

Ref: SEC/SE/98/2025-26

Date: 18th February 2026

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

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 Thursday 12th February, 2026 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)	13 th February, 2026 (Friday)
2.	Date of completion of dispatch of Postal Ballot notice	18 th February, 2026 (Wednesday)
3.	e-Voting Start date with time	20th February, 2026 from 9.00 a.m. (IST) (Friday)
4.	e-Voting End date with time	21st March, 2026 till 5.00 p.m. (IST) (Saturday)
5.	Date of submission of Scrutinizer's Report	on or before 24 th March, 2026 (Tuesday)
6.	Date of Declaration of Result by the Chairperson	on or before 24th March, 2026 (Tuesday)

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

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





Company or in the Register of Beneficial Owners maintained by the depositories as **Friday, 13th February, 2026 ('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 Friday, 20th February, 2026 from 9.00 a.m. (IST) and ends on Saturday, 21st March, 2026 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 Company website i.e www.sencogold.com and on the website of CDSL at www.evotingindia.com.

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

[ONLY THROUGH REMOTE E-VOTING]

[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
Friday, 20th February 2026 at 9.00 a.m. (IST)	Saturday, 21st March 2026 at 5.00 p.m. (IST)

Dear Members,

Notice is hereby given that 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, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 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, 13th February, 2026** (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 Sections 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) and Partner of M/s. LABH & LABH Associates, 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



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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	Friday, 20th February 2026 at 9.00 a.m. (IST)
Conclusion of E-voting period	Saturday, 21st March 2026 at 5.00 p.m. (IST)
Cut – off date for eligibility to vote	Friday, 13th February, 2026

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Saturday, 21st March 2026.

The last date of e-voting, i.e. **Saturday, 21st March 2026**, shall be the date on which the resolution would be deemed to have been passed.

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE THE PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

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

“Resolved that pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Rules made thereunder, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and in accordance with Nomination and Remuneration Policy of the Company, consent of the members of the Company be and is hereby accorded for payment of profit linked commission to the Non-Executive Directors, including Independent Directors, of the Company (other than the Managing Director and/or Whole-time Directors) commencing from Financial Year ending March 31, 2026 and thereafter every subsequent financial year, of a sum not exceeding 1% (One percent) of the Net profits of the Company (taken together for all the Non-Executive Directors and Independent Directors) of the relevant financial year, computed in accordance with Section 198 of the Act read with rules related thereto, subject to the total remuneration payable to all Directors of the Company in any financial year not exceeding the overall limits prescribed from time to time under Section 197 and other applicable provisions of the Act read with rules related thereto or any statutory amendments thereof and the said commission be determined by the Board of Directors (“the Board”) of the Company for each Non-Executive Director including independent director and distributed between such Directors in such a manner as the Board may from time to time decide so that payment to any single non-executive director including independent director should not exceed fifty per cent of the payment in aggregate, including sitting fee, made to all the non-executive directors, including independent directors, in any financial year.



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Resolved further that the above profit linked commission shall be in addition to the sitting fees and reimbursement of expenses for attending the meeting(s) the Board and other meetings being paid to the Non-Executive Directors, including independent directors.

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.

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

sd/-

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

Place: Kolkata

Date: 12th February 2026



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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, 13th February, 2026 ('**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, 13th February, 2026 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.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.

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 Tuesday, 24th March, 2026 and will also be displayed on the Company's website 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.



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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.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 INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AS UNDER:

(i) The voting period begins on Friday, 20th February, 2026 at 9.00 a.m. (IST). During this period shareholders of the Company, as on the cut-off date Friday, 13th February, 2026 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 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.



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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	<ol style="list-style-type: none">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.cdsindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi username & password.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.cdsindia.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.cdsindia.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-



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	<p>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	<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-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



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	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.
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.

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.



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- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com 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	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 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.



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- 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.

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.



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Please note that in case of Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.), furnishing of the Board Resolution/Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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: 12th February 2026



SENCO GOLD LIMITED

CIN: L36911WB1994PLC064637

Registered & Corporate Office: "Diamond Prestige", 41A, A.J.C. Bose Road,
10th Floor, Kolkata-700017
Phone: 033 4021 5000/5004
Email: corporate@sencogold.co.in
Website: www.sencogold.com & www.sencogoldanddiamonds.com

EXPLANATORY STATEMENT

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

ITEM NO: 1

Considering the rich experience and enhanced level of participation brought in by the Non-executive Directors including independent directors and in appreciation of the services and contribution made by them, the Board of Directors at their meeting held on February 12, 2026, recommended the payment of profit linked commission to the Non-Executive Directors, including independent directors (i.e. Directors other than the Managing Director or Whole-time Directors) in accordance with Nomination and Remuneration Policy of the Company, commencing from Financial Year ending March 31, 2026 and thereafter every subsequent financial year subject to approval of Members of the Company. The amount of commission shall be determined by the Board of Directors of the Company for each of such Non-Executive Director, including independent director, and to be distributed among such Non-Executive Directors in such a manner as the Board may determine, within the overall maximum limit of 1% (one percent) (taken together for all the Non-Executive Directors including independent directors) of the Net Profit of the Company in the relevant financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013 read with rules related thereto.

This profit linked commission shall be in addition to the sitting fees payable to the Non-Executive Directors and independent directors for attending the meetings of the Board of Directors or its Committees or for any other purpose whatsoever and/or reimbursement of expenses for participation in the Board and other meetings. Accordingly, to comply with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, approval of Members is sought for payment of above-mentioned profit related commission.

The Board of Directors would determine the commission payable to the Non-Executive Directors taking into consideration various factors such as contribution of the Non-Executive Directors in Board and Committee Meetings, participation in strategic decision making, timely guidance to the Board on important policy, performance of the Company, industry practices and benchmarks and such other factors as the NRC and Board may consider fit within the overall limits of the remuneration as approved by the Members of the Company. However, payment to any single non-executive director including independent director shall not exceed fifty per cent of the payment in aggregate, including sitting fee, made to all the non-executive directors, including independent directors, in any financial year.

All the Non-Executive Director(s) including independent directors are interested in resolution set out at Item No. 1 of the Notice. The relatives of such director(s) may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. None of the other Directors / Key



SENCO GOLD LIMITED

CIN: L36911WB1994PLC064637

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Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution

The Board therefore recommends the Ordinary Resolution as set out at Item No. 1 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: 12th February 2026