

**NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the 1st Extra-Ordinary General Meeting ("EGM") for the Financial Year 2025-26 of the members of Silgo Retail Limited ("the Company") will be held on **Saturday, May 10, 2025 at 12.30 P.M. (IST)** (Indian Standard Time) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business(es). The Registered Office of the Company situated at B-11, Mahalaxmi Nagar, JLN Marg, Jaipur, Rajasthan 302017 shall be the deemed venue for the meeting.

SPECIAL BUSINESS:**Item No. 1: To consider and approve Issue of Equity Shares to person(s) belonging to non-promoter category on preferential basis for cash consideration:**

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION:**

(Resolution No. 1)

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("**FEMA**"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the **Ministry of Corporate Affairs**, the Reserve Bank of India, the **Securities and Exchange Board of India ("SEBI")** and/or any other statutory or regulatory authorities, including **National Stock Exchange of India Limited** on which the equity shares of the Company are listed (hereinafter collectively referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable, and the enabling provisions of the **Memorandum of Association and Articles of Association of the Company**, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), and subject to any other alteration(s), modification(s), correction(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot in aggregate, up to **60,87,727 (Sixty Lakhs Eighty Seven Thousand Seven Hundred Twenty Seven)** fully paid up equity shares of the Company of face value of Rs. 10/- each ("**Equity Shares**") at a price of Rs. 55 (Rupees Fifty Five only) each including premium of Rs. 45 (Rupees Forty Five only) per equity share ("**Issue Price**"), determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto **Rs. 33,48,24,985 (Rupees Thirty Three Crores Forty Eight Lakhs Twenty Four Thousand Nine Hundred Eight Five only)** to the identified investors, as per the details herein mentioned below (hereinafter referred to as "**Proposed Allottees**"), not belonging to "**Promoter and Promoter Group**" of the Company by way of a preferential issue of Equity Shares on



private placement basis, for cash consideration, in accordance with the terms as set out herein, and in the explanatory statement to this Notice of EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act (the “Preferential Allotment”).

Sr. No.	Name of the proposed allottee	Category (Promoter / Non-Promoter)	Maximum no. of equity shares to be issued	Amount of consideration upto (in Rs.)
1.	Preeti Mahapatra	Non-Promoter	27,25,000	14,98,75000
2.	Pinnacle Equities Private Limited	Non-Promoter	10,90,000	5,99,50,000
3.	Nikhil Jain	Non-Promoter	5,45,455	3,00,00,025
4.	Anita Gupta	Non-Promoter	363636	1,99,99,980
5.	Om Prakash Gupta	Non-Promoter	363636	1,99,99,980
6.	Chhavi Lalit Agarwal	Non-Promoter	1,00,000	55,00,000
7.	Kashmiri Lalit Agarwal	Non-Promoter	1,00,000	55,00,000
8.	Lalit Agarwal	Non-Promoter	1,00,000	55,00,000
9.	Lalit Krishan Agrawal	Non-Promoter	1,00,000	55,00,000
10.	Meenakshi Agrawal	Non-Promoter	1,00,000	55,00,000
11.	Rajesh Kumar Agrawal HUF	Non-Promoter	1,00,000	55,00,000
12.	Rajesh Kumar Agrawal	Non-Promoter	1,00,000	55,00,000
13.	Shruti Agarwal	Non-Promoter	1,00,000	55,00,000
14.	Sharda Devi	Non-Promoter	1,00,000	55,00,000
15.	Shailesh Chimanlal Agarwal	Non-Promoter	1,00,000	55,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of determination of the minimum issue price for the preferential allotment of Equity Shares be and is hereby fixed as **Wednesday, April 09, 2025**, being the date i.e., 30 (thirty) days prior to the date of this Extraordinary General Meeting i.e. **Saturday, May 10, 2025**.

RESOLVED FURTHER THAT the Preferential Issue of Equity Shares to the Proposed Allottees and allotment thereof, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

1. The Allotment of Equity Shares shall only be made in dematerialized form.
2. Each of the Proposed Allottees shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment thereof.
3. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for a cash consideration. The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the respective bank accounts of the Proposed Allottees.
4. The Equity Shares to be allotted shall be in dematerialized form, fully paid-up and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof;
5. The entire Pre-preferential shareholding of the Proposed Allottees, if any, shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations



6. The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
7. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of this special resolution approving the Preferential Allotment or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the Equity Shares is pending on account of pendency of any approval for the Preferential Allotment / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.
8. the Equity Shares to be issued and allotted shall be listed and traded on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions or approvals as the case may be and subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Valuation Report obtained from the Registered Valuer Mr. Dheerendra Tanwar (Registration No: IBBI/RV/16/2022/14680) be and is hereby noted and approved.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to record the name and other details of the Proposed Allottees in Form PAS-5 and issue a Private Placement Offer cum Application Letter, in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act and that the allotment would be made only upon receipt of in-principle approvals from the National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the amount received by the Company pursuant to the Preferential Allotment shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies ("ROC") in accordance with the provisions of Section 42 of the Act and rules made thereunder.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practising Company Secretary certifying that the above Preferential Allotment of the Equity Shares is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including but not limited to the following:

- (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares and for determining and making any changes to the form, terms and timing of the Preferential Allotment, and the number of equity shares to be allotted to the Proposed Allottees;
- (ii) making applications to the stock exchanges for obtaining in-principle approvals,
- (iii) listing of Equity Shares,



- (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities,
- (v) filing of requisite documents with the depositories,
- (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment,
- (vii) issue and allotment of the Equity Shares,
- (viii) to determine, finalize and vary utilization of the proceeds of the Preferential Allotment, in accordance with applicable laws,
- (ix) to finalize, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the Preferential Allotment, as required under applicable laws,
- (x) to appoint and execute necessary agreements with the monitoring agency, and
- (xi) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Director(s), Committee(s), Executive(s), Officer(s), or Authorized Signatory(ies) in order to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, monitoring agency, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and are hereby severally authorized to issue certified copy of this resolution to all concerned."

Item No. 2: Regularization of Mr. Anil Kumawat (DIN: 10844148), as a Non-Executive Independent Director of the Company:

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION:**

(Resolution No. 2)

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended



from time to time, **Mr. Anil Kumawat (DIN: 10844148)**, who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from March 19, 2025 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a tenure of 5 consecutive years commencing from March 19, 2025 to March 18, 2030".

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

Item No. 3: Regularization of Mr. Liladhar Kumawat (DIN: 10769956), as Non-Executive Independent Director of the Company:

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION:**

(Resolution No. 3)

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Liladhar Kumawat (DIN: 10769956)**, who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from March 19, 2025 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a tenure of 5 consecutive years commencing from March 19, 2025 to March 18, 2030.

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

Date: April 10, 2025 Place: Jaipur	For Silgo Retail Limited Tripti Sharma (Company Secretary & Compliance Officer) M.No.: A52232
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**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special Business to be transacted at the Extraordinary General Meeting ("EOGM"), and statement of additional information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), and as per Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India ("ICSI") is annexed and forms an integral part of the Notice.
2. Pursuant to the General Circulars dated September 19, 2024, April 13, 2020 and April 08, 2020 and other relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars") and Circular dated October 03, 2024 and Master Circular dated July 11, 2023 and other related Circulars issued by Securities and Exchange Board of India (hereinafter referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 1st Extra-ordinary General Meeting ("EGM") of the Company for the Financial Year 2025-26 is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and hence physical attendance of the Members to the EGM venue is not required. The deemed venue for the EGM shall be the Registered Office of the Company i.e. B-11, Mahalaxmi Nagar, JLN Marg, Jaipur, Rajasthan 302017.
3. Since the EGM is being conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Pursuant to the abovementioned MCA Circulars, physical attendance of the members is not required at the EGM, and therefore members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
5. In accordance with the provisions of the Act, MCA Circulars and other provisions of the applicable law(s), Notice is being sent in electronic form only by email to those members whose names appear in the register of members/ register of beneficial owners as received from depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **April 11, 2025** and who have registered their email address with the Company/RTA or depository(ies) / depository participant(s) ("DPs") in accordance with the process outlined in this Notice.
6. Only those members whose names are appearing in the register of members / register of beneficial owners as on the Cut-Off Date i.e. **May 05, 2025** shall be eligible to cast their votes on the resolutions stated in this Notice. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only.
7. 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. 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/DPs) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting and voting at the EGM to its Members in respect of the business to be transacted. For this purpose, the Company



has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. Instructions for the process to be followed for remote e-Voting and e-voting during the EGM are annexed to this EGM Notice.

9. Notice is also placed on the website of the Company i.e. www.silgo.in, website of CDSL www.cdslindia.com and shall also be available on the websites of the Stock Exchanges on which the shares of the Company are listed i.e. NSE (www.nseindia.com). Any member seeking a copy of this Notice may also write to us at cs@silgo.in.
10. **The remote e-voting period commences on Wednesday, May 07, 2025 at 09:00 A.M. (IST) and will end on Friday, May 09, 2025 at 05:00 P.M. (IST).** During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the Cut-off date, i.e., **May 05, 2025** may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL thereafter. Once the vote on the resolutions is cast by the member, the member shall not be allowed to change it subsequently.
11. Such remote e-voting facility is in addition to voting system that will be made available during the EGM. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM
13. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis
14. The Board has, on **Thursday, April 10, 2025**, approved the appointment of CS Mansi Damania, Partner of JMJA & Associates LLP, Company Secretaries (FCS: 7447| COP no.: 8120), as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him, after completion of the scrutiny of the remote e-voting and voting at the EGM, within 2 (two) working days of conclusion of the EGM of the Company. The Scrutinizer's decision on the validity of votes cast will be final. The results of the e-voting along with the Scrutinizer's Report will also be placed on the Company's website i.e. www.silgo.in and also on the on CDSL's website www.cdslindia.com and shall be simultaneously communicated to the Stock Exchanges where the Company's Equity Shares are listed. The result of the e-voting will also be displayed at the registered office of the Company.
16. Pursuant to Section 113 of the Companies Act, 2013, Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly



authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email on mansi@jmja.in.

17. The resolutions, if approved by the requisite votes of shareholders by means of electronic voting, shall be deemed to have been passed on the date of EGM, i.e. **Saturday, May 10, 2025**.
18. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode, during business hours except Saturday, Sunday and National Holidays from the date hereof up to the date of announcement of results of EGM. Members seeking to inspect such documents can send an email to cs@silgo.in mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect.
19. EGM is being convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars and other applicable laws.
20. **In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Procedure for registering the e-mail addresses for obtaining the EGM Notice and remote e- voting and voting at the EGM instructions by the Members whose email addresses are not registered with the DPs (in case of Members holding shares in demat form) or with RTA (in case of Members holding shares in physical form).**

21. REGISTRATION OF EMAIL ADDRESSES:

- a) 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's mail id cs@silgo.in & RTA email id info@bigshareonline.com.
- b) For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company mail id cs@silgo.in & RTA email id info@bigshareonline.com.

22. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- i. The voting period begins on **Wednesday, May 07, 2025 at 09:00 A.M. (IST) and will end on Friday, May 09, 2025 at 05:00 P.M. (IST)** and during EGM till the conclusion of the meeting. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Monday, May 05, 2025** may cast their vote electronically and that a person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



- iii. 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.

In order 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.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 in order 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	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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 or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their depository Participants	<p>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 or joining virtual meeting & voting during the meeting.</p>



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 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 1800 225533
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.: 1800 1020 990 and 1800 22 44 30

- v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- vi. The shareholders should log on to the e-voting website www.evotingindia.com
- vii. Click on "Shareholders" module.
- viii. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- ix. Next enter the Image Verification as displayed and Click on Login.
- x. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- xi. 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 which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.



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 as mentioned in instruction (iv)
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- xii. After entering these details appropriately, click on “SUBMIT” tab.
- xiii. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- xiv. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xv. Click on the EVSN for Silgo Retail Limited.
- xvi. 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.
- xvii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xviii. 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.
- xix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xx. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xxi. 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.
- xxii. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxiii. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same



instructions as mentioned above for remote e-Voting or sending a request at helpdesk.evoting@cdslindia.com

xxiv. Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533 or to the Company at cs@silgo.in

23. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM ARE AS UNDER:

- I. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- III. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- IV. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- V. Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled for the EGM and will be available for Members on first come first served basis.
- VI. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.



- VII. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- VIII. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- IX. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requisition advance at least **2 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at info@silgo.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at info@silgo.in. These queries will be replied to by the company suitably by email.
- X. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

- I. 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.
- II. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- III. 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.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

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 on 1800 22 55 33.

25. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:

- I. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- II. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.



- III. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- IV. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

26. Other Instructions:

- I. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, there after unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.silgo.in and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed.

Date: April 10, 2025 Place: Jaipur	For Silgo Retail Limited Tripti Sharma (Company Secretary & Compliance Officer) M.No.: A52232
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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1: To consider and approve Issue of Equity Shares to person(s) belonging to non-promoter category on preferential basis for cash consideration:**

The Board of Directors of the Company ("Board") at its meeting held on **April 10, 2025**, has approved raising of funds by way of a preferential issue on private placement basis by creation, offer, issue and allotment of upto **60,87,727 (Sixty Lakhs Eighty Seven Thousand Seven Hundred Twenty Seven)** fully paid-up equity shares of the Company of face value of Rs. 10/- each ("Equity Shares") at a price of Rs. 55/- (Rupees Fifty Five only) each including premium of Rs. 45 (Rupees Forty Five only) per equity share, payable in cash ("Issue Price"), subject to approval of Members of the Company by way of Special Resolution and in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto **Rs. 33,48,24,985/- (Rupees Thirty Three Crores Forty Eight Lakhs Twenty Four Thousand Nine Hundred Eight Five only)** to the identified allottees/ investors, as per the details herein mentioned below (hereinafter referred to as "Proposed Allottees"), not belonging to "Promoter and Promoter Group of the Company, (the "Preferential Allotment").

Sr. No.	Name of the proposed allottee	Category (Promoter / Non-Promoter)	Maximum no. of equity shares to be issued	Amount of consideration upto (in Rs.)
1.	Preeti Mahapatra	Non-Promoter	27,25,000	14,98,75,000
2.	Pinnacle Equities Private Limited	Non-Promoter	10,90,000	5,99,50,000
3.	Nikhil Jain	Non-Promoter	5,45,455	3,00,00,025
4.	Anita Gupta	Non-Promoter	363636	1,99,99,980
5.	Om Prakash Gupta	Non-Promoter	363636	1,99,99,980
6.	Chhavi Lalit Agarwal	Non-Promoter	1,00,000	55,00,000
7.	Kashmiri Lalit Agarwal	Non-Promoter	1,00,000	55,00,000
8.	Lalit Agarwal	Non-Promoter	1,00,000	55,00,000
9.	Lalit Krishan Agrawal	Non-Promoter	1,00,000	55,00,000
10.	Meenakshi Agrawal	Non-Promoter	1,00,000	55,00,000
11.	Rajesh Kumar Agrawal HUF	Non-Promoter	1,00,000	55,00,000
12.	Rajesh Kumar Agrawal	Non-Promoter	1,00,000	55,00,000
13.	Shruti Agarwal	Non-Promoter	1,00,000	55,00,000
14.	Sharda Devi	Non-Promoter	1,00,000	55,00,000
15.	Shailesh Chimanlal Agarwal	Non-Promoter	1,00,000	55,00,000

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Equity Shares to be issued pursuant to the Preferential Allotment. In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, **approval of the Members of the Company by way of special resolution is required to issue and allot securities by way of private placement on a preferential basis.**

The information as required under SEBI ICDR Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

**1. Date of passing of Board resolution for approving preferential issue: April 10, 2025****2. Objects of the Preferential Issue:**

Working Capital purpose: To meet the additional working capital requirement of funds and to augment the capital base of the Company for expansion and growth of the Company.

Thus, the funds raised by the Company shall be utilized for its present business operation or in such other manner as may be decided by the Board of Directors in the interest of the Company.

Particulars	Amount in Rupees	Tentative timelines for utilization of Issue Proceeds
Working Capital	33,48,24,985	Within current F.Y. 2025-26

3. Particulars of the offer, kind of securities offered, total / maximum number of specified securities to be issued / Amount which the company intends to raise by way of such securities:

Issue and allotment of upto 60,87,727 (Sixty Lakhs Eighty Seven Thousand Seven Hundred Twenty Seven) Equity Shares to the Proposed Allottees, each of face value of Rs. 10/- (Rupees Ten) each ("Equity Shares") at a price of Rs. 55/- (Rupees Fifty Five only) per share ("Equity Share Issue Price"), such price being the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations, payable in cash, aggregating upto Rs. 33,48,24,985/- (Rupees Thirty Three Crores Forty Eight Lakhs Twenty Four Thousand Nine Hundred Eight Five only).

4. The price or price band at/within which the allotment is proposed:

The Equity Shares are proposed to be issued to the Proposed Allottees at an issue price of Rs. 55/- (Rupees Fifty Five only) per Share including Rs. 45 (Rupees Forty Five) towards premium, such price being not less than the minimum price, as on the 'Relevant Date', as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

5. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer:

In case of listed entities, allotment of shares/securities by way of preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations.

Further, Regulation 166A (1) of SEBI ICDR Regulations, *inter-alia*, states:

"Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price".

Since, the proposed Preferential Issue is expected to result in allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company (*on allotment of Equity Shares against Warrants issued*), the Company is required to obtain a valuation report from an



independent registered valuer and consider the same for determining the price, in accordance with the provision of Regulation 166A of the SEBI ICDR Regulations.

In view of the aforesaid, the Company has engaged Mr. Dheerendra Tanwar, Registered Valuer (Securities or Financial Assets) IBBI Regn. No.: IBBI/RV/16/2022/14680, as the registered valuer. The price determined through Valuation Report of Mr. Dheerendra Tanwar, Registered Valuer, is **₹47.05/-** (Rupees Forty Seven and Five Paise only) per equity share. The valuation report dated **April 09, 2025**, is also available at the website of the Company at www.silgo.in.

Issue Price of Rupees 55/- per Equity Share, for preferential issue, is not less than the floor price arrived at, in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations, being **higher of the following**:

1. the **90-trading days' volume weighted average price** (i.e., Rupees 40.47/-) of the Company's shares quoted on the National Stock Exchange of India Limited, preceding the "Relevant Date";
or
2. the **10-trading days' volume weighted average price** (i.e., Rupees 47.05/-) of the Company's shares quoted on the National Stock Exchange of India Limited, preceding the "Relevant Date";
or
3. the **price determined** (i.e., Rupees 47.05/-) **under the valuation report** obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI ICDR Regulations, a copy whereof is posted on the website of the Company.

The equity shares of the Company are listed on the National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with the SEBI ICDR Regulations. For the purposes of computation of price per Equity Share, NSE is the stock exchange that has higher trading volume for the said period and, accordingly, has been considered.

Further, method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the Proposed Allottees at Rupees 55/- (Rupees Fifty Five only) being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

6. Name and address of the Valuer who performed valuation:

Mr. Dheerendra Tanwar
IBBI Regn. No.: IBBI/RV/16/2022/14680
C-382, Nirman Nagar, Ajmer Road, Jaipur-302019

7. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for determining the issue price of the Equity Share shall be **Wednesday, April 09, 2025**, being the date which is 30 days prior to the last date specified by the Company for the EGM.

8. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to the investors as detailed herein below. The Company has obtained PAN of all the proposed allottees:



Sr. No.	Name of the proposed allottee	Category (Promoter / Non-Promoter)	Maximum no. of equity shares to be issued	Amount of consideration upto (in Rs.)
1.	Preeti Mahapatra	Non-Promoter	27,25,000	14,98,75000
2.	Pinnacle Equities Private Limited	Non-Promoter	10,90,000	5,99,50,000
3.	Nikhil Jain	Non-Promoter	5,45,455	3,00,00,025
4.	Anita Gupta	Non-Promoter	363636	1,99,99,980
5.	Om Prakash Gupta	Non-Promoter	363636	1,99,99,980
6.	Chhavi Lalit Agarwal	Non-Promoter	1,00,000	55,00,000
7.	Kashmiri Lalit Agarwal	Non-Promoter	1,00,000	55,00,000
8.	Lalit Agarwal	Non-Promoter	1,00,000	55,00,000
9.	Lalit Krishan Agrawal	Non-Promoter	1,00,000	55,00,000
10.	Meenakshi Agrawal	Non-Promoter	1,00,000	55,00,000
11.	Rajesh Kumar Agrawal HUF	Non-Promoter	1,00,000	55,00,000
12.	Rajesh Kumar Agrawal	Non-Promoter	1,00,000	55,00,000
13.	Shruti Agarwal	Non-Promoter	1,00,000	55,00,000
14.	Sharda Devi	Non-Promoter	1,00,000	55,00,000
15.	Shailesh Chimanlal Agarwal	Non-Promoter	1,00,000	55,00,000

9. Intention / Contribution of promoters, directors, key Management Personnel or senior Management personnel to subscribe to the offer / contribution being made by the promoters or directors either as a part of the preferential issue of separately in furtherance of objects:

None of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the aforementioned Preferential Allotment.

10. Proposed time frame within which the issue or allotment shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s). Such allotment will be made on or after receipt of consideration amount from the Proposed Allottees.

11. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them / Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees:

As per Annexure A

12. Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue, except to the extent of respective change in the shareholding of the Proposed Allottee(s).



13. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

15. The pre-issue and post-issue shareholding pattern of the company or the current and proposed status of allottees post the preferential issue:

The necessary details are appearing in the below table:

Sr. No.	Category	Pre-issue		Post-issue*	
		No of shares held	% of share holding	No of shares held	% of share holding
A.	Promoters' holding				
1.	Indian				
	Individual	1,29,35,274	69.93	1,29,35,274	52.63
	Bodies corporate	0			
	Sub-total	1,29,35,274	69.93	1,29,35,274	52.63
2.	Foreign promoters				
	sub-total (A)	1,29,35,274	69.93	1,29,35,274	52.63
B.	Non-promoters' holding				
1.	Institutional investors	0	0	0	0
2.	Non-institution				
	Private corporate bodies	1,48,166	0.80	12,38,166	5.03
	Directors and relatives	0	0	0	0
	Indian public	49,08,820	26.54	99,06,547	40.30
	others (including NRIs)	5,04,542	2.73	5,04,542	2.05
	Sub-total (B)	55,61,528	30.07	1,16,49,255	47.37
	GRAND TOTAL	1,84,96,802	100	2,45,84,529	100

*Note: The table shows the expected shareholding pattern of the Company upon assumption that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre-issue shareholding pattern was prepared.

16. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

As mentioned above, the Proposed Allottees are not a part of Promoter and Promoter Group of the Company and such status will continue to remain the same post the Preferential Issue.

**17.Lock-in Period:**

The Equity Shares to be allotted to the Proposed Allottees shall be locked-in as per the requirement of SEBI ICDR Regulations and shall be subject to 'lock-in' and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations. The Equity Shares so allotted pursuant to the Resolutions set out in this notice shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted therein.

18. Listing of the proposed shares:

The Company shall make an application to NSE Limited, on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

19.Certificate of Practicing Company Secretary:

A copy of the certificate from CS Mansi Damania, Partner of JMJA & Associates LLP, Practising Company Secretaries, [Membership No. 7447 and COP No. 8120], certifying that the proposed Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, is made available on the website of the Company at www.silgo.in to facilitate online inspection by the Members of the Company.

20.Monitoring Agency / Monitoring of utilisation of funds:

Given that the issue size of the preferential Allotment does not exceeds Rs. 100 Crore (Rupees One Hundred Crore) in terms of Regulation 162A of the SEBI ICDR Regulations, the Company will not utilize the services of a SEBI registered Credit Rating Agency ("Monitoring Agency") to monitor the usage of the Issue Proceeds.

21.Principle terms of assets charged as securities: Not Applicable**22.Undertaking:**

The Company hereby undertakes that:

- Issue of the said Equity Shares would be well within the Authorized Share Capital of the Company
- The entire shareholding of the Proposed Allottees in the Company is held by them in dematerialized form- Not Applicable as the Proposed Allottees do not hold any shares in the Company. Further, the Equity Shares will be issued in dematerialized form only.
- The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.
- Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender.



- No person belonging to the promoters / promoter group has previously subscribed to any Warrants of the Company but failed to exercise them- Not Applicable as the Company has not issued any Warrants till date.
- The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- The Company does not have any outstanding dues payable to SEBI, Stock Exchanges or the Depositories.
- The Foreign Portfolio Investors (FPIs) to whom allotment is proposed to be made are, neither directly nor indirectly, related to the promoter group- Not Applicable.
- The proposed allotment of Equity Shares will not result in any change in the current and proposed status of the allottee(s) post the preferential issue, namely, promoter or non promoter.
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company.
- The Company shall recompute the price of specified securities in terms of SEBI ICDR Regulations, wherever it is required to do so.
- Further, if the amount payable on account of re-computation of price is not paid within stipulated time as specified under said Regulation, the specified securities shall continue to be locked-in till the time such amount is paid by the Allottees.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and in terms of Regulation 160(b) of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the Proposed Allottees is being sought by way of a **special resolution** as set out in the said Item No. 1 of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per the applicable legal provisions.

Item No. 2 & 3: Regularization of Mr. Anil Kumawat (DIN: 10844148) and Mr. Liladhar Kumawat (DIN: 10769956), as an Independent Directors of the Company:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on March 19, 2025 had **Mr. Anil Kumawat and Mr. Liladhar Kumawat** as Additional Directors (Non-Executive, Independent) of the Company for tenure of 5 consecutive years commencing from March 19, 2025 to March 18, 2030, not liable to retire by rotation, subject to approval of the shareholders of the Company. Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.



Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations. The Company has received from **Mr. Anil Kumawat and Mr. Liladhar Kumawat** consents in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company. The Company has also received a Notice under Section 160 of the Act from a member proposing candidature **Mr. Anil Kumawat and Mr. Liladhar Kumawat** for the office of Directors of the Company.

Brief profile of **Mr. Anil Kumawat** is as under: He has completed his graduation in B.com from University of Rajasthan. He has over 5 years of vast experience in the field finance. Currently he is freelancing, offering expertise in finance and tax related matters. He is also associated with "Saksham Nayi Zindgi Samiti" a NGO governed by NACO, With a strong foundation in human resource development and financial management, Anil Kumawat possesses the strategic vision and advisory expertise required for serving as an Independent Director in a company.

Brief profile of **Mr. Liladhar Kumawat** is as under: He is qualified Company Secretary with Bachelor's degree in Law. Currently, he is working as a practitioner and providing his professional services to many corporates. With a strong foundation in company law, regulatory compliance, and financial management, Mr. Liladhar Kumawat possesses the strategic vision and governance expertise, his ability to ensure adherence to corporate regulations, along with his extensive experience in advisory services, makes him a valuable addition to any board seeking independent oversight and governance excellence.

The terms and conditions for appointment of **Mr. Anil Kumawat and Mr. Liladhar Kumawat** as Independent Directors of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day. Other details of **Mr. Anil Kumawat and Mr. Liladhar Kumawat** are provided in **Annexure B** to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The Board recommends passing of the Special Resolutions as set out in Items no. 2 & 3 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company. They also possess requisite skills, expertise and competencies in the business of jewellery and business leadership.

Mr. Anil Kumawat and Mr. Liladhar Kumawat are deemed to be interested in the resolutions relating to their appointment. None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No. 2 & 3 of this Notice

Date: April 10, 2025 Place: Jaipur	For Silgo Retail Limited Tripti Sharma (Company Secretary & Compliance Officer) M.No.: A52232
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**ANNEXURE B TO ITEMS NO. 2 TO 3 OF THE NOTICE**

Details of Directors seeking appointment and re-appointment at the forthcoming Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Anil Kumawat
Date of Birth	August 10, 1997
Nationality	Indian
Date of Appointment on the Board	March 19, 2025
Qualifications	B.Com
Expertise in specific functional area	He has completed his graduation in B.com from University of Rajasthan. He has over 5 years of vast experience in the field finance. Currently he is freelancing, offering expertise in finance and tax related matters. He is also associated with "Saksham Nayi Zindgi Samiti" an NGO governed by NACO, With a strong foundation in human resource development and financial management, Anil Kumawat possesses the strategic vision and advisory expertise required for serving as an Independent Director in a company
Number of shares held in the Company	Nil
List of the directorships held in other companies	Nil
Number of Board Meetings attended	01
Chairman/ Member in the Committees of the Boards of companies in which he is Director	Chairman of stakeholder relationship committee
Relationships between Directors inter-se	None

Name of the Director	Liladhar Kumawat
Date of Birth	December 11, 1987
Nationality	Indian
Date of Appointment on the Board	March 19, 2025
Qualifications	CS, LL.B. M.Com
Expertise in specific functional area	He is qualified Company Secretary with Bachelor's degree in Law. Currently, he is working as a practitioner and providing his professional services to many corporates. With a strong foundation in company law, regulatory compliance, and financial management, Mr. Liladhar Kumawat possesses the strategic vision and governance expertise, his ability to ensure adherence to corporate regulations, along with his extensive experience in advisory services, makes him a valuable addition to any board seeking independent oversight and governance excellence.
Number of shares held in the Company	0
List of the directorships held in other companies	Nil
Number of Board Meetings attended	01
Chairman/ Member in the Committees of the Boards of companies in which he is Director	Chairman of Audit committee Member of Nomination and Remuneration committee
Relationships between Directors inter-se	None



SILGO RETAIL LIMITED

CIN: L36911RJ2016PLC049036

ANNEXURE A

The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them / Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees

Sr.No.	Name of the Proposed Allottee	Category	Promoter / Non Promoter	Natural person who are / is the ultimate beneficial owners / who control the proposed allottees	No. of Equity Shares to be allotted	Pre-Issue Shareholding (as on Relevant Date)		Post Issue shareholding pattern (on fully diluted basis)	
						No. of shares held	%	No. of shares held	%
1.	Preeti Mahapatra	Individual	Non-Promoter	NA	27,25,000	Nil	-	14,98,75000	11.08
2.	Pinnacle Equities Private Limited	Body Corporate	Non-Promoter	Pawan Kumar Mishra & Harsh Kumar Sethi	10,90,000	Nil	-	5,99,50,000	4.43
3.	Nikhil Jain	Individual	Non-Promoter	NA	5,45,455	Nil	-	3,00,00,025	2.22
4.	Anita Gupta	Individual	Non-Promoter	NA	363636	Nil	-	1,99,99,980	1.48
5.	Om Prakash Gupta	Individual	Non-Promoter	NA	363636	Nil	-	1,99,99,980	1.48
6.	Chhavi Lalit Agarwal	Individual	Non-Promoter	NA	1,00,000	Nil	-	55,00,000	0.41
7.	Kashmiri Lalit Agarwal	Individual	Non-Promoter	NA	1,00,000	Nil	-	55,00,000	0.41
8.	Lalit Agarwal	Individual	Non-Promoter	NA	1,00,000	Nil	-	55,00,000	0.41
9.	Lalit Krishan Agrawal	Individual	Non-Promoter	NA	1,00,000	Nil	-	55,00,000	0.41
10.	Meenakshi Agrawal	Individual	Non-Promoter	NA	1,00,000	Nil	-	55,00,000	0.41
11.	Rajesh Kumar Agrawal HUF	HUF	Non-Promoter	Rajesh Kumar Agrawal	1,00,000	Nil	-	55,00,000	0.41
12.	Rajesh Kumar Agrawal	Individual	Non-Promoter	NA	1,00,000	Nil	-	55,00,000	0.41
13.	Shruti Agarwal	Individual	Non-Promoter	NA	1,00,000	Nil	-	55,00,000	0.41
14.	Sharda Devi	Individual	Non-Promoter	NA	1,00,000	Nil	-	55,00,000	0.41
15.	Shailesh Chimanlal Agarwal	Individual	Non-Promoter	NA	1,00,000	Nil	-	55,00,000	0.41

Regd. Office: B-11, Mahalaxmi Nagar, Jawahar Lal Nehru Marg, Jaipur 302 017, (Rajasthan) INDIA

Phone No. : +91 7055570555 / Email : info@silgo.in / Website : www.silgo.in