



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 4th (FORTH) ANNUAL GENERAL MEETING OF SILGO RETAIL LIMITED (CIN:L36911RJ2016PLC049036) WILL BE HELD ON THURSDAY 14TH NOVEMBER, 2019 AT 2:30 P.M. AT – “B-11, MAHALAXMI NAGAR, J.L.N. MARG, JAIPUR-302017 INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.

2. To consider and approve the appointment of Statutory Auditors of the Company for a term of 5 (five) years from conclusion of 04th Annual General Meeting until the conclusion of the 09th Annual General Meeting and to fix their remuneration and to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with allied rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Audit Committee and Board of Directors of the Company, the appointment of M/s. J K Sarawgi & Company, Chartered Accountants (Firm Registration No.006836C), as Statutory Auditors of the Company for a term of 5(five) consecutive years from the conclusion of 04th (Forth) Annual General Meeting till the conclusion of the 09th(Ninth) Annual General Meeting, be and is hereby approved on a remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the financial year ending March 31, 2020.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

SPECIAL BUSINESSES:

3. Regularisation of Mrs. Anjana Jain (DIN: 01874461) as Non-Executive Director of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an ordinary resolution:

“RESOLVED THAT Mrs. Anjana Jain who was Re-designated as an Additional Director with effect from June 14, 2019 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Non-Executive Director of the Company”

“RESOLVED FURTHER THAT the Board of directors and/or the Company Secretary of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required for the purpose of giving effect to this resolution.”



4. To Approve contact/arrangement for material Related Party Transactions with various related parties.

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) or enactment therefore for the time being in force) and also pursuant to the consent of the member of the Company be and is hereby accorded to the Material Related Party Transactions with all the related parties as mentioned in the explanatory statement as entered by the Company for the financial year 2019-20 of a value of **Rs. 10 crores**.

5. To Issue of 1,600,000 Equity Shares on a Preferential basis.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 23, 42 & 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and in accordance with the provision of Memorandum and Article of Association of the Company, Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation, 2018, as amended from time to time (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended from time to time (“**SEBI LODR Regulations**”), along with provisions of listing agreement entered into with stock exchange and amendment thereto, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers), Regulation, 2011, as amended from time to time (“**SEBI Takeover Regulations**”), any other guidelines and clarification issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India (“**SEBI**”), and subject to all necessary approvals, consents, permission and/or sanctions of Government of India, any other statutory or regulatory authorities, other applicable laws, the consent of the Members of the Company be and is hereby accorded, to create, offer, issue and allot on preferential basis (“**Preferential Issue**”) 16,00,000 (Sixteen Lakh) equity shares of Face value Rs. 10 (Rupees Ten) each, at a price of Rs. 40 (Rupees Forty Only) per share including premium of Rs. 30 (Rupees Thirty Only) per equity share, aggregating to Rs. 6,40,00,000 (Rupees Six Crore Forty Lakh Only) to the following proposed allottees, in one or more than one tranches, provided that the minimum price of the equity share so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR Regulations) for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as the Board may deemed fit in absolute discretion;

Sr. No.	Names of the Proposed allottees	No. of shares	Category of allottee
1	Amar Mukeshbhai Shah (PAN: AQEPS9060L)	3,00,000	Non-Promoter
2	Shah Amar Mukeshkumar HUF (PAN: AARHS6052F)	20,000	Non-Promoter



3	Shah Pareshkumar Babulal HUF (PAN: AACHS5651R)	30,000	Non-Promoter
4	Babulal Vadilal Shah (PAN: ADKPS5217Q)	50,000	Non-Promoter
5	Nitin Jain (PAN: AEDPD6732M)	6,00,000	Promoter
6	Bela Agrawal (PAN: AJIPA1002F)	6,00,000	Promoter
TOTAL		16,00,000	

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares be and is hereby fixed as **15th October, 2019** being date 30 days prior to the date of Annual General Meeting.

RESOLVED FURTHER THAT the aforesaid issue and allotment of the Equity Shares to the Investor shall be made on the following terms and conditions:

- The Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on National Stock Exchange of India Limited (Emerge) and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- The Equity Shares allotted to the Investor shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights);
- The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof;
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Investor;
- The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the Equity Shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- Allotment of Equity Shares shall only be made in dematerialized form;
- The Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of the ICDR Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, filing of requisite documents with the Depositories, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required and effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulatory, or other authorities or agencies involved in or concerned with the issue of the Equity Shares without being required to seek any further consent or approval of the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.

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

Date: 09th October 2019 Place: Jaipur	For Silgo Retail Limited Tripti Sharma (Company Secretary)
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NOTES:

1. The Explanatory Statement pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to the Ordinary Business as set out in Item No. 2 and pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Businesses as set out in Item No. 3, 4 and 5 are annexed hereto. Additional Information, pursuant to Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings") and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of regularization of Mrs. Anjana Jain as Non-executive director in the 04th Annual General Meeting are made part of their respective explanatory statements.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING/ AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED, DULY COMPLETED AND SIGNED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ATTACHED HERewith.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.



3. The proxy holder shall prove his/her identity at the time of attending the Meeting.
4. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.
5. Requisition for inspection of proxies shall be received by the Company in writing from a Member entitled to vote on any resolution at least three days before the commencement of the Meeting.
6. Proxies shall be made available for inspection during the period beginning twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
7. Corporate Members intending to attend the Meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday November 07, 2019 to Thursday, November 14, 2019** (both days inclusive) for the purposes of the Annual General Meeting. Board of Directors has not recommended Final Dividend for the Financial Year 2018-19.
10. The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).

Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

- i. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
- ii. The Registrar & Share Transfer Agent of the Company (R&T Agent) (in case of the shares held in Physical form).

11. Members holding shares in demat mode may kindly note that any request for change of address or change of E-mail ID or change in bank particulars/mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in demat mode.

However, Members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.

12. Members are requested to contact the Company's Registrar & Share Transfer Agent Bigshare Services Private Limited. 1st Floor, Bharat Tin works building, opposite vasant oasis Makwana Road, Marol, Andheri east, Mumbai 400 059. Tel.: (022) 62638200/02 Email id:



admission@bigshareonline.com; Website: www.bigshareonline.com for reply to their queries/redressal of complaints, if any, or contact Ms. Tripti Sharma, Company Secretary at the Registered Office of the Company (Phone No.: +0141-4919655; Email: cs@silgo.in).

13. Members are requested to bring their attendance slip, duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall.

14. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.

15. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar & Share Transfer Agent.

16. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single folio.

17. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent, Bigshare Services Pvt. Ltd.

19. Electronic copy of the Annual Report 2018-19, Notice of the aforesaid AGM of the Company, along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. The physical copies of the Notice of the aforesaid AGM of the Company, along with Attendance Slip and Proxy Form are being sent to the registered address of the Members of the Company who have not registered their e-mail address in the permitted mode.

20. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.

21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made there under, Memorandum and Articles of Association, Agreements entered into between the Company and Executive Directors etc. are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. to 1:00 p.m. and also at the AGM. Also, the Notice for this 04th AGM along with requisite documents and the Annual Report for the financial year 2018-19 shall also be available on the Company's website www.silgo.in



22. AS per Sub rule 2 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, SMEs' are exempted from the provisions of E-voting as given under section 108 of the Companies Act, 2013. Therefore the Company is not providing the option of E-Voting.

23. Only those Members, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of voting at the AGM through Poll/Ballot Paper.

24. The Company has appointed **Mr.Sharat Kumar Shetty, Practicing Company Secretary** as the Scrutinizer to scrutinize the voting and process for the Annual General Meeting in a fair and transparent manner.

25. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of Poll/ Ballot Paper for all those Members who are present at the AGM.

26. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the AGM.

27. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.silgo.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed.

Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Head Office.

28. The Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting is Friday, October 11, 2019.

29. The route map showing directions to reach the venue of the Meeting is annexed.

30. A Minor shall not be appointed as a Proxy. The proxy of a member, who is blind or incapable of writing may be accepted if such member has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address, provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the member before he attached his signature or mark.

31. The proxy of a member who does not know English may be accepted if it is executed in the manner given above and the witness certifies that it was explained to the member in the language known to him, and gives the member's name in English below the signature.

Date: 09th October, 2019
Place: Jaipur

For Silgo Retail Limited
Tripti Sharma
(Company Secretary)



Explanatory statement pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Item No. 2

APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS.

In terms of Section 139 of the Companies Act, 2013("the Act") and the Companies (Audit and Auditors) Rules, 2014, made there under, the term of the present Statutory Auditors of the Company, M/s. J K Sarawgi & Company, Chartered Accountants (ICAI Firm Registration No.0006836C) will be concluded at the end of this 04th Annual General Meeting (AGM). The Company is required to appoint Auditor for a period of five years to hold office from the conclusion of 04th AGM till the conclusion of 09th AGM to be held in the financial year 2023-24. The Board of Directors of the Company, after considering the recommendations of the Audit Committee, has recommended the appointment of M/s. J K Sarawgi & Company, Chartered Accountants (ICAI Firm Registration No. 0006836C) as Statutory Auditors of the Company for a term of five years from conclusion of 04th AGM to be held in the financial year 2019-20 to conclusion of 09th AGM of the Company to be held in the financial year 2023-24, for the approval of the Members.

M/s. J K Sarawgi & Company, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made there under. The basis of recommendation for appointment and brief profile and credentials of M/s. J K Sarawgi & Company are mentioned below:

"M/s. J K Sarawgi & Company, a firm of Chartered Accountants has over 20 years standing with multi industry experience. They have various clientele across industry i.e., cement, power, engineering, textile, sugar, construction, banking and financial sector. The firm is acting as auditors to various companies listed on the Stock Exchanges."

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. J K Sarawgi & Company, Chartered Accountants as the Statutory Auditors of the Company for the aforesaid term at a remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the financial year ending March 31, 2020."

The remuneration payable to the statutory auditors shall be exclusive of applicable taxes and all out of pocket expenses as may be incurred by the statutory auditor in course of their audit.

Pursuant to requirement of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of proposed fees payable to the statutory auditors for the financial year 2019-20 is mentioned below:

Type	Period	Amount
Statutory Audit of standalone and consolidated financial statements including audit of internal financial controls over financial reporting and limited review of quarterly financial results.	For F.Y. 2019-20	Rs. 50,000/-

None of the Directors or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 3 of the Notice.

Item No. 3

REGULARISATION OF MRS. ANJANA JAIN AS A NON- EXECUTIVE DIRECTOR OF THE COMPANY.

Mrs. Anjana Jain was re-designated as Additional Director w.e.f. 14th June, 2019 by board of directors of the Company. She was appointed till the date of AGM to be held.

Now, according to provisions of the Companies Act, 2013, approval of Members is required for the purpose of regularizing her appointment as Director of the Company.

Therefore, The Directors commend the Resolutions for acceptance by the Members.

None of the Directors of the Company are interested in the resolution .

Brief Profile of Mrs. Anjana Jain, Non-executive director, pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, is provided in the table below:

Name:	Anjana Jain
Address:	S-42, Adinath Nagar, Opposite World trade park, J.L.N. Marg, Jawahar Circle, Jaipur Rajasthan 302018
Date of Birth:	16.12.1975
Contact No & Email ID:	+91-9829054027; anjanajain1612@gmail.com
Qualification:	Bachelor of Arts from Rajasthan University
Current Occupation	Freelancer
Experience:	She is Executive director in Silgo Creation (Jaipur) Pvt. Ltd. since 02/07/2005; Executive director in Glamo Retail Pvt. Ltd. since 27.08.2015;

**Item No. 4****TO APPROVE CONTACT / ARRANGEMENT FOR MATERIAL RELATED PARTY TRANSACTIONS WITH VARIOUS RELATED PARTIES.**

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions. Proviso to Section 188 provides that nothing contained in sub-section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on an arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the following contracts /arrangements/ transactions are material in nature and require approval of unrelated shareholders of the Company by an Ordinary Resolution:

Sr. No.	Name of Related Party	Relationship	Maximum Value of Transactions per annum (Rs. in Crore)	Nature and Material Terms/Particulars of the contract or arrangement
1	M/s Creative Jewellery	One Director is interested as he is proprietor of this entity.	10.00	Sale and Purchase

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Further as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company shall not participate or vote on this resolution.

The Board recommends this resolution set out in Item No. 04 of this notice for approval of the members. Mr. Nitin Jain is interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

Item No. 5**TO ISSUE OF 1,600,000 EQUITY SHARES ON A PREFERENTIAL BASIS**

The Company is engaged in the business of designing, manufacturing, retailing and wholesale of silver jewellery. The Company deals in silver jewellery and offer a wide variety of designs to suit the preference of the end customers. With regional diversity of tastes and preferences, the Company has diverse portfolio of ornaments and jewellery to suit the taste and preference of one and all.



As per Sections 23, 42, 62 of the Companies Act, 2013 read with rules thereunder and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), consent of the Members of the Company by way of a Special Resolution is required for allotment of Equity Shares on preferential basis.

The Board of Directors of the Company has approved the issue of 16,00,000 (Sixteen Lakh) equity shares to the allottees on preferential basis, at its meeting held on Wednesday, October 09, 2019. The Company proposes to create, issue, offer and allot 16,00,000 (Sixteen Lakh) equity shares of Face value Rs. 10 (Rupees Ten) each, at a price of Rs. 40 (Rupees Forty Only) per share including premium of Rs. 30 (Rupees Thirty Only) per equity share, aggregating to Rs. 6,40,00,000 (Rupees Six Crore Forty Lakh Only), entitling the allottees to subscribe to the Equity Shares of the Company, for which approval of the Members is being sought.

In terms of the provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, the following disclosures are provided below:

a) Objects of the Preferential Issue;

The Company shall utilize the proceeds from preferential issue for working capital requirements and general corporate purposes.

b) Particulars of the offer including date of passing of Board resolution;

The Company proposes to create, issue, offer and allot 16,00,000 (Sixteen Lakh) equity shares of Face value Rs. 10 (Rupees Ten) each, at a price of Rs. 40 (Rupees Forty Only) per share including premium of Rs. 30 (Rupees Thirty Only) per equity share, aggregating to Rs. 6,40,00,000 (Rupees Six Crore Forty Lakh Only), entitling the allottees to subscribe to the Equity Shares of the Company, for which approval of the Members is being sought.

The Board of Directors of the Company has approved the issue of 16,00,000 (Sixteen Lakh) equity shares to the allottees on preferential basis, at its meeting held on Wednesday, October 09, 2019.

c) Kinds of securities offered and the price at which security is being offered;

16,00,000 (Sixteen Lakhs) Equity shares ranking pari-passu in all respect including dividend with the existing equity shares of the Company are being offered at Rs. 40/- (Rupees Forty Only) including premium of Rs. 30/- (Rupees Thirty Only) per equity share.

d) Basis or justification for the price (including premium, if any) at which offer or invitation is being made;

The price of Rs. 40 per Equity Share to be issued on preferential basis, has been determined in accordance with the SEBI (ICDR) Regulations, which is not less than higher of the following:

- i. the average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE Emerge during the twenty six weeks preceding the Relevant Date; or
- ii. the average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on NSE Emerge during the two weeks preceding the Relevant Date.



The price has been determined on the basis of the price of the Equity Shares of the Company available on the NSE Emerge having highest trading volume during the preceding twenty-six weeks prior to the Relevant Date.

e) Amount which the company intends to raise by way of such securities;

The Company intends to raise Rs. 6,40,00,000 (Rupees Six Crore Forty Lakhs Only).

f) Proposed time schedule;

In terms of the SEBI (ICDR) Regulations, the Company shall complete allotment of Equity Shares pursuant to this Resolution within a period of 15 (fifteen) days from the date of passing of this Resolution by the members of the Company, provided that where the allotment of equity shares is subject to any approval or permission from any statutory or regulatory authority, the period of fifteen days shall be counted from the date of receipt of such approval or permission, as the case may bear such other extended period as may be permitted under applicable SEBI (ICDR) Regulations, as amended from time to time.

g) The size of issue and number of equity shares to be issued and nominal value of each equity share;

16,00,000 (Sixteen Lakhs) Equity shares shall be offered at Rs. 40/- (Rupees Forty Only) including premium of Rs. 30/- (Rupees Thirty Only) per equity share.

h) The manner of issue of equity share;

Equity Shares shall be offered to the proposed allottees through preferential issue.

i) Voting Rights;

Equity shares shall rank pari-passu in all respect including dividend with the existing equity shares.

j) Relevant date with reference to which the price has been arrived at;

The Relevant Date in terms of SEBI (ICDR) Regulation for determining the minimum price is 15th October, 2019 which is 30 (Thirty) days prior to the date of Annual General Meeting, i.e. 14th November, 2019.

k) The class or classes of persons to whom the allotment is proposed to be made;

The entire allotment is proposed to be made to 4 Non-Promoter Shareholders and 2 promoters, Mrs. Bela Agrawal and Mr. Nitin Jain.

l) Intention of promoters, directors or key managerial personnel to subscribe to the offer;

Mr. Nitin Jain and Mrs. Bela Agrawal, Promoters of the Company intends to subscribe to the Equity Shares offered under the Preferential issue. No shares being offered to any other promoter and Promoter Group Companies, Directors, KMP or relative of Directors or KMP of the Company.

m) The names of the proposed allottees and the percentage of pre and post preferential offer capital that may be held by them;



Names of Proposed Allottees	Before Preferential Issue		After Preferential Issue	
	No. of equity shares held	% of shareholding	No. of equity shares held	% of shareholding
Nitin Jain (PAN: AEDPD6732M)	18,54,700	36.61	24,54,700	36.82
Bela Agrawal (PAN: AJIPA1002F)	18,54,700	36.61	24,54,700	36.82
Amar Mukeshbhai Shah (PAN: AQEPS9060L)	--	--	300,000	4.50
Shah Amar Mukeshkumar HUF (PAN: AARHS6052F)	--	--	20,000	0.30
Shah Pareshkumar Babulal HUF (PAN: AACHS5651R)	--	--	30,000	0.45
Babulal Vadilal Shah (PAN: ADKPS5217Q)	--	--	50,000	0.75

n) Identity of the natural persons who are ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottees;

The details of the Proposed Allottees are as per the following table. No change in control or management shall occur consequent to the proposed preferential issue of Equity Shares.

Name & Address of the Proposed allottee	Category (Promoter /Non-Promoter)	Names of Ultimate Beneficial Owners of the proposed allottee(s)	% of shareholding post Preferential issue
Shah Amar Mukeshkumar (HUF) (PAN: AARHS6052F) (Address: C-204, Vrajvihar, Opp. New Auda Lane, Near Indraprastha, 6, Prahladnagar Satellite, Ahmedabad – 380015)	Non-Promoter	<ul style="list-style-type: none"> Amar Mukeshbhai Shah Hiral Amar Shah Jinay Amar Shah Hiyansh Amar Shah 	0.30
Shah Pareshkumar Babulal (HUF) (PAN: AACHS5651R) (Address : Adinath Malinath Flat Area, Opp. Alankar Tokij, Opp. Simandhar Derasar, Surendranagar – 363001)	Non-Promoter	<ul style="list-style-type: none"> Pareshkumar Babulal Shah Beena Paresh Shah Pratik Paresh Shah Vidhi Paresh Shah Mirali Pratik Shah 	0.45

Rest of the allottees are natural persons. So they shall be the direct beneficial owners of the equity shares.

o) the change in control, if any, in the company that would occur consequent to the preferential offer;

There shall be no change in control pursuant to the preferential offer of equity shares.

p) the 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;

The Company has not allotted any securities on preferential basis during the year.

q) The pre and post issue shareholding pattern of the company in the following format;

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	3710000	73.23	4910000	73.66
	Bodies corporate	-	-	-	-
	Sub-total	3710000	73.23	4910000	73.66
2	Foreign promoters	-	-	-	-
	sub-total (A)	3710000	73.23	4910000	73.66
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institution	-	-	-	-
	Private corporate bodies	114000	2.25	114000	1.71
	Directors and relatives	-	-	-	-
	Indian public	1242000	24.52	1642000	24.63
	others (including NRIs)	-	-	-	-
	Sub-total (B)	1356600	26.78	1756000	26.34
	GRAND TOTAL	5066000	100	6666000	100

Above shareholding pattern is based on the details as on 04th October, 2019.

r) Auditors' Certificate;

The Auditors' Certificate certifying that the issue is being made in accordance with the requirements of SEBI (ICDR) Regulations, shall be kept open for inspection by the Members at the Registered Office of the Company on all working days between 10.30AM to 1.00 PM upto 14th November, 2019 being the date on which the above resolution shall be deemed to have been passed, if approved by the requisite majority.

s) Undertakings: In terms of SEBI (ICDR) Regulations, the Company hereby undertakes that:

- It shall re-compute the price of the securities specified above in terms of the provision of these Regulations where it is required to do so.



- ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these Regulations, the securities specified above shall continue to be locked-in till the time such amount is paid by the allottees.

t) Lock in period;

The Equity Shares being allotted shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

- u) Neither the Company nor any of its Directors, KMP or promoters are wilful defaulters or Fugitive Economic Offender.
- v) In accordance with the ICDR Regulations, all the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form only;
- w) No person belonging to the promoters / promoter group have sold any Equity Shares of the Company during the 6(Six) months preceding the Relevant Date;
- x) Valuation requirement is not applicable as the securities are proposed to be issued for cash consideration;

The Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Shares to the allottees. The Board recommends passing of the resolution contained above of the accompanying notice.

None of the Directors and Key Managerial Personnel (KMP) of the Company and/or their relatives are concerned or interested, financially or otherwise, in the above resolution except Mr. Nitin Jain and Mr. Bela Agrawal who are Directors of the Company and shall subscribe the preferential issue.

Date: 09th October, 2019 Place: Jaipur	For Silgo Retail Limited Tripti Sharma (Company Secretary)
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**SILGO RETAIL LIMITED**

CIN: [L36911RJ2016PLC049036]

Regd. Off.: B-11, Mahalaxmi Nagar, Jawaharlal Nehru Marg, Jaipur-302017, Rajasthan

Tel. No. [0141-4919655], E-mail ID: [info@silgo.in], Website: [www.silgo.in]

ATTENDANCE SLIP

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No. of Shares held	
Name of the Proxy / Authorised Representative, if any	

I / We hereby record my / our presence at the 4th Annual General Meeting of the Company held on Thursday, 14th day of November, 2019 at 11:00 A.M. at B-11, Mahalaxmi Nagar, JLN Marg, Jaipur-302017 Rajasthan, India

Signature of Shareholder/ Proxy/ Authorised Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.



Proxy Form
FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of Company: SILGO RETAIL LIMITED

CIN: L36911RJ2016PLC049036

Regd. Off.: B-11, Mahalaxmi Nagar, Jawaharlal Nehru Marg, Jaipur-302017, Rajasthan, India

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / DP ID & Client ID	

I / We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:	Address:
	E-mail Id:	Signature:

Or failing him/her

2.	Name:	Address:
	E-mail Id:	Signature:

Or failing him/her

3.	Name:	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 14th day of November, 2019 at 11:00 A.M. at B-11, Mahalaxmi Nagar, J.L.N. Marg, Jaipur- 302017, Rajasthan, India and at any adjournment thereof in respect of such resolution as is/are indicated below:-

Item No.	Resolution(s)	Optional**	
		For	Against
	Ordinary Business		
1	To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.		



Item No.	Resolution(s)	Optional**	
2.	To consider and approve the appointment of Statutory Auditors of the Company for a term of 5 (five) years from conclusion of 04 th Annual General Meeting until the conclusion of the 09 th Annual General Meeting and to fix their remuneration thereon.		
Special Business			
3.	Regularisation of Mrs. Anjana Jain (DIN: 01874461) as Non-Executive Director of the Company		
4.	To Approve contact/arrangement for material Related Party Transactions with various related parties.		
5.	To Issue of 1,600,000 Equity Shares on a Preferential basis		

Signed this day of, 2019

Affix Re.1
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s):

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. **This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ROUTE MAP OF AGM VENUE

