



Ref: SEC/SE/19/2025-26

Date: 13th June 2025

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

Sub: Notice of Postal Ballot - Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of the Postal Ballot Notice ('Notice') of the Company dated May 29, 2025 along with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for seeking approval of the Members of the Company on the resolutions forming part of the Notice.

The details of the calendar of events for the Postal Ballot are as follows:

Sr. No.	Event	Day & Date
1.	Cut-off date (for sending notice and eligibility of e-voting)	June 6, 2025 (Friday)
2.	Date of completion of dispatch of Postal Ballot notice	June 13, 2025 (Friday)
3.	e-Voting Start date with time	June 16, 2025 (Monday), 9.00 a.m. (IST)
4.	e-Voting End date with time	July 15, 2025 (Tuesday), 5.00 p.m. (IST)
5.	Date of submission of Scrutinizer's Report	On or before July 17, 2025 (Thursday)
6.	Date of Declaration of Result by the Chairperson	On or before July 17, 2025 (Thursday)

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





In compliance with the provisions of the general circulars issued by the Ministry of Corporate Affairs, the postal ballot notice has been sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as **Friday, June 6, 2025 ('Cut-off date')**. Accordingly, physical copy of the notice is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide remote e-voting facility to its members. **The remote e-Voting period commences on Monday, June 16, 2025, from 9.00 a.m. (IST) and ends on Tuesday, July 15, 2025, at 5.00 p.m. (IST).** The e-voting module shall be disabled by CDSL thereafter. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting form part of the 'Notes' section to the notice.

The notice is available on the website of the Company and on the website of CDSL.

This is for your information and records

Yours sincerely,

For Senco Gold Limited

Mukund Chandak

Company Secretary and Compliance Officer
Membership No: A20051

Encl: As above

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POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

E-VOTING STARTS ON	E-VOTING ENDS ON
Monday, 16 th June 2025 at 9.00 a.m. (IST)	Tuesday, 15 th July 2025 at 5.00 p.m. (IST)

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended ("**the Act**"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Management Rules**"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India ("**the MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of Senco Gold Limited ("**the Company**") through postal ballot ("**the Postal Ballot**") only by way of remote e-voting ("**e-voting**").

In line with the above referred MCA Circulars, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, 6th June, 2025** (the "Cut-off date") and whose e-mail addresses are registered with the Company/Depository Participant / Depository/ KFin Technologies Limited, the Company's Registrar & Share Transfer Agent ("**RTA**").

An explanatory statement pursuant to Section 102 and 110 of the Act and other applicable provisions of the Act, pertaining to the resolutions, setting out the material facts and reasons thereof, is appended to this Notice. The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. 4848, CP No.3238) of



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M/s. A.K. Labh & Co, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process through e-voting, fairly and transparently.

The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating e-voting. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their **assent (FOR) or dissent (AGAINST)** by following the procedure as stated in the Notes forming part of the Notice. The detailed procedure with respect to e-voting is mentioned in this Notice.

The e-voting facility will be available during the following period:

Commencement of E-voting period	Monday, 16th June 2025 at 9.00 a.m. (IST)
Conclusion of E-voting period	Tuesday, 15th July 2025 at 5.00 p.m. (IST)
Cut - off date for eligibility to vote	Friday, 6th June, 2025

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Tuesday, 15th July 2025.

The last date of e-voting, i.e. **Tuesday, 15th July 2025**, shall be the date on which the resolution would be deemed to have been passed.

SPECIAL BUSINESS(ES):

1. TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF SMT. RANJANA SEN (DIN: 01226337) AS A WHOLE-TIME DIRECTOR DESIGNATED AS CHAIRPERSON OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to re-appoint Smt. Ranjana Sen (DIN: 01226337) as a Whole-Time Director designated as the Chairperson of the Company, for a further period of 5 (five) years, with effect from 12th August 2025 to 11th August 2030, on the terms and conditions including remuneration payable to her and other perquisites, allowances and benefits to be given to



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her as set out in the statement annexed to this Postal Ballot Notice, approved by the Board of Directors of the Company ("Board") on recommendation of the Nomination Remuneration and Compensation Committee of the Board of Directors ("NRC Committee") and subject to any other alterations, modifications, changes and variations in the terms and conditions of the said re-appointment and/or remuneration as may be decided by the Board on recommendation by the NRC Committee.

RESOLVED FURTHER THAT the approval of the members of the company be and is hereby accorded for continuation of holding of office by Smt. Ranjana Sen (DIN: 01226337) as the Whole Time Director designated as the Chairperson of the Company upon attaining the age of 70 (Seventy) years pursuant to Section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution."

2. TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF SMT. JOITA SEN (DIN: 08828875) AS A WHOLE-TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company, approval of the members be and is hereby accorded to re-appoint Smt. Joita Sen (DIN: 08828875) as a Whole-Time Director of the Company, for a further period of 5 (five) years, with effect from 12th August 2025 to 11th August 2030, on the terms and conditions including remuneration payable to her and other perquisites, allowances and benefits to be given to her as set out in the statement annexed to this Postal Ballot Notice, approved by the Board of Directors of the Company ("Board") on recommendation of the Nomination



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Remuneration and Compensation Committee of the Board of Directors ("NRC Committee") and subject to any other alterations, modifications, changes and variations in the terms and conditions of the said re-appointment and/or remuneration as may be decided by the Board on recommendation by the NRC Committee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution."

Place: Kolkata

Date: 29th May 2025

By Order of the Board

For Senco Gold Limited

sd/-

Mukund Chandak

Company Secretary & Compliance Officer

Membership No.: A20051



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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and other applicable provisions, if any, setting out material facts and reasons relating to the aforesaid resolution, is annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").

In terms of the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories, as on Friday, 6th June, 2025 ('**Cut-Off Date**') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.

2. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Friday, 6th June 2025 being the Cut-off date fixed for the purpose.

4. The resolution passed by the members through postal ballot are deemed to have been passed as if they were passed at a general meeting of the members.

5. The Notice will also be available on the website of the Company at www.sencogoldanddiamonds.com & www.sencogold.com, on the website of CDSL at www.evotingindia.com, and on the website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com.



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6. The Scrutinizer will submit his report to the Chairperson or any other person authorized by the Chairperson after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two (2) working days from the conclusion of e-voting i.e. on or before Thursday, 17th July, 2025 and will also be displayed on the Company's website www.sencogoldanddiamonds.com & www.sencogold.com, on the website of CDSL at www.evotingindia.com and communicated to the stock exchanges where the equity shares of the Company are listed.

The results will also be displayed at the Registered Office/ Corporate Office of the Company at "Diamond Prestige", 41A, A.J.C Bose Road, 10th Floor, Unit No. 1001, Kolkata-700017.

7. All documents referred to in this Postal Ballot Notice shall be available for inspection at the Registered & Corporate Office of the Company during office hours on all working days between 11.30 A.M. (IST) to 2.30 P.M. (IST) from the date of dispatch of the Postal Ballot Notice, until the last date of voting by remote e-Voting.

8. Members requiring any clarification may contact Mr. Mukund Chandak, Company Secretary & Compliance Officer at the Registered & Corporate office of the Company or through e-mail viz., corporate@sencogold.co.in.

9. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).

It is clarified that if a Shareholder fails to provide or update relevant email ID to the Company/RTA or to the DP, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at www.sencogoldanddiamonds.com & www.sencogold.com and on the website of the Stock Exchanges, shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.

THE INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AS UNDER:

- (i) The voting period begins on Monday, 16th June, 2025 at 9.00 a.m. (IST). During this period shareholders of the Company, as on the cut-off date Friday, 6th June 2025 may cast their vote electronically.
- (ii) 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



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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.

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.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020** 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 to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 www.cdslindia.com and click on login icon & New System



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	<p>Myeasi Tab and then use your existing my easi username & password.</p> <ol style="list-style-type: none">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there 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.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">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: https://eservices.nsdl.com 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-



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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.

- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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.
- 4) For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. 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 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 or joining virtual meeting & voting during the meeting.



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Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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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 details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 .
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 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.

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.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID



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- 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 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">• 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• 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.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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



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recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

10) Click on the EVSN for **Senco Gold Limited** on which you choose to vote.

11) 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.

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13) 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.

14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16) 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.

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

Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.



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Email: corporate@sencogold.co.in

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

Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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

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

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

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 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 with a copy marked to 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)



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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.

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 or call toll free no. 1800 21 09911.

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

sd/-

Mukund Chandak

Company Secretary & Compliance Officer

Membership No.: A20051

Place: Kolkata

Date: 29th May 2025



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EXPLANATORY STATEMENT

(Pursuant to Sections 102(1) and 110 of The Companies Act, 2013)

ITEM NO: 1

The Board of Directors of the Company at its Meeting held on Thursday, 29th May, 2025, on the recommendations of the Nomination Remuneration and Compensation Committee and Audit Committee of the Company, re-appointed Smt. Ranjana Sen as Whole-Time Director of the Company within the meaning of Sections 196, 197, 198 and other applicable provisions of Companies Act, 2013 (including corresponding provisions, if any of the Companies Act, 1956) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for a further period of 5 (five) years from 12th August 2025 to 11th August 2030, on the terms and conditions including remuneration payable to her and otherquisites, allowances and benefits to be given to her as approved and recommended by the Nomination Remuneration and Compensation Committee vide its Meeting held on Tuesday, 27th May 2025.

The terms and conditions of re-appointment along with the remuneration payable to Smt. Ranjana Sen are as follows:

A. General Duties

(i) Smt. Ranjana Sen shall be entrusted with powers of management of affairs of the Company read with Explanation to Section 2(94) of the Companies Act, 2013, as amended from time to time.

(ii) Smt. Ranjana Sen will, devote her such time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board of Directors from time to time and exercise such powers as may be assigned to her in connection with and in the best interest of the business of the Company.

(iii) Smt. Ranjana Sen shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors.

(iv) The office of Smt. Ranjana Sen may be terminated by the Company or by her, by giving appropriate notice as stipulated in the employment agreement.



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B. Remuneration, Other Perquisites & Benefits

Smt. Ranjana Sen will be paid a gross annual remuneration of Rs. 97,58,892 per annum. She will also be entitled to receive an annual increment on the monthly gross remuneration payable at the rate of 10% (ten per cent) with effect from 1st of April each year, as approved by the Board of Directors of the Company based on the recommendation of the Nomination Remuneration and Compensation Committee and the Audit Committee.

Apart from the above, she will also be paid a performance-linked bonus and/or Special Allowance which shall be payable as per the terms and conditions stipulated in the employment agreement.

In addition to the Basic Salary, Performance Linked Bonus and / Special Allowance, the Whole-time Director shall be entitled to other allowances, perquisites and benefits such as Medical Benefits, Leave Travel Allowance / Assistance, Club Fees, Insurance Premium, Contribution to Provident Fund and Superannuation Fund, Gratuity, Leave Encashment, Car/Communication facilities. The Whole-time Director may also be entitled to other perquisites as per the rules of the Company or as may be determined by the Board of Directors, subject to approval, if any, granted by the Nomination, Remuneration and Compensation Committee and the Audit Committee.

The Company's contributions to provident fund, pension schemes (including the National Pension Scheme), superannuation or annuity funds, provided they are non-taxable under the Income Tax Act, 1961, along with gratuity as per Gratuity Act and encashment of unavailed privilege leave at the end of tenure, as per the Company's rules, shall not be considered while calculating the ceiling on total remuneration.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 and rules framed thereunder or any statutory modification(s) or re-enactments(s) thereof. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

C. Reimbursement of Expenses

The Whole-Time Director shall be entitled to be paid/reimbursed by the Company all travelling, boarding and lodging during business trips, entertainment and other out-of-pocket business promotion expenses, costs, charges and expenses as may be incurred by her for the purpose of or on behalf of the Company or as may be approved by the Nomination Remuneration and Compensation Committee and/or the Board. The Company has Directors



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and Officers liability Insurance and shall maintain such cover for the entire Term of Whole-Time Director's appointment.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit specified under applicable provisions of the Act or otherwise as may be permissible at law, from time to time.

Smt. Ranjana Sen shall be liable to retire by rotation during her continuing tenure as the Whole-time Director of the Company pursuant to the applicable provisions of the Act.

Section 193(3) and Part I of Schedule V of the Companies Act, 2013 states that no company shall appoint or continue the employment of any person as Whole Time Director who has attained the age of 70 (seventy) years unless it is approved by the members by passing a special resolution. Smt. Ranjana Sen, being the Whole-Time Director designated as Chairperson of the company, will attain the age of 70 (seventy) years during the proposed term of re-appointment. She has been associated with the company since its incorporation and has significantly contributed to its growth and operational efficiency. She possesses deep industry knowledge and leadership experience that have proved invaluable to the Company. The Board is of the opinion that Smt. Ranjana Sen's re-appointment, despite her attaining the age of 70 years during the tenure, is in the best interests of the Company. Accordingly, approval of the members is sought for passing the special resolution set out at Item No. 1 in terms of Section 196(3) read with Part I of Schedule V of the Companies Act, 2013.

Smt. Ranjana Sen satisfies all conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for her re-appointment. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Employment Agreement entered into between Smt. Ranjana Sen and the Company is kept at its registered office for inspection by any member of the Company as per section 190 of the Companies Act, 2013 till the completion of the e-voting.

Details of Smt. Ranjana Sen, pursuant to the provisions of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.



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Smt. Ranjana Sen, Whole Time Director, Mr. Suvankar Sen, Managing Director and CEO, and Smt. Joita Sen, Whole Time Director, are interested in the resolution set out at Item No. 1 of this Postal Ballot Notice.

Other than those specified above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of Equity Shares or shareholding interest, if any, in the Company.

The Board therefore recommends the Special Resolution as set out at Item No. 1 of the Notice for approval by the members of the Company.

ITEM NO: 2

The Board of Directors of the Company at its Meeting held on Thursday, 29th May, 2025 on the recommendations of the Nomination Remuneration and Compensation and Audit Committee of the Company, re-appointed Smt. Joita Sen as Whole-Time Director of the Company within the meaning of Sections 196, 197, 198 and other applicable provisions of Companies Act, 2013 (including corresponding provisions, if any of the Companies Act, 1956) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for a further period of 5 (five) years from 12th August 2025 to 11th August 2030, on the terms and conditions including remuneration payable to her and other perquisites, allowances and benefits to be given to her as approved and recommended by the Nomination Remuneration and Compensation Committee vide its Meeting held on Tuesday, 27th May 2025.

The terms and conditions of re-appointment along with the remuneration payable to Smt. Joita Sen are as follows:

A. General Duties

(i) Smt. Joita Sen will be entrusted with the powers of management of affairs of the Company read with Explanation to Section 2(94) of the Companies Act, 2013, as amended from time to time.

(ii) Smt. Joita Sen will devote her such time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board of Directors from time to time and exercise such powers as may be assigned to her in connection with and in the best interest of the business of the Company.



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(iii) Smt. Joita Sen shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors.

(iv) The office of Smt. Joita Sen may be terminated by the Company or by her, by giving appropriate notice as stipulated in the employment agreement.

B. Remuneration, Other Perquisites & Benefits

Smt. Joita Sen will be paid a gross annual remuneration of Rs. 84,49,188 per annum. She will also be entitled to receive an annual increment on the monthly gross remuneration payable at the rate of 10% (ten per cent) with effect from 1st of April each year, as approved by the Board of Directors of the Company based on the recommendation of the Nomination Remuneration and Compensation Committee and the Audit Committee.

Apart from the above, she will also be paid a performance-linked bonus and/or Special Allowance which shall be payable as per the terms and conditions stipulated in the employment agreement.

In addition to the Basic Salary, Performance Linked Bonus and / Special Allowance, the Whole-time Director shall be entitled to other allowances, perquisites and benefits such as Medical Benefits, Leave Travel Allowance / Assistance, Club Fees, Insurance Premium, Contribution to Provident Fund and Superannuation Fund, Gratuity, Leave Encashment, Car/Communication facilities. The Whole-time Director may also be entitled to other perquisites as per the rules of the Company or as may be determined by the Board of Directors, subject to approval, if any, granted by the Nomination, Remuneration and Compensation Committee and the Audit Committee.

The Company's contributions to provident fund, pension schemes (including the National Pension Scheme), superannuation or annuity funds, provided they are non-taxable under the Income Tax Act, 1961, along with gratuity as per Gratuity Act and encashment of unavailed privilege leave at the end of tenure, as per the Company's rules, shall not be considered while calculating the ceiling on total remuneration.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 and rules framed thereunder or any statutory modification(s) or re-enactments(s) thereof. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.



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C. Reimbursement of Expenses

The Whole-Time Director shall be entitled to be paid/reimbursed by the Company all travelling, boarding and lodging during business trips, entertainment and other out-of-pocket business promotion expenses, costs, charges and expenses as may be incurred by her for the purpose of or on behalf of the Company or as may be approved by the Nomination Remuneration and Compensation Committee and/or the Board. The Company has Directors and Officers liability Insurance and shall maintain such cover for the entire Term of Whole-Time Director's appointment.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit specified under applicable provisions of the Act or otherwise as may be permissible at law, from time to time.

Smt. Joita Sen shall be liable to retire by rotation during her continuing tenure as the Whole-time Director of the Company pursuant to the applicable provisions of the Act.

Smt. Joita Sen satisfies all conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for her re-appointment. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Employment Agreement entered between Smt. Joita Sen and the Company is kept at its registered office for inspection by any member of the Company as per section 190 of the Companies Act, 2013 till the completion of the e-voting.

Details of Smt. Joita Sen, pursuant to the provisions of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Smt. Joita Sen, Whole Time Director, Mr. Suvankar Sen, Managing Director and CEO, and Smt. Ranjana Sen, Whole Time Director, are interested in the resolution set out at Item No. 2 of this Postal Ballot Notice.

Other than those specified above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of Equity Shares or shareholding interest, if any, in the Company.



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The Board therefore recommends the Ordinary Resolution as set out at Item No. 2 of the Notice for approval by the members of the Company.

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

sd/-

Mukund Chandak
Company Secretary & Compliance Officer
Membership No.: A20051

Place: Kolkata

Date: 29th May 2025



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Annexure to the Postal Ballot Notice

The details pursuant to the provisions of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

FOR ITEM NO. 1 & 2

Name	Smt. Ranjana Sen	Smt. Joita Sen
Date of Birth / Age	23 rd May, 1959 / 66 years	16 th December, 1984 / 40 years
Qualifications	Bachelor's degree in arts from the University of Calcutta	Smt. 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.
Experience/nature of expertise in specific functional areas (Brief Resume)	Smt. Ranjana Sen has over 30 years of experience in the jewellery industry. She has been associated with the Company since its inception.	She has been associated with our Company since 2009 and has over 15 years of experience in designing and marketing.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 2 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
The remuneration last drawn by such person (FY 2024-25)	Rs. 1,22,48,820 (Remuneration also includes the Performance Linked Bonus)	Rs. 1,07,18,676 (Remuneration also includes the Performance Linked Bonus)
Date of first appointment on the Board	12 th August 2020	12 th August, 2020
Shareholding in the company (As on 31 st March 2025)	1,23,38,060 equity shares of Rs. 5/- each.	6,91,43,136 equity shares of Rs. 5/- each.



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(including beneficial ownership)		
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Smt. Ranjana Sen is the mother of Shri. Suvankar Sen, Managing Director & CEO and mother-in-law of Smt. Joita Sen, Whole-time Director of the Company.	Smt. Joita Sen is the wife of Shri. Suvankar Sen, Managing Director & CEO and daughter-in-law of Smt. Ranjana Sen, Whole-time Director of the Company.
The number of Meetings of the Board attended during the year	For the FY 2024-25 - 11 out of 11 meetings held For the FY 2025-26 (till the date of this Postal Ballot Notice) - 1 out of 1 meeting held.	For the FY 2024-25 - 10 out of 11 meetings held For the FY 2025-26 (till the date of this Postal Ballot Notice) - 1 out of 1 meeting held.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	She holds directorship in: 1. Senco Gold Artisanhip Private Limited 2. Sennes Fashion Limited 3. Sombaria Hospitality Private Limited 4. Sombaria Company Limited 5. Maruti Realcon Private Limited 6. Lokenath Dealer Private Limited 7. Mangoe Construction Private Limited. Membership in various Committee of Senco Gold Limited: 1. Corporate Social Responsibility Committee 2. Environmental, Social and Governance Committee 3. Management Committee	She holds directorship in: 1. Senco Gold Artisanhip Private Limited 2. Senco Global Jewellery Trading LLC 3. Sennes Fashion Limited 4. Raichak Resorts Private Limited 5. Lokenath Dealer Private Limited 6. Mangoe Construction Private Limited 7. Rangbarshi Trading Private Limited 8. Sombaria Hospitality Private Limited 9. Sombaria Company Limited 10. Maruti Realcon Private Limited. Membership in various Committee of Senco Gold Limited:



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		<ol style="list-style-type: none">1. Corporate Social Responsibility Committee2. Environmental, Social and Governance Committee3. Risk Management Committee4. Stakeholders Relationship Committee5. Management Committee
Listed entities from which the person has resigned in the past three years	Nil	Nil