankar Sen  
Managing Director & CEO  
DIN:01178803

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**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE MEMBER. PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE DATE OF THE EXTRAORDINARY GENERAL MEETING.
2. In the case of Corporate Member, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting.
3. The Explanatory Statement in terms of Section 102 of the Companies Act, 2013, relating to special business is annexed to the Notice.
4. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The relevant records and documents connected with the businesses set out in the Notice are available for inspection in physical or in electronic form at the Registered Office of the Company between 11.00 AM and 1.00 PM on all working days up to the day of the Extraordinary General Meeting.



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## 8. ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF SENCO GOLD LIMITED HELD ON 11<sup>TH</sup> DAY OF APRIL 2022, MONDAY, AT THE REGISTERED ANND CORPORATE OFFICE OF THE COMPANY AT "DIAMOND PRESTIGE" 41 A A.J.C. BOSE ROAD, 10TH FLOOR, KOLKATA-700017**

**Resolution 1**

The Company proposes to offer, allot and/or transfer equity shares of the Company of face value of ₹ 10 (the "**Equity Shares**") each up to an aggregate of ₹ 3,250.00 million, on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares issued, allotted or transferred pursuant to the Offer shall rank in all respects *pari passu* with the existing Equity Shares.

The proposed offering ("**Offer**") shall include a fresh issue of the Equity Shares by the Company and a sale of Equity Shares by the existing shareholders of the Company.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "**DRHP**") with the Securities and Exchange Board of India (the "**SEBI**") and the Stock Exchanges, and subsequently file a red herring prospectus (the "**RHP**") with the Registrar of Companies, West Bengal at Kolkata ("**RoC**") and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (the "**Prospectus**", and together with the DRHP and the RHP, the "**Offer Documents**"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "**Companies Act**") and other applicable laws.

Material information pertaining to the Offer is as follows:

**(i) Offer Price:**

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company and the selling shareholders in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

**(ii) Objects of the Offer:**

The objects of the Offer shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Offer.

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The proceeds of the Fresh Issue are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Offer. The Board has the authority to modify the above objects on the basis of the requirements of the Company, subject to applicable law. The Selling Shareholders shall be entitled to the entire proceeds of the Offer for Sale after deducting the Offer expenses and relevant taxes thereon. The Company shall not receive any proceeds from the Offer for Sale.

**(iii) Intention of Directors/Key managerial personnel to subscribe to the Offer:**

The Company has not made and will not make an offer of Equity Shares to any directors or key managerial personnel. However, the directors or the key managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

**(iv) Whether a change in control is intended or expected:**

No change in control is intended or expected as a result of the Offer.

**(v) Allotment**

The allotment of Equity Shares pursuant to the Offer shall be completed within such time period as may be prescribed under applicable law.

**(vi) Pre-Offer and post-Offer shareholding pattern**

The pre-Offer and post-Offer shareholding pattern (to the extent applicable) shall be as disclosed in the offer documents filed in connection with the Offer.

The Board recommends the resolution for your approval through a Special Resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names.

**Resolution 2**

The Shareholders in its meeting held on 2<sup>nd</sup> April, 2022, had approved the Amended Articles of Association of the Company for the purpose of IPO. With Oman India Joint Investment Fund II coming in, and with the signing of Share Subscription Agreement and Shareholding Agreement which otherwise was circulated with the stakeholders on 7th April itself, a new set of rights have emerged

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to OIJIF, which being slightly different, the Articles of Association of the Company is also proposed to get amended accordingly.

The Board recommends the resolution for approval of the members of the Company through a Special Resolution.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Certified to be true  
For Senco Gold Ltd.

  
Suvankar Sen  
Managing Director & CEO  
DIN:01178803



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