



SILGO RETAIL LIMITED

CIN: L36911RJ2016PLC049036

SIL/JAI/2025-26

Date: July 22, 2025

To,
National Stock Exchange of India Limited (NSE)
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai- 400051

NSE SYMBOL: SILGO

Subject: Outcome of Board Meeting held on July 22, 2025 pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of Silgo Retail Limited ("the Company") at its meeting held today, i.e., July 22, 2025, has inter alia:

1. Considered and approved the proposal for alteration of the Articles of Association of the Company, subject to the approval of shareholders, to empower the Company to raise funds through the issue of warrants or other convertible securities, in compliance with the applicable provisions of the Companies Act, 2013 and other relevant laws and regulations.
2. Considered and approved the proposal for increase in the Authorized Share Capital of the Company from Rs. 25,00,00,000 (Rupees Twenty-Five Crores) to Rs. 45,00,00,000 (Rupees Forty-Five Crores) and, consequently approved the alteration of Clause V of the Memorandum of Association of the Company (MOA) to reflect the increased capital, subject to the approval of the shareholders.
3. Considered and approved the proposal for alteration of the Main Object Clause of the Memorandum of Association of the Company (MOA) to align it with the Company's current and proposed business activities, subject to the approval of the shareholders.
4. Considered and approved the proposal to raise funds through offer and issuance of upto 27,12,000 (Twenty-Seven Lakhs Twelve Thousand) Equity Shares of face value of Rs.10/- each at an issue price of Rs. 56.25 (including a premium of Rs. 46.25 per share), determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Companies Act, 2013, as amended from time to

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time, for cash consideration aggregating upto Rs. 15,25,50,000 (Rupees Fifteen Crores Twenty-Five Lakhs Fifty Thousand only) on preferential basis to the investors as disclosed in **Annexure A1**, subject to the approval of the shareholders of the Company and such other regulatory/statutory approvals as may be required.

5. Considered and approved the proposal to raise funds through offer and issuance of upto 1,75,00,000 (One Crore Seventy-Five Lakhs only) Warrants, fully convertible into, or exchangeable, at an option of Proposed Allottees, within a maximum period of 18 (eighteen) months from the date of allotment of Warrants into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- each at an issue price of Rs.56.25 (including a premium of Rs. 46.25 per share), determined in accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, for an aggregate consideration of upto Rs. 98,43,75,000 (Rupees Ninety-Eight Crores Forty-Three Lakh Seventy-Five Thousand Only) on preferential basis, to the investors as disclosed in **Annexure B1**, subject to the approval of the shareholders of the Company and such other regulatory/statutory approvals as may be required.
6. Approved convening of the 10th Annual General Meeting ("AGM") of the Members of the Company on **Wednesday, August 20, 2025** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), and in this regard:
 - Approved the draft Notice of the 10th AGM to be held on August 20, 2025.
 - Approved and considered the Board report for the year ended March 31, 2025.
 - Approved and considered the Draft Annual report for the year ended March 31, 2025
7. Approved as the cut-off date Friday 25 July 2025 for dispatch of the Notice of the 10th Annual General Meeting ("AGM") to the eligible shareholders, and fixed Friday 15th August 2025, as the cut-off date for determining the eligibility of members for remote e-voting in accordance with Section 108 of the Companies Act, 2013 and Regulation 44 of the SEBI (LODR) Regulations, 2015.





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8. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, August 14, 2025 to Wednesday August 20, 2025 (both days inclusive) for the purpose of ensuing Annual General Meeting of the Company.
9. Appointed JMJA & Associates LLP, Practising Company Secretaries, as Scrutinizer for scrutinizing the voting process of the above AGM in accordance with the provisions of Companies Act, 2013, and applicable rules made thereunder.

Details required under the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 are annexed herewith as follows:

- i. **Annexure A** – Preferential Issue of Equity Shares
- ii. **Annexure B** – Preferential Issue of Convertible Warrants
- iii. **Annexure C** - Amendments to Memorandum of Association of the Company, in brief
- iv. **Annexure D** – Amendments to the Articles of Association of the Company, in brief

The Meeting of the Board commenced at 12:30 P.M. and concluded at 05:40 P.M.

The above details are also available at the website of the Company at www.silgo.in.

Kindly take the above information on your record.

Thanking You.

Yours faithfully,

For and on Behalf Of
SILGO RETAIL LIMITED



TRIPTI SHARMA
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO.: A52232

Encl: As above

Annexure A

Details required under the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024

Issue of Equity Shares on preferential basis

Sr. No.	Particulars	Information
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Issue of Fully paid-up Equity Shares of the Company
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable laws.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	The Company proposes to issue up to 27,12,000 (Twenty-Seven Lakhs Twelve Thousand) Equity Shares of face value of Rs. 10/- each at an issue price of Rs. 56.25 (including a premium of Rs. 46.25 per share) determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018. The aggregate issue size shall be up to Rs. 15,25,50,000 (Rupees Fifteen Crores Twenty-Five Lakhs Fifty Thousand only).
Additional details in case of Preferential Issue:		
4.	Name of the Investors	As attached in Annexure A1
5.	Post allotment of securities – outcome of the subscription	Details of the shareholding of the Proposed Allottees in the Company, prior to and after the Preferential Issue, are given under Annexure A2
6.	Issue price/ allotted price (in case of convertibles)	Equity Shares are proposed to be issued at a price of Rs. 56.25 (including a premium of Rs. 46.25 per share), which is the price determined in accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as on the Relevant Date being July 21, 2025
7.	Number of investors	8
8.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not applicable



9.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable
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Annexure A1

List of Proposed Allottees – Equity Shares

Sr. No.	Name of the person/entity	Category	Maximum number of equity shares proposed to be issued	Total amount (in Rs.)
1.	Trivendra Singh Khangarot	Non-Promoter	5,33,000	2,99,81,250
2.	Roshan Kala	Non-Promoter	89,000	50,06,250
3.	Garima Taneja	Non-Promoter	1,78,000	1,00,12,500
4.	Rajni Taneja	Non-Promoter	1,78,000	1,00,12,500
5.	Surinder Baweja	Non-Promoter	89,000	50,06,250
6.	Nishi Kala	Non-Promoter	89,000	50,06,250
7.	Sonal Kala	Non-Promoter	89,000	50,06,250
8.	Harihara Jagannath Mahapatra	Non-Promoter	15,00,000	8,43,75,000
	TOTAL		27,45,000	15,44,06,250

Annexure A2

Details of the shareholding of the Proposed Allottees in the Company, prior to and after the entire Preferential Issue

Sr. No.	Proposed Allottees	Pre-preferential shareholding		Post-preferential shareholding	
		No. of shares held	%	No. of shares held	%
1.	Trivendra Singh Khangarot	Nil	-	5,33,000	1.22
2.	Roshan Kala	Nil	-	89,000	0.20
3.	Garima Taneja	Nil	-	1,78,000	0.41
4.	Rajni Taneja	Nil	-	1,78,000	0.41
5.	Surinder Baweja	Nil	-	89,000	0.20
6.	Nishi Kala	Nil	-	89,000	0.20
7.	Sonal Kala	Nil	-	89,000	0.20
8.	Harihara Jagannath Mahapatra	Nil	-	15,00,000	3.44



Annexure B

Details required under the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024

Issue of Fully Convertible Warrants on Preferential Basis

Sr. No.	Particulars	Information
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Fully Convertible Warrants ("Warrants") each convertible into one fully paid-up Equity Share of the Company
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable laws.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	The Company proposes to issue up to 1,75,00,000 (One Crore Seventy-Five Lakhs only) fully convertible warrants each convertible into one Equity Share of face value of Rs. 10/-, at an issue price of Rs. 56.25 (including a premium of Rs. 46.25 per share) determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018. The aggregate issue size shall be up to Rs. 98,43,75,000 (Rupees Ninety-Eight Crores Forty-Three Lakh Seventy-Five Thousand Only).
Additional details in case of Preferential Issue:		
4.	Name of the Investors	As attached in Annexure B1
5.	Post allotment of securities – outcome of the subscription	Details of the shareholding of the Proposed Allottees in the Company, prior to and after the Preferential Issue, are given under Annexure B2
6.	Issue price/ allotted price (in case of convertibles)	Equity shares arising on conversion of warrants are proposed to be issued at a price of Rs. 56.25 (including a premium of Rs. 46.25 per share) per Equity Share, which is the price determined in accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as on the Relevant Date being July 21, 2025. In terms of Payment, 25% of the warrant price payable at the time of subscription/allotment of warrants; the balance 75% payable in one or more tranches on exercising conversion rights.
7.	Number of investors	3
8.	in case of convertibles - intimation on conversion of	Shall be intimated at the time of conversion / lapse.



	securities or on lapse of the tenure of the instrument	Each warrant shall be convertible into one Equity Share of the Company within a period of 18 months from the date of allotment, in one or more tranches, at the option of the warrant holder(s), in accordance with the terms of issuance. Any warrants remaining unconverted at the end of 18 months from the date of allotment shall lapse and no Equity Shares shall be issued against such warrants, and the amount paid to the Company at the time of subscription of such unexercised Warrant(s) shall stand forfeited.
9.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

Annexure B1

List of Proposed Allottees – Fully Convertible Warrants

Sr. No.	Name of the person/entity	Category	Maximum number of Warrants proposed to be issued	Total amount (In Rs.)
1	Harihara Jagannath Mahapatra	Non-Promoter	15,00,000	8,43,75,000
2	Nitin Jain	Promoter	1,30,00,000	73,12,50,000
3	Preeti Mahapatra	Non-Promoter	30,00,000	16,87,50,000
	TOTAL		1,75,00,000	98,43,75,000

Annexure B2

Details of the shareholding of the Proposed Allottees in the Company, prior to and after the entire Preferential Issue

Sr. No.	Proposed Allottees	Pre-preferential shareholding		Post-preferential shareholding (Post conversion of warrants)	
		No. of shares held	%	No. of shares held	%
1.	Harihara Jagannath Mahapatra	Nil	-	15,00,000	3.44
2.	Nitin Jain	1,18,40,649	50.69	2,48,40,649	57.01
3.	Preeti Mahapatra	15,00,000	6.42	45,00,000	10.32



Annexure C

Details required under the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024

Amendments to Memorandum of Association of the listed entity, in brief:

A. Alteration of the Main Object Clause in the Memorandum of Association (MOA)	
Particulars	Details
Type of Amendment	Addition to Main Object Clause of MOA
Details of Amendment	Insertion of new object clause in the MOA to enable the Company to: <ul style="list-style-type: none">– Undertake business activities in the renewable energy sector, including but not limited to generation of solar power, energy storage systems, EPC projects, and related infrastructure development;– Engage in R&D and innovation in clean energy technologies and related fields.
Purpose of Amendment	To align with the Company's strategic plan of diversification into the solar energy and renewable energy business.
B. Alteration of the Clause V in the Memorandum of Association (MOA)-Increase in Authorised Share Capital	
Particulars	Details
Type of Amendment	Increase in Authorised Share Capital
Existing Authorised Capital	Rs. 25,00,00,000 divided into 2,50,00,000 Equity Shares of Rs.10 each
Proposed Authorised Capital	Rs. 45,00,00,000 divided into 4,50,00,000 Equity Shares of Rs. 10 each
Purpose of Amendment	To accommodate the proposed issuance of Equity Shares and Convertible Warrants on preferential basis.



Annexure D

Details required under the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024

Amendments to Articles of Association of the listed entity, in brief:

Alteration of Articles of Association (AOA)	
Particulars	Details
Type of Amendment	Alteration of Articles of Association
Details of Amendment	Insertion of enabling provision(s) in the Articles of Association of the Company to: <ul style="list-style-type: none">– Allow issuance of convertible securities including warrants, which are convertible into equity shares at a future date and other instruments, as may be permitted under applicable laws and regulations from time to time.
Purpose of Amendment	To facilitate the preferential issue of convertible warrants and to ensure that the Articles of Association of the Company explicitly permit such issuances and to provide flexibility for the Company to raise funds in future through convertible securities, as may be permitted under applicable laws.

