



SILGO RETAIL LIMITED



ANNUAL REPORT 2020





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Corporate Profile



Company Name: SILGO RETAIL LIMITED

CIN: L36911RJ2016PLC049036

ISIN: INE01II01013

Investor Relation Mail Id: info@silgo.in

Stock Exchange details: National Stock Exchange of India Ltd. (NSE)

REGISTERED OFFICE:

B-11, Mahalaxmi Nagar, Jawaharlal Nehru Marg,

Jaipur-302017, Rajasthan

Tel. No.: 0141-4919655

Board of Directors:

Mrs.BelaAgrawal	Chairperson & Whole-time Director
Mr.Nitin Jain	Managing Director
Mrs.Anjana Jain	Non-executive Director
Mr.Gopal Singh	Non-executive Independent Director
Mr.Shalabh Gupta	Non-executive Independent Director

Other Key Managerial Personnel:

Mr.Vaibhav Khandelwal	Chief Financial Officer
Ms.Tripti Sharma	Company Secretary & Compliance Officer

REGISTRAR AND SHARE TRANSFER AGENT:

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis MakwanaRoad,Moral,

Andheri- East, Mumbai – 400059, Maharashtra

BANKERS

State Bank of India Limited,

IBB Branch, Jaipur

ICICI Bank Limited,

Johari Bazar, Jaipur

STATUTORY AUDITORS

J K SARAWGI & COMPANY

Chartered Accountants

B-51, Subhash Nagar, Jaipur

Rajasthan-302016

INTERNAL AUDITORS

SNEHA AGARWAL & COMPANY

Chartered Accountants

35, Shree Shyam Villa, Lohiya Colony,

Vaishali Nagar, Jaipur, Rajasthan-302021

SECRETARIAL AUDITORS

PAYAL AGARWAL

Company Secretary,

Plot No-8, Moti Nagar, Jhotwara

Jaipur, Rajasthan-302012

AUDIT COMMITTEE

Mr.Gopal Singh- Chairperson

Mr.Shalabh Gupta

Mr.Nitin Jain

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Mrs.Anjana Jain- Chairperson

Mr.Shalabh Gupta

Mr.Gopal Singh

NOMINATION & REMUNERATION COMMITTEE

Mr.Shalabh Gupta- Chairperson

Mr.Gopal Singh

Mrs.Anjana Jain

Chairperson's Message



Dear Shareholders,

It brings me immense pleasure to put forth the Annual Report of Your Company, Silgo Retail Limited (SILGO), for the financial year 2019-20.

The end of this year was marked by the enormously challenging COVID-19 pandemic, which has fundamentally altered the world and continues to do so. It is difficult to over state our gratitude for workers and many staff members of Your Company. Amidst lockdowns, we are moving resolutely to urgently address these challenges. We are confident that the progress we made during FY 2019-20 put us on the right path to improve the execution of our strategy and drive sustainable profitable growth over the long term.

We are proud of the consistent excellence achieved by Your Company in FY20. When compared with FY19, it is clear SILGO is staying true to its values.

Our jewellery business has quickly emerged as a silver flagship and was an immediate success that redefined the highly fragmented Indian jewellery market by offering products that were premium by design with a strong value proposition in terms of pricing. SILGO is synonymous with trust, purity, style and design.

Although the world is facing tough times ahead, your Company is well-positioned to rise to the occasion. We recognise the benefit of fostering and maintaining strong relationships with our stakeholders through transparent and effective communication and we strive to sustain the established credibility and relationship with them.

FY20 is a testament of the brilliant work of your Company' steam members, and their never-ending dedication to providing the finest jewellery, retaining the trust of customers, and looking forward to the future with optimism and innovation. As we move forward into our next year, may you and your family stay safe and healthy!

**Best Regards,
Bela Agrawal**

Managing Director's Message



My Dear Shareholders,

It is a matter of pride and pleasure to present yet another year of growth and success of Silgo Retail Limited (SILGO). Our operating revenues grew by about 31.17 % to '28.41 Crores from '21.67 Crores. On the operations front, our capacity utilization continues to be in the 52%-55% range over the last year. We are proud of the consistent excellence achieved by Your Company in FY20. It gives me immense pleasure to place before you, the 5th (Fifth) Annual Report of the Company for the year 2019-20.

We are presently in an era of economic slowdown, regulatory reforms, trade wars between various countries, apart from this COVID - 19 pandemic

situation, this tells us how quickly and profoundly our world has changed, that when we look back at the year gone by, it feels like a different era altogether. As the pandemic spread, our priority was to safeguard ourselves, our family and the health and well-being of our employees.

India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country. The sector is witnessing changes in customer preferences due to adoption of western lifestyle and their demand for new designs and varieties in jewellery.

We remained robust and resilient in an ever-changing and challenging business environment, and stayed focused on our legacy of contributing to the growth of the country by delivering value to our shareholders. SILGO, the jewellery business recorded its exciting performance during the year with growth in revenue and net profit. Product design and quality and innovation continue to be a key differentiator. Excellence comes from our superlative quality in Silver Jewellery. Our excellence also comes from stringent quality control processes and manufacturing and operations, which have enabled us to set new standards for style, quality, design and elegance.

I feel pleasure to share an update of your Company's performance for 2019-20, a year of great achievements wherein we continued to demonstrate our proficiency and determination in achieving operational excellence and financial soundness. This performance was possible due to effective cost management of business, better price realization and aggressive marketing of its products through e-commerce mode.

Before I conclude, I would like to place on record my heartfelt gratitude to all our employees and our sincere thanks to Bankers, NSE, and all our shareholders and our precious clients who have extended their valuable support and confidence in the Company. With your continued support and trust, we have begun our journey of being valued silver jewellery and articles manufacturing brand.

With Warm Regards,
NITIN JAIN

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 5th(FIFTH) ANNUAL GENERAL MEETING OF SILGO RETAIL LIMITED (CIN:L36911RJ2016PLC049036) WILL BE HELD ON WEDNESDAY 3rd AUGUST, 2020 AT 2:30 P.M. IST THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Anjana Jain (DIN: 01874461), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES:

3. To Increase the Authorized Share Capital of the Company.

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

“RESOLVED THAT pursuant to Section 61 read with Section 64 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) divided into 75,00,000 (Seventy Five Lakh) equity shares of Rs.10 each to Rs.11,00,00,00,00/- (Rupees Eleven Crores only) divided into 1,10,00,000 (1 Crore ten Lakhs) equity shares of Rs.10 each by creation of new 35,00,000 equity shares of Rs.10/- each ranking paripassu with the existing Equity shares of company.”

“RESOLVED FURTHER THAT any director of the company or the Company Secretary of the Company, be and are hereby authorized to file, sign, verify and execute all such e-forms, papers or documents as may be required, and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

4. Alteration in the Capital Clause of Memorandum of Association

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

“RESOLVED THAT pursuant to Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the company be and is hereby accorded to substituting the existing clause V of Memorandum of Association of the Company with the following Clause:

V. “The Authorized Capital of the Company is Rs.11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs.10 each.”

“RESOLVED FURTHER THAT any director of the company or the Company Secretary of the Company, be and are hereby authorized to file, sign, verify and execute all such e-forms, papers or documents as may be required, and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

5.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 an 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 2020-21 of a value of Rs. 10 crores.

Date: 25 June 2020 Place: Jaipur	For Silgo Retail Limited Tripti Sharma (Company Secretary) M. No. A52232
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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Businesses asset out in Item No. 3, 4 and 5 are annexed hereto and pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure

Requirements)Regulations, 2015 (“SEBI Listing Regulation”). Additional Information, pursuant to Para1.2.5 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 re-appointment of Mrs. Anjana Jain as Non-executive director, who retires by rotation in the 5thAnnual General Meeting are made part of their respective explanatory statements.

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI Listing Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 5th AGM of the Company is being held through VC / OAVM.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@silgo.in with a copy marked to helpdesk.evoting@cdslindia.com..
6. The Register of Members and Share Transfer Books of the Company will remain closed from 27th July, 2020 to 3rd August, 2020 (both days inclusive) for the purposes of the Annual General Meeting. Board of Directors has not recommended Final Dividend for the Financial Year 2019-20.
7. 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).

8. 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).
9. 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.
10. Members are requested to contact the Company's Registrar & Share Transfer Agent Bigshare Services Private Limited ("Bigshare" or "Registrar & Share Transfer Agent") having address at 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).
11. To support the "Green Initiative" Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare in case the shares are held by them in physical form. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.silgo.in, website of the Stock Exchanges i.e. National Stock Exchange of India Limited "Emerge Platform" and on the website of CDSL www.evotingindia.com.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFS Code, etc., to their

DPs in case the shares are held by them in electronic form and to Bigshare in case the shares are held by them in physical form.

13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. The Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting is Friday, 26th June, 2020.
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. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("Bigshare") for assistance in this regard.
19. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 31st July, 2020 through Email on info@silgo.in. The same will be replied by/ on behalf of the Company suitably.
20. The Company has appointed Mr. Sharat kumar K Shetty, Proprietor of Sharatkumar K Shetty & Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the voting and process for the Annual General Meeting in a fair and transparent manner.
21. 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 e-voting for all those Members who are present at the AGM through Video Conferencing.

22. 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.
23. 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.
24. Pursuant to Section 108 of Companies Act, 2013 read with rules made there under and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing e-voting facility to its Members to exercise their votes electronically on the item of business given in the Notice through the electronic voting service facility provided by CDSL.
25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- i. The voting period begins on Friday, July 31, 2020 at 9.00 A.M. and ends on Sunday, August 2, 2020 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd July, 2020 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 AGM 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 AGM.
- ii. The Board of Directors has appointed Sharatkumar K Shetty, Proprietor of Sharatkumar K Shetty & Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

- iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iv. The details of the process and manner for remote e-voting are explained herein below:
- v. The shareholders should log on to the e-voting website www.evotingindia.com
- vi. Click on “Shareholders” module.
- vii. 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.
- viii. Next enter the Image Verification as displayed and Click on Login.
- ix. 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.
- x. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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> <p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>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)</p>

- xi. After entering these details appropriately, click on “SUBMIT” tab.

- xii. 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.
- xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiv. Click on the EVSN for Silgo Retail Limited.
- xv. 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.
- xvi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvii. 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.
- xviii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xix. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xx. 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.
- xxi. 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.
- xxii. 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

xxiii. 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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- I. Shareholder will be provided with a facility to attend the AGM 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.
- II. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
- III. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- IV. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- V. 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.

- VI. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requisition advance atleast 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 AGM 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.
- VII. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E -VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 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 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/RTA email id.
- III. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

Date: 25th June 2020
Place: Jaipur

For Silgo Retail Limited

Tripti Sharma
(Company Secretary)
M. No. A52232

Details of Directors seeking re-appointment at the Annual General Meeting

Name	Anjana Jain
Date of Birth	16.12.1975
Date of Appointment	14.06.2018
Qualifications	Bachelor of Arts from Rajasthan University
Expertise in specific functional areas	Experience in Jewellery Sector
Directorships held in other companies	Silgo Creation (Jaipur) Pvt. Ltd. Glamo Retail Pvt. Ltd. Dormir India Pvt. Ltd. Bihariji Motor Finance Company Pvt. Ltd. SJPL Sports Pvt. Ltd.
No. of meetings of the Board attended during financial year 2019-20	8
Remuneration drawn during the year 2019-20	2.60 Lakhs
Relationships between directors inter-se & Key Managerial Personnel	Spouse of Mr. Nitin Jain Managing Director
Memberships / Chairmanships of committees of other companies	Silgo Retail Limited Nomination and Remuneration Committee Stakeholder Relationship Committee
Number of Shares held in the Company	100 Equity Shares

* Based on disclosures received from Mrs. Anjana Jain.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3 and 4

TO INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENTLY TO ALTER THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

With a view considering the necessity of new long term capital for funding the business operations of the Company, it is proposed to increase the existing Authorised Share Capital of the Company from Rs. 7,50,00,000 to Rs. 11,00,00,000.

Pursuant to Sections 61 of the Companies act, 2013, the consent of the shareholders of the company is required to the proposed increase in the authorised share capital. Accordingly, the Board of Directors of the Company vide its resolution passed at the meeting held on June 25, 2020, has proposed to increase the authorised share capital of the Company and seeks the approval of the members for the same.

In order to reflect the increase Authorised Share Capital of Company and to confirm the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company must be amended.

A draft of the amended Memorandum of Association with the following Clause V will be tabled:

V. "The Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each."

As per section 13 of Companies Act, 2013, the alteration of the memorandum of association of the Company requires the approval of shareholders and accordingly the Board of Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

Item No. 5

TO APPROVE CONTACT/ARRANGEMENT FOR THE RELATED PARTY TRANSACTIONSWITH VARIOUS RELATED PARTIES UNDER SECTION 188 OF COMPANIES ACT, 2013.

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 Audit Committee and Board of Directors have reviewed the said transaction and recommends this resolution set out in Item No. 05 of this notice for approval of the members by ordinary resolution. Mr. Nitin Jain is interested in the said resolution.

None of the other Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Nitin Jain and related parties connected to Mr. Nitin Jain, are concerned or interested.

Date: 25 th June, 2020 Place: Jaipur	For Silgo Retail Limited Tripti Sharma (Company Secretary) M. No. A52232
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DIRECTOR'S REPORT

To,
The Members,
SILGO RETAIL LIMITED

Your Directors are pleased to present the 5th Annual Report on the business of your company together with the Audited Financial results for the year ended March 31, 2020.

FINANCIAL HIGHLIGHTS

Your Company's performance during the year ended 31st March, 2020, as compared to the previous financial year, is summarized as below-

(Rs. In Lacs)		
Particulars	2019-20	2018-19
Income from Operations	2840.35	2167.12
Other Income	2.34	-
Total Income	2842.69	2167.12
Expenditures (Excluding Interest & Depreciation)	2506.03	1970.20
Profit before Interest and Depreciation Tax	336.66	196.92
Less: Depreciation	12.67	9.60
Less: Interest	37.06	-
Profit before Tax	286.93	187.32
Less: Tax Expenses (Including Deferred Tax)	84.22	64.23
Profit After Tax	202.71	123.09

BUSINESS PERFORMANCE AND REVIEW OF OPERATIONS

The turnover of the company during the financial year was Rs. 2,842.69 Lacs. as against last year's Rs. 2,167.12 Lacs. The Net Profit for the year ended March 31, 2020 stood at Rs. 202.59 Lacs.

Revenue from operations grew by 31.06% on y-o-y basis in FY 2019-20 as compared to FY 2018-19. Our margins and performance were remarkable due to increase in prices of final products of the Company. The Company recorded a Net Profit growth of 64.58% in FY 2019-20 on y-o-y basis as compared to FY 2018-19, despite a relatively sluggish industry growth, primarily on account of increase in sales volumes and improved cost efficiencies. Earnings per Share (EPS) stood at Rs. 3.59 for FY 2019-20.

DIVIDEND

During the year under review, the Board of Directors have not recommended any dividend and proposes to put the reserves for enhancing business.

LISTING INFORMATION

The Equity Shares in the Company are continued to be listed with NSE EMERGE Platform and in dematerialized form through depositories in order to eliminate all risks associated with physical shares and for ease of portfolio management. The Listing Fee has been paid to the Stock Exchanges for the year 2020-21. The ISIN No. of the Company is INE01II01013.

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of the business of the Company. Due to Pandemic Covid-19, the Office and factory was shut down from March 22, 2020 to May 25, 2020. Otherwise the company had been working efficiently during the year. In spite of this Global crisis the Board of Directors are pleased to report a good performance of the Company in terms of both financial and operational performance.

TRANSFER TO RESERVES

During the year under review, your directors have not transferred any amount to general reserves.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company is not required to consolidate its financial statements for the year ended March 31, 2020 as the Company does not have any subsidiary, associates and joint ventures companies.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

ORDER OF SEBI, NSE LIMITED

There are no orders received by the company from SEBI and NSE Limited which would impact the listing of company's shares.

PARTICULARS OF LOANS, GUARANTEES, SECURITIES AND INVESTMENTS

Details of investments made by the company have been disclosed in the audited Financial Statements.

The Company has not made any loans to any persons within the meaning of Section 186 and has also not given any guarantees within the meaning of that section.

BORROWINGS

The Company has availed loan of Rs. 8 Crore during the year. The details of such borrowings are disclosed by the company in notes forming part of the company's audited financial statements.

CREDIT RATING

The company has not obtained any rating from any Credit Rating Agency during the year.

CHANGES IN SHARE CAPITAL

As on March 31, 2020, company has its Authorised share capital of Rs. 7.50 crore and there is no change in authorised share capital of the company during the year under review.

The company has increased its paid-up share capital from Rs. 506.6 lacs to Rs. 666.6 lacs by way of preferential allotment of 16 lacs equity shares dated 22nd Nov, 2019, pursuant to section 42 and 62 (1)(c) of the Companies Act, 2013.

The total paid up Equity Share Capital as at March 31, 2020 stood at Rs. 666.6 lacs.

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES AND EQUITY SHARES WITH DIFFERENTIAL RIGHTS

During the year under review, the company has neither issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2020, none of the Directors of the company hold instruments convertible into equity shares of the Company.

DISCLOSURE REGARDING THE DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT

Pursuant to Section 42 and 62 (1)(c) of the Companies Act, 2013 the Company has raised funds by issuing 16 lacs equity shares of Rs. 10 each at a premium of Rs. 30/- per equity share through preferential allotment on 22nd November, 2019.

Pursuant to Regulation 32(7) of SEBI (LODR) Regulations, 2015, the proceeds from such issue have been fully utilized for the stated purpose as per review by the audit committee.

EXTRACT OF ANNUAL REPORT

As required pursuant to section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, (as amended) is furnished in the Form MGT 9.

The Extract of Annual Return is attached herewith as ANNEXURE-I and is displayed on the website of the Company www.silgo.in

SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards. As required under provisions of Section 204 of the Companies Act, 2013, the report in respect of the Secretarial Audit carried out by Ms. Payal Agarwal, Practicing Company Secretary (Membership No. ACS 51523, COP No. 19113), in Form MR-3 for the FY 2019-20 is annexed hereto marked as "Annexure II" and forms part of this Report. The said Secretarial Audit Report being devoid of any reservation(s), adverse remark(s) and qualification(s) etc. does not call for any further explanation(s)/ information or comment(s) from the Board under Section 134(3) (f)(ii) of the Companies Act, 2013.

COST RECORDS

The provisions of section 148(1) of the companies act, 2013 and other applicable rules and provisions are not applicable on the company. Therefore, no cost record has been maintained by the company.

MATERIAL CHANGES AND COMMITMENTS:

While the past performance and current impacts of Covid-19 are material elements to be shared with the investors, it is company's business prospects as seen by the management that matters the most. Following are the changes undergone by the company during the year till date due to this pandemic situation-

1. Impact of COVID-19 on Operations of Business

Due to the impact of COVID19 and in accordance with various initiatives and directions of both central and State(s) Government from time to time including Janta Curfew and subsequent nationwide lock down, the operations of the Company were suspended at its office/showroom/manufacturing unit from March 22, 2020, which has negatively impacted its operations of the Company during last week of March, April and May 2020.

2. Material Impact of COVID -19 on Capital and Financial Position

As on date the company has adequate capital. As regards financial resources, the financial aid announced by government for MSME, if received would definitely help us to survive in near future. This will affect the profitability for the year 2020-21 which will be at lower level because of reduction in sales due to the impact of COVID-19 lockdown and rescission in the market. None of our Assets got impaired due to COVID -19 effects till date. The Company has a sound internal financial reporting and control mechanism and wherever applicable additional controls are being added to address the current situation.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

DETAILS OF DIRECTORS AND KMP WHO WERE APPOINTED AND RESIGNED DURING THE YEAR

The Composition of the Board and Key Managerial Persons of the Company as on March 31, 2020 were as follows:

Sr. No.	Name	Category	Date of Appointment	Date of Resignation
1	Mr. NITIN JAIN	Managing Director	09.01.2016	-----
2	Mrs. ANJANA JAIN	Non-Executive Director	14.06.2018	-----
3	Mrs. BELA AGRAWAL	Whole time Director	14.06.2019	-----
3	Mr. AMIT SURANA	Non-Executive Director	13.12.2018	07.06.2019
4	Mr. SHALABH GUPTA	Non-Executive Independent Director	28.07.2018	-----
5	Mr. GOPAL SINGH	Non-Executive Independent Director	28.07.2018	-----
6	Ms. TRIPTI SHARMA	Company Secretary (Key Managerial Person)	14.06.2018	-----
7	Mr. VAIBHAV KHANDELWAL	Chief Financial Officer (Key Managerial Person)	14.06.2018	-----

Mrs. Bela Agrawal has been appointed as Whole time director on 14.06.2019 and after that Mrs. Anjana Jain has been re-designated as Non- Executive Director on the very same day i.e. 14.06.2019.

RETIRE BY ROTATION

In pursuant to Section 152(6) of the Companies Act 2013, Mrs. Anjana Jain designated as Non-Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting.

DISCLOSURES BY DIRECTORS

The Board of Directors have submitted notice of interest in Form MBP 1 under Section 184(1) as well as intimation by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Code of Conduct of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declarations from each independent director under Section 149(7) of the Companies Act, 2013. The Board after assessing their disclosures confirms that all the Independent Directors of the Company fulfil the conditions of independence specified in the Act and LODR Regulations and are independent of the management of the Company.

None of the Independent Directors serve as an Independent Director in more than the maximum permissible limit on number of directorships as an Independent Director and also has not crossed the maximum tenure of Independent Director. The Board confirms that both the Independent directors are proficient and performing their duties with integrity.

ANNUAL EVALUATION OF BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Board carried out annual evaluation of its own performance, performance of its Committees and evaluation of individual director including independent directors. The independent directors carried out an annual performance of non-independent directors, the Board as a whole and chairperson of the Company. Nomination and Remuneration Committee of the Board of directors evaluated the performance of every director. The performance is evaluated on the basis of number of Board and Committee meetings attended by individual directors, participation of director in the affairs of the company, duties performed by each director, targets achieved by the company during the year. The Board found the evaluation satisfactory and no observations were raised during the said evaluation in current year as well as in previous year.

BOARD MEETINGS AND COMMITTEES OF DIRECTORS

BOARD MEETINGS

The Board of Directors of the Company met eight times during the financial year on 09th April, 2019, 25th May, 2019, 14th June, 2019, 09th Oct, 2019, 14th Nov, 2019, 22nd Nov, 2019, 30th Jan, 2020, 26th March, 2020. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013 (hereinafter “the Act”).

Details of board meeting attended by the directors of the company are provided as under:

Name of Directors	Number of Meetings Attended	Total Meetings held during the F.Y. 2019-20	Last AGM Attended
Mr. Nitin Jain	8	8	Yes
Mrs. Anjana Jain	8	8	Yes
Mrs. Bela Agrawal	5	8	Yes
Mr. Shalabh Gupta	8	8	Yes
Mr. Gopal Singh	8	8	Yes
Mr. Amit Surana	3	8	No

BOARD COMMITTEES

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval.

As on March 31, 2020, the Board has following 3 (Three) Statutory Committees in accordance with Companies Act, 2013:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder Relationship Committee

Details of such committees and its composition and meetings held during the financial year 2019-20 are as under:

AUDIT COMMITTEE

The Committee was constituted by Board of Directors of the Company on August 01, 2018. During the year under review, audit committee met six(6) times i.e. on 08th April, 2019, 24th May 2019 7th June 2019 13th Nov., 2019, 30th Jan. 2020 and 25th March, 2020.

Role of the committee

The role of the Committee, inter-alia, includes oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible; recommendation for appointment, remuneration and terms of appointment of auditors of the company; approval of payment to statutory auditors for any other services rendered by the statutory auditors; reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval; reviewing, with the management, the quarterly/Half yearly financial statements before submission to the board for approval; reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter; reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process; approval or any subsequent modification of transactions of the company with related parties; scrutiny of inter-corporate loans and investments; valuation of undertakings or assets of the Company, wherever it is necessary; reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems and risk management systems; reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board; discussion with internal auditors of any significant findings and follow up there on; to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors; to review the functioning of the Whistle Blower mechanism; approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate; Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Composition & Attendance

Name of the member	Nature of Directorship	Designation in the committee	No. of meetings attended
Mr. Gopal Singh	Non-Executive Independent Director	Chairperson	6 of 6
Mr. Shalabh Gupta	Non-Executive Independent Director	Member	6 of 6
Mr. Nitin Jain	Managing Director	Member	6 of 6

NOMINATION AND REMUNERATION COMMITTEE

The Committee was constituted by Board of Directors of the Company on 01st August, 2018. The Committee has re-constituted on December 13, 2018. During the year, committee met twice i.e. on 8th April 2019 and on 13th June, 2019.

The terms of reference of the committee is explained in detail in the Nomination & Remuneration Policy of the company in Annexure- V of Director's Report.

Composition & Attendance

Name of the member	Nature of Directorship	Designation in the committee	No. of meetings attended
Mr. Shalabh Gupta	Non-Executive Independent Director	Chairperson	2 of 2
Mr. Gopal Singh	Non-Executive Independent Director	Member	2 of 2
Mrs. Anjana Jain	Non-Executive Director	Member	2 of 2

STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Committee was constituted by Board of Directors of the Company on 01st August, 2018. The Committee has re-constituted on December 13, 2018. During the year, committee met thrice i.e. on 19th July 2019, 9th Oct, 2019 and 20th Jan, 2020.

Role of the committee

The terms of reference of the Committee includes considering and resolving the grievances of security holders of the Company including Allotment and listing of our shares in future; Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates; Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures; Reference to statutory and regulatory authorities regarding investor grievances; To otherwise ensure proper and timely attendance and redressal of investor queries and grievances; And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers the Board may decide from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

Composition & Attendance

Name of the member	Nature of Directorship	Designation in the committee	No. Of meetings attended
Mrs. Anjana Jain	Non-Executive Director	Chairperson	3 of 3
Mr. Shalabh Gupta	Non-Executive Independent Director	Member	3 of 3
Mr. Gopal Singh	Non-Executive Independent Director	Member	3 of 3

RECOMMENDATIONS BY THE AUDIT COMMITTEE WHICH WERE NOT ACCEPTED BY THE BOARD ALONG WITH REASONS

All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors.

CODE OF CONDUCT

Your Company has laid down a Code of Conduct for all the Board Members and Senior Management Personnel of the Company. All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2020 in accordance with Regulation 17(5) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company. The Company has posted the Code of Conduct for Directors and Senior Management on the company's website www.silgo.in under Investors link.

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prevention of insider trading and the code for corporate disclosures ("Code"), as approved by the Board from time to time, are in force at the Company. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the shares of the company at the time when there is unpublished price sensitive information. The Policy is available on the website of the Company www.silgo.in under the Investors link.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors' confirm that:

- i) In preparation of annual accounts for the financial year ended March 31, 2020 the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2020 and of the profits of the Company for the year;
- iii) The Directors have taken proper and sufficient care for their maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors had prepared the annual accounts on a 'going concern' basis;
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

FINANCE AND ACCOUNTS

Financial Statement has been prepared in accordance with accounting standards as issued by the Institute of Chartered Accountants of India and as specified in Section 133 of the Companies act, 2013 and the relevant rules thereof and in accordance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. IND AS is not applicable to the Company because Companies listed on SME exchanges are not required complying with IND AS. The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's

state of affairs, profits and cash flows for the year ended March 31, 2020. The Company has neither revised the financial statements nor the report of Board of Directors.

AUDITORS

1. STATUTORY AUDITORS

M/s. J K Sarawgi & Co., Chartered Accountants, Firm Registration No. 006836C were appointed as Statutory Auditors of the Company at the 4th Annual General Meeting (AGM) held on November 14, 2019 for the period of 5 years to hold office till the conclusion of the 9th Annual general Meeting of the company.

Hence, the term of the said Statutory Auditors shall expire at the 9th Annual General Meeting of the company to be held in the year 2024 as per the provisions of Section 139 of the Companies Act, 2013.

The auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

2. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has re-appointed Ms. Payal Agarwal, Practicing Company Secretary, as Secretarial Auditors of the Company for the year under review. The Secretarial audit report received from the Secretarial Auditors is annexed to this report marked as Annexure – II and forms part of this report.

3. INTERNAL AUDITORS

The Board of Directors, based on the recommendation of the Audit Committee and pursuant to the provisions of section 138 of the Act read with the Companies (Accounts) Rules, 2014, has re-appointed M/s. Sneha Agarwal & Company, Chartered Accountants having office address at 35, Shri Shyam Villa, Lohiya Colony, Vaishali Nagar, Jaipur- 302021, Rajasthan as the Internal Auditors of your Company for the year under review. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board from time to time.

AUDITOR'S REPORT AND SECRETARIAL AUDIT REPORT

There are no qualifications, reservations or adverse remarks made by Statutory Auditors M/s. J K Sarawgi & Co., Chartered Accountants in the Auditor's report and by Secretarial Auditors Ms. Payal Agarwal, Practicing Company Secretary, in their Secretarial Audit Report for the Financial Year ended March 31, 2020.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company under subsection (12) of section 143 of the Companies Act, 2013, during the year under review. The notes on accounts referred to the Auditors' Report are self-explanatory and therefore, do not call for any further explanation.

PUBLIC DEPOSITS

Your Company has not accepted any fixed deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 and as such no principal or interest was outstanding as on the date of the Balance sheet.

RELATED PARTY TRANSACTIONS

Related party transactions entered during the financial year under review are disclosed in the Financial Statements of the Company for the financial year ended March 31, 2020 as required under Accounting Standard -18. These transactions entered were at an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Form AOC-2, containing the details of contracts and arrangements with related parties is enclosed herewith as Annexure – III as per applicable provisions of the Companies Act, 2013.

The Policy on the Related Party Transactions as approved by the Board is uploaded on the website of the Company www.silgo.in

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

A. CONSERVATION OF ENERGY

Your Company strives cautiously to conserve energy by adopting innovative measures to change to eco-friendly and cheaper fuels, reducing wastage and optimizing consumption. There was no capital investment made on energy conservation equipment during the year under review.

B. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION

Your Company's research and development team of the Company comprises of some of the finest designers, metallurgists, chemists and senior craftsman. The Company has been instrumental in developing and introducing several widely acclaimed jewellery designs. The Company has also developed several new systems, procedures and techniques in jewellery manufacturing.

The company continues to adopt and use the latest technologies to improve the productivity and quality of its service and products.

In case of imported technology (imported during the last three years reckoned from the beginning of the Financial year:

The details of technologies imported. – Nil

The year of import – NA

Whether the technology been fully absorbed. – NA

If not fully absorbed, areas where absorption has not taken place, and the reasons thereof. – NA

C. FOREIGN EXCHANGE EARNING AND OUTGO

(Rs. in Thousands)

S.No.	Particulars	2019-20	2018-19
(a)	Foreign Exchange Earnings	834.96	--
(b)	Foreign Exchange Outgo	712.78	--

MANAGEMENTDISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Annual Report as Annexure - IV.

CORPORATE GOVERNANCE

Corporate Governance at Silgo Retail Limited is evolved by not only ensuring compliance with regulatory requirements but also by being responsive and responsible to the needs of stakeholders with rewarding environment. Your Company believes that best Corporate Governance practices are critical to enhance and retain investor trust.

We, at Silgo Retail Limited, believe that good and effective Corporate Governance is critical to achieve corporate vision and mission of the organization; it is more of an organizational culture than a mere adherence to rules and regulations. Law are alone cannot bring changes and transformation, and voluntary compliance both in form and in substance plays an important role in developing good Corporate Governance.

As our company has been listed on SME Emerge Platform of National Stock exchange Limited (NSE), by virtue of Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the compliance with the corporate Governance provisions as specified in regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of schedule V are not applicable to the company. Hence, Corporate Governance Report does not form a part of this Board Report, though we are committed for the best corporate governance practices.

DETAILS OF POLICIES

- i. **Nomination and Remuneration Policy:** The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's Remuneration Policy is available on the Company's website www.silgo.in and the same is attached herewith as Annexure - V.
- ii. **Risk Management Policy:** Business Risk Evaluation and Management is an on-going process within the Organization. Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Board has framed a Risk Management Policy for the Company. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis. At present the company has not identified any element of risk which may threaten the business (or) existence of the company.
- iii. **Whistle Blower Policy – Vigil Mechanism:**
The Company has formulated a Whistle Blower Policy / Vigil Mechanism, which provides a formal mechanism for employees and directors of the Company to approach the Chairman of the Audit Committee to ensure adequate safeguards against victimization. This policy would help to create an environment wherein individuals feel free and secure to raise an alarm, whenever any fraudulent activity takes place or is likely to take place. It will also ensure that complainant(s) are protected from retribution, whether within or outside the organization. The Board has elected Ms. Tripti Sharma, Company Secretary as the Whistle Officer under the vigil mechanism policy. The details of establishment of the Vigil

Mechanism Policy are displayed on the website of the Company www.silgo.in under the Investors link.

COMMITTEE AND POLICY UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the Requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and an Internal Complaints Committee has been set up to redress complaints received regarding Sexual Harassment at workplace, with a mechanism of lodging & redress the complaints. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this policy.

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Work place (Prevention, Prohibition & Redressal) Act, 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during the year under review.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls. An extensive program of internal audits and management reviews supplements the process of internal financial control framework. Properly documented policies, guidelines and procedures are laid down for this purpose. The internal financial control framework has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets. In addition, the Company has identified and documented the risks and controls for each process that has a relationship to the financial operations and reporting. The Company also has an Audit Committee to interact with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference. This Committee mainly deals with accounting matters, financial reporting and internal controls.

RISK MANAGEMENT

The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Policy is available on the website of the Company i.e., www.silgo.in. The risk management framework is reviewed periodically by the Board and the Audit Committee.

FRAUD REPORTING

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

CORPORATE SOCIAL RESPONSIBILITY

Your Company is not required to constitute CSR committee and to make expenses towards CSR activities as per the requirements of Section 135 of the Companies Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the year under review, the provision of section 125(2) of Companies Act, 2013 does not apply as the company was not required to transfer any amount to the Investor Education Protection Fund (IEPF) established by Central Government of India.

UNPAID AND UNCLAIMED AMOUNT OF DIVIDEND AND SHARE APPLICATION MONEY

There is no unpaid or unclaimed Share Application Money and Dividend is pending to be paid to the investors and shareholders till 31.03.2020.

INSURANCE

Our Company generally maintains insurance covering our inventories/ stock at such levels that we believe to be appropriate. The insurance policy covers stock lying in the premises, money in transit and the stock which is in our custody and specified person.

BUSINESS RESPONSIBILITY REPORT

Your Company does not fall under Top 500 listed entities as per Market Capitalization. Hence, the Business Responsibility Report for the financial year, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not attached to this Annual Report.

PARTICULARS OF EMPLOYEES AND REMUNERATION

Disclosures pertaining to remuneration and other details are required under Section 197(12) of the Act read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is forming part of the Directors' Report for the year ended March 31, 2020 and is annexed to this Report and marked as ANNEXURE- VI.

During the financial year 2019-20, no employee, whether employed for whole or part of the year, was drawing remuneration exceeding the limits mentioned under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MANDATORY UPDATE OF PAN AND BANK DETAILS AGAINST YOUR SHARE HOLDING

Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018, shareholders whose ledger folios do not have/have incomplete details with respect to PAN and Bank Account particulars are mandatorily required to furnish these details to the Issuer Company/RTA for registration in the folio. As per the records of the Company, few Shareholders' folio needs to be updated with the PAN / Complete Bank Account details so that the investments held by them are in compliance with the aforementioned circular.

Such Shareholders are hence requested to submit the following documents within 21 days of receipt of this communication:

Enclosed Form duly filled in and signed by all the shareholders.

Self-Attested Copy of Pan Card of all the shareholders,

Cancelled Cheque Leaf with Name (if name is not printed on cheque - self-attested copy of first page of pass book) of all the shareholders and

Address Proof (self-attested copy of Aadhaar-Card of all the shareholders)

DEMATERIALIZATION OF SHARES

The equity shares of the Company are compulsorily traded in dematerialized form and are available for trading on both the depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited. As per amended Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended vide SEBI Notification No. SEBI/LADNRO/GN/2018/24 dated June 08, 2018 effective from December 05, 2018, securities of the listed companies can be transferred (except in case of transmission or transposition) only in the dematerialized form. In case any of the Shareholders have any queries or need any assistance in this regard, please contact our company Secretary Ms. Tripti Sharma (0141-4919655) or e-mail at cs@silgo.in

DISCLOSURE W.R.T. DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

There are no demat suspense account/unclaimed suspense account during the year under review as per SEBI (LODR) Regulations, 2015.

ACKNOWLEDGEMENT

Your Directors wish to convey their gratitude and place on record their appreciation for the valuable support and co-operation of the Company's employees, vendors, bankers, government and other statutory authorities, customers and shareholders, who have reposed their continued trust and confidence in the Company.

For and on behalf of the Board of Directors
SILGO RETAIL LIMITED

Place: Jaipur
Date: 25th June 2020

NITIN JAIN
Managing Director
DIN: 00935911

BELA AGRAWAL
Whole-time Director
DIN: 01874461

ANNEXURE-I OF DIRECTOR'S REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURNS ON THE FINANCIAL YEAR ENDED ON 31/03/2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

- a) CIN: - L36911RJ2016PLC049036
- b) Registration Date: January 09, 2016
- c) Name of the Company: SILGO RETAIL LIMITED
- d) Category/Sub-Category of the Company: Company Limited by shares, Indian Non-Government Company
- e) Address of the registered office and contact details:
B-11, Mahalaxmi Nagar, J.L.N. Marg, Jaipur – 302017, Rajasthan
Email: info@silgo.in, Tel. No.: 0141-4919655
- f) Whether listed company: Yes
- g) Name, Address and Contact details of Registrar and Transfer Agent, if any:
Bigshare Services Private Limited,
1st Floor, Bharat Tin works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri - East, Mumbai-400 059
Tel. No.: 022-62638200, Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

S.No.	Name and Description of main products/ services	NPCS Code of the Product/ service	% to total turnover of the company
1.	Wholesale of Jewellery	46498	98.48%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary/Associate	% of Shares Held	Applicable Section
NIL					

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

a) Category-wise Share Holding

Category of shareholders	No. of shares held at the beginning of the year (As on 01.04.2019)				No. of shares held at the end of the year (As on 31.03.2020)				% Change During the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	3710000	-	3710000	73.23	4910000	-	4910000	73.66	0.43
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
(2) Foreign									
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-

Category of shareholders	No. of shares held at the beginning of the year (As on 01.04.2019)				No. of shares held at the end of the year (As on 31.03.2020)				% Change During the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
Total Shareholding of Promoter(A)= A(1)+A(2)	3710000	Nil	3710000	73.23	4910000	Nil	4910000	73.66	0.43
B.Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-

Category of shareholders	No. of shares held at the beginning of the year (As on 01.04.2019)				No. of shares held at the end of the year (As on 31.03.2020)				% Change During the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
2) Non-Institutions									
a) Bodies Corp.									
(i) Indian	168000	-	168000	3.32	-	-	-	-	- 3.32
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	123000	-	123000	2.42	120000	-	120000	1.80	- 0.62
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	720000	-	720000	14.21	1190000	-	1190000	17.85	3.64
c) Others	-	-	-	-	-	-	-	-	-
(i) HUF	132000	-	132000	2.61	236000	-	236000	3.54	0.93
(ii) Clearing Member	57000	-	57000	1.13	-	-	-	-	- 1.13
(iii) Market	156000	-	156000	3.08	210000	-	210000	3.15	0.07

Category of shareholders	No. of shares held at the beginning of the year (As on 01.04.2019)				No. of shares held at the end of the year (As on 31.03.2020)				% Change During the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
Maker									
Sub-total (B)(2)	1356000	-	1356000	26.77	1356000	-	1756000	26.34	- 0.43
Total Public Shareholding (B)=(B)(1) + (B)(2)	1356000	-	1356000	26.77	1756000	-	1756000	26.34	- 0.43
C) Shares held by Custodian for GDRs	-	-	-	-	-	-	-	-	-
Grand Total	5066000	-	5066000	100%	6666000	-	6666000	100%	-

b) Shareholding of Promoters and Promoter Group

Shareholders Name	No. of shares held at the beginning of the year (As on 01.04.2019)			No. of shares held at the end of the year (As on 31.03.2020)			% Change in share holding during the year
	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
Mr. NITIN JAIN	1854700	36.61	Nil	2454700	36.82	Nil	0.21
Mrs. BELA AGRAWAL	1854700	36.61	Nil	2454700	36.82	Nil	0.21
Mr. Mohan	150	Negligibl	-	Nil	Nil	-	Negligibl

Shareholders Name	No. of shares held at the beginning of the year (As on 01.04.2019)			No. of shares held at the end of the year (As on 31.03.2020)			% Change in share holding during the year
	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
LalAgarwal		e					e
Mr.PankajAgarwal	150	Negligible	-	300	Negligible	-	Negligible
Mrs.Anjana Jain	100	Negligible	-	100	Negligible	-	Negligible
Mrs.Sunita Jain	100	Negligible	-	100	Negligible	-	Negligible
Mr.AmitSarana	100	Negligible	-	100	Negligible	-	Negligible
TOTAL	3710000	73.23	Nil	4910000	73.65	Nil	0.42

c) Change in Promoters' Shareholding and Promoter Group.

Name of Promoter	No. of Shares held at the beginning of the year (1.4.2019)		Changes during the year (FY 2019-20)			Cumulative shareholding at the end of year (31.3.2020)	
	No. of shares	% of total Capital	Date	Increase(+) / Decrease(-) during the year	Reason	No. of shares	% of total Capital
Mr. Nitin Jain	1854700	36.61	22.11.2019	6,00,000	Preferential Allotment	24,54,700	36.82
Mrs.BelaAgarwal	1854700	36.61	22.11.2019	6,00,000	Preferential Allotment	24,54,700	36.82
Mr.Mohan LalAgarwal	150	Negligible	13.12.2019	(150)	Transmission	Nil	Nil
Mr.Pankaj Agarwal	150	Negligible	13.12.2019	150	Transmission	300	Negligible
Mrs.Anjana Jain	100	Negligible	-	-	-	100	Negligible
Mr.AmitSarana	100	Negligible	-	-	-	100	Negligible

d) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.No.	Top Ten Shareholders	Shareholding at the beginning of the year (As on 01.04.2019)		Cumulative Shareholding during the year (As on 31.03.2020)	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Amar Mukeshkumar Shah	-	-	300000	4.50%
2.	Aryaman Capital Markets Limited	156000	3.07%	210000	3.15%
3.	VanitaChordia	-	-	177000	2.66%
4.	Gautam Kumar Chordia	-	-	171000	2.57%
5.	GauravChordia-	-	-	159000	2.39%
6.	Sanjay Suri And Sons HUF	126000	2.48%	126000	1.89%
7.	Sanjay Suri	84000	1.65%	84000	1.26%
8.	Anuradha Suri	69000	1.36%	69000	1.04%
9.	GautamGaurav (HUF)	-	-	54000	0.81%
10.	Amisha Chordia	-	-	54000	0.81%

Note:

All the shares of the company are held in dematerialized form, and are widely traded on daily basis. Therefore, the date-wise increase/decrease in shareholding is not indicated.

e) Shareholding of Directors and Key Managerial Personnel:

Name of Director / KMP	No. of Shares held at the beginning of the year (1.4.2019)		Changes during the year (FY 2019-20)			Cumulative shareholding at the end of year (31.3.2020)	
	No. of shares	% of total Capital	Date	Increase(+) / Decrease(-) during the year	Reason	No. of shares	% of total Capital
Mr. Nitin Jain	1854700	36.61	22.11.2019	6,00,000	Preferential Allotment	24,54,700	36.82
Mrs. Bela Agrawal	1854700	36.61	22.11.2019	6,00,000	Preferential Allotment	24,54,700	36.82
Mrs. Anjana Jain	100	Negligible	-	-	-	100	Negligible

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment:

(Rs. in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i)Principal Amount	-	-	-	-
ii)Interest due but not paid	-	-	-	-
iii)Interest accrued but not due	-	-	-	-
Total (i+ ii +iii)				
Change in Indebtedness during the financial year				
- Addition	799.89	-	-	799.89
- Addition(OnInterest Due)	4.58			4.58
- Reduction	-	-	-	-
Net Change				
Indebtedness at the end of the financial year				
i)Principal Amount	799.89	-	-	799.89
ii)Interest due but not paid	4.58	-	-	4.58
iii)Interest accrued but not due		-	-	
Total (i +ii +iii)	804.47	-	-	804.47

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Remuneration to Managing Director, Whole-time Directors and/or Manager:

Particulars of Remuneration	Mr. Nitin Jain	Mrs.BelaAgrawal	Mrs.Anjana Jain	Total Amount (Rs. in Lakhs)
Gross salary				
(a)Salary as per provisions containedinsection17(1) of the Income-tax Act, 1961	24.00	9.50	2.50	36.00
(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	-	-	-	-

Particulars of Remuneration	Mr. Nitin Jain	Mrs.BelaAgrawal	Mrs.Anjana Jain	Total Amount (Rs. in Lakhs)
Stock Option	-	-	-	-
Sweat Equity	-	-	-	-
Commission - as % of profit	-	-	-	-
Others, please specify	-	-	-	-
Total(A)	24.00	9.50	2.50	36.00
Ceiling as per the Act	36.00			

b) Remuneration to other directors:

Particulars of Remuneration	Name of Directors			Total Amount (Rs. in lakhs)
	Mr.Shalabh Gupta	Mr.Gopalsingh	Mrs.Anjana Jain	
1.Independent Directors				
Fee for attending board committee meetings	0.16	0.16	-	0.32
Total (B1)	0.16	0.16	-	0.32
2. Other Non-Executive Directors				
Fee for attending board committee meetings	-	-	0.10	0.10
Total(B2)	-	-	0.10	0.10
Total(B)=(B1+B2)	0.16	0.16	0.10	0.42
Total Managerial Remuneration *	0.16	0.16	0.10	0.42
Overall Ceiling as per the Act (A+B)	36.42			

Note:

*Mrs.Bela Agrawal was appointed as Whole time director w.e.f. 14/06/2019 and Mrs.Anjana Jain re-designated as Non-Executive director w.e.f. 14/06/2019

c) Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

Particulars of Remuneration	Key Managerial Personnel*			Total Amount (In Lakhs)
	Company Secretary	CFO	CEO	
1.Gross Salary				
(a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	3.69	4.20	NA	7.89
(b)Value of perquisites u/s 17(2)Income-tax Act,1961	-	-	-	-
2.Stock Option	-	-	-	-
3.Sweat Equity	-	-	-	-
4.Commission - as %of profit - others	-	-	-	-

Particulars of Remuneration	Key Managerial Personnel*			Total Amount (In Lakhs)
	Company Secretary	CFO	CEO	
5.Others	-	-	-	-
Total	3.69	4.20	NA	7.89

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of The Companies Act	Brief Descriptio n	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

For and on behalf of the Board of Directors of

SILGO RETAIL LIMITED

Place: Jaipur
Date: 25th June, 2020

NITIN JAIN
Managing Director
DIN: 00935911

BELA AGRAWAL
Whole-time Director
DIN: 01874461

ANNEXURE-II OF DIRECTOR'S REPORT

SECRETARIAL AUDIT REPORT

Form No. MR-3

(For the financial year ended March 31, 2020)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
SILGO RETAIL LIMITED
Add:-B-11, Mahalaxmi Nagar,
Jawahar Lal Nehru Marg
Jaipur RJ 302017, Rajasthan

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SILGO RETAIL LIMITED (CIN: L36911RJ2016PLC049036) (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, during the audit period covering the financial year ended on March 31, 2020 ("Audit Period"), the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined:-

- (a) all the books, papers, minutes, forms, returns filed, other documents and records maintained by the Company and made available to us and explanation provided by Silgo Retail Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");
- (c) the Depositories Act, 1996 and the Regulations, rules, circulars, guidelines framed there under

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) The Companies Act, 2013 (the Act) and the rules made there under;
- (b) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Not attracted during the year under review
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014–Not attracted during the year under review
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not attracted during the year under review
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – Not Applicable
- (j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings/Committee Meetings, agenda and detailed notes on agenda were sent generally seven days in advance.

A system exist for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings/ Committee Meetings were taken with requisite majority.

Place: Jaipur
Date: 25th June 2020

Payal Agarwal
(Company Secretary)
ACS No. 51523
C P No. 19113
UDIN:-A051523B000378157

Note: This report is to be read with my letter of even date which is annexed as "ANNEXURE – A" and forms an integral part of this report.

"Annexure – A" of SECRETARIAL AUDIT REPORT (Form No. MR -3)

To,
The Members of
SILGO RETAIL LIMITED
B-11, Mahalaxmi Nagar,
Jawaharlal Nehru Marg,
Jaipur – 302017, Rajasthan

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Jaipur
Date: 25th June 2020

Payal Agarwal
(Company Secretary)
ACS No. 51523
C P No. 1911
UDIN:-A051523B000378157

ANNEXURE-III OF DIRECTOR'S REPORT

FORM AOC-2

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

- i. Details of contracts or arrangements or transactions not at arm's length basis: N.A.
- ii. Details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2020 are as follows:

S. No.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Amount paid as advances, if any
1.	M/s. Creative Jewellery (Proprietorship concern of Managing Director)	Purchase of Goods	12 Months	Transaction entered between the parties are Arm's Length Basis at Rs. 610.49 lacs	N.A.

MANAGEMENT DISCUSSION ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

Introduction

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 7 per cent of the country's GDP and 15 per cent to India's total merchandise exports. It also employs over 4.64 million workers and is expected to employ 8.23 million by 2022. One of the fastest growing sectors, it is extremely export oriented and labour intensive.

Based on its potential for growth and value addition, the Government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote 'Brand India' in the international market.

India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. Moreover, India exports 75 per cent of the world's polished diamonds, as per statistics from the Gems and Jewellery Export promotion Council (GJEPC). India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). The Government of India has viewed the sector as a thrust area for export promotion. The Indian government presently allows 100 per cent Foreign Direct Investment (FDI) in the sector through the automatic route. The sector employs over 4.64 million employees and is expected to employ 8.23 million by 2022.

MARKET SIZE

India's gems and jewellery sector is one of the largest in the world contributing 29 per cent to the global jewellery consumption. The sector is home to more than 300,000 gems and jewellery players. Its market size will grow by US\$ 103.06 billion during 2019-2023.

India's demand for gold reached 760.4 tonnes in 2018 and 496.11 tonnes during first nine months of 2019. India's gems and jewellery exports stood at US\$ 25.11 billion in FY20P (till Jan 2020, Provisional). During the same period, exports of cut and polished diamonds stood at US\$ 16.32 billion, thereby contributing about 73.42 per cent of the total gems and jewellery exports in value terms. Exports of gold coins and medallions stood at US\$ 814.33 million and silver jewellery exports stood at US\$ 1.22 billion in FY20P (till Jan 2020).

India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country. The Goods and Services Tax (GST) and monsoon will steer India's gold demand going forward.

INVESTMENTS/DEVELOPMENTS

The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in jewellery, and branded jewellers are able to fulfill their changing demands better than the local unorganised players. Moreover, increase in per capita income has led to an increase in sales of jewellery, as jewellery is a status symbol in India.

The cumulative Foreign Direct Investment (FDI) inflows in diamond and gold ornaments in the period April 2000 – December 2019 were US\$ 1.17 billion, according to Department for Promotion of Industry and Internal Trade (DPIIT).

Some of the key investments in this industry are listed below.

Deals worth Rs 8,000 crore (US\$ 1.19 billion) were made at the Indian International Jewellery Show held in August 2018.

Companies such as PC Jewellers, PNG Jewellers, Popley and Sons, are planning to introduce a virtual-reality (VR) experience for their customers. The customer will have to wear a VR headset, through which they can select any jewellery, see the jewellery from different angles and zoom on it to view intricate designs.

ECONOMIC OVERVIEW

The Silver Institute believes that macroeconomic and geopolitical conditions will remain broadly supportive for precious metals, encouraging investors to stay net buyers of silver overall, a development that should lift silver prices higher this year. Additionally, we see continued growth in physical silver investment, and forecast silver's use as an industrial metal will rise in 2020.

However, there will be times when silver will have to contend with issues, such as the current health crisis in China, which could hit that country's economy hard.

As such, the Silver Institute provides the following insights on 2020 silver market trends.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

SILVER DEMAND

Growth in silver industrial offtake (accounting for just over half of total demand in 2019) is expected to resume in 2020, reversing two years of marginal losses. While weak economic conditions, particularly in China, remain a headwind to industrial output, a repeat of last year's de-stocking along the supply chain (as a result of the trade war) is unlikely. The refilling of this pipeline should offer an additional boost to demand this year. We foresee a 3 percent increase in silver industrial demand, which would be broadly in line with the International Monetary Fund's forecast of 3.3 percent for global GDP growth this year.

Demand from the electrical and electronics sector should account for the bulk of the gains. Silver use in the automotive industry, for instance, is expected to enjoy impressive growth. Despite weaker global car sales, silver demand should benefit from vehicles' rising sophistication and electrification. Silver use in 5G-infrastructure and upcoming intelligent electronics is also likely to fuel demand gains.

The outlook for the photovoltaic (PV) sector appears mixed. Ongoing government support for renewable to counter climate change and falling prices for finished PV modules should boost global PV installations. Actual silver consumptions, however, could be offset by continued efforts to reduce silver loadings. Overall, silver demand in the PV sector is forecast to edge slightly lower, but even so, the total will remain close to record highs.

Global jewelry demand is forecast to maintain modest growth this year. India remains the dominant growth driver, led by the ongoing penetration of 925 sterling jewelry, more commonly sold in that

country's urban areas. In the United States, silver jewelry consumption should remain healthy, thanks to stronger online sales. A marginal increase is also projected for silverware fabrication this year. Like jewelry, growth in this segment will be almost entirely dependent on India.

Holdings in silver exchange-traded products (ETPs) are forecast to remain elevated in 2020. Profit-taking in ETPs is likely to be limited, even with a price rally. These holdings tend to be relatively sticky, which reflects the importance of retail investors in this market, who often adopt a longer investment horizon than many short-term professional investors. Meanwhile, continued macroeconomic uncertainties should also favor safe-haven assets, which will encourage new allocations into silver ETPs.

Silver physical investment, which consists of purchases of silver bullion coins and bars, is forecast to increase for the third year in a row, up by around 7 percent in 2020. In part, this reflects a continued recovery in western markets where improving price expectations and rising price volatility will prompt new purchases.

SILVER SUPPLY

Silver mine production is anticipated to grow by 2 percent in 2020, which would make it the first annual increase in five years. This growth will be partly due to the contribution from several recently commissioned mining operations and from the ramp-up of several mine expansions to full production.

Silver scrap supply is projected to rise for the fourth consecutive year, albeit by a small amount, a reflection of the ongoing capacity expansion in the ethylene oxide market. Rising metal prices could also stimulate jewelry and silverware scrap in price-sensitive markets, such as India.

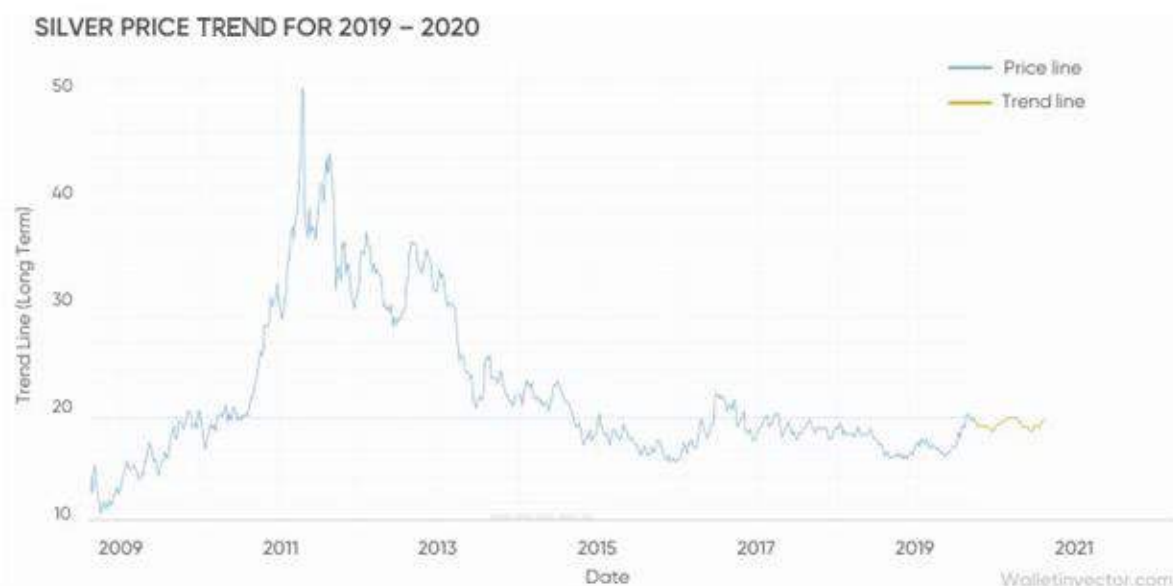
The silver market is expected to end this year with a structural surplus (total supply less total demand) of roughly 15 million ounces. At that level, the surplus would be the lowest in five years.

SILVER PRICE

Silver experienced a notable improvement in investor sentiment in 2019, boosting the average annual silver price to its first increase in four years, up 4 percent to \$16.21 (basis the London Bullion Market Association silver price). Underpinning the price rise was a marked shift towards looser monetary policies, as concerns grew about the global economic outlook, exacerbated by the ongoing US/China trade war.

The outlook for silver remains positive, with the annual average price projected to rise by 13% to a six-year high of \$18.40 in 2020. This rally is premised mainly on a positive spill-over from gains in gold, as the yellow metal will continue to benefit from macroeconomic and geopolitical uncertainties across critical economies. Concerns about the state of the global economy will have possible negative consequences for the industrial metals, and by extension, silver. However, the weight of institutional money flowing into a relatively small market should prove sufficient for silver to outperform gold, and could cause the gold:silver ratio to drop to the mid to high-70s later this year.

Metals Focus, the respected global precious metals research consultancy, contributed to this analysis. The firm will research and produce the 30th edition of the Silver Institute's annual report on the international silver market, World Silver Survey. That report will be released on April 15, 2020.



INVESTMENTS/DEVELOPMENTS

The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in jewellery, and branded jewellers are able to fulfill their changing demands better than the local unorganized players. Moreover, increase in per capita income has led to an increase in sales of jewellery, as jewellery is a status symbol in India.

The cumulative Foreign Direct Investment (FDI) inflows in diamond and gold ornaments in the period April 2000 – March 2019 were US\$ 1.16 billion, according to Department for Promotion of Industry and Internal Trade (DPIIT).

Some of the key investments in this industry are listed below.

Deals worth Rs. 8,000 crore (US\$ 1.19 billion) were made at the Indian International Jewellery Show held in August 2018.

Many companies are planning to introduce a virtual-reality (VR) experience for their customers. The customer will have to wear a VR headset, through which they can select any jewellery, see the jewellery from different angles and zoom on it to view intricate designs.

GOVERNMENT INITIATIVES

The Government of India made hallmarking mandatory for Gold Jewellery and Artefacts. A period of one year is provided for implementation i.e. till January 2021.

As per Union Budget 2019-20, the GST rate has been reduced from 18 per cent to 5 per cent (*5 per cent without Input Tax Credit (ITC)) for services by way of job work in relation to gems and jewellery, leather goods, textiles etc.

The Bureau of Indian Standards (BIS) has revised the standard on gold hallmarking in India from January 2018. The gold jewellery hallmark will now carry a BIS mark, purity in carat and fineness as well as the unit's identification and the jeweller's identification mark. The move is aimed at ensuring a quality check on gold jewellery.

The Gems and Jewellery Export Promotion Council (GJEPC) signed a Memorandum of Understanding (MoU) with Maharashtra Industrial Development Corporation (MIDC) to build India's largest jewellery park in at Ghansoli in Navi-Mumbai on a 25 acres land with about

more than 5000 jewellery units of various sizes ranging from 500-10,000 square feet. The overall investment of Rs 13,500 crore (US\$ 2.09 billion).

Gold Monetisation Scheme enables individuals, trusts and mutual funds to deposit gold with banks and earn interest on the same in return.

OPPORTUNITIES

The Indian jewellery market is a very interesting market. At one end of sphere the expenditure on jewellery as a part of overall wedding expenditure is increasing and as per some reports the expenditure on jewellery constitutes nearly 35 - 40% of overall wedding expenditure. The trousseau of any Indian bride is even today incomplete without matching jewellery. On the other end jewellery is gradually becoming a life style and fashion accessory as well. This has increased the number of times when a jewellery item is purchased and has therefore also led the jewellers to invest into, create and stock more of light weight, relatively low priced and diamond studded jewellery items in addition to traditional wedding jewellery.

The sector is witnessing changes in customer preferences due to adoption of western lifestyle and their demand for new designs and varieties in jewellery. Further, rising quality awareness of customers has also provided a fillip to the organized retail segment, which is banking on its 'reliability' and 'quality' to compete against the highly fragmented unorganized jewellers.

THREATS

The Company does not perceive any major or predictable threats except that the retail jewellery is already a working capital intensive business and the demand for jewellery is now increasing beyond the traditional wedding jewellery. This increase in the range and variety of jewellery demanded by the customers requires additional investment in inventory. Also though the silver jewellery has higher margins it also has a much longer cash conversion cycle vis a vis gold and all of these factors have only increased the working capital intensity of the jewellery business.

RISKS AND CONCERNS

The Company has well defined systems and procedures for managing its operational risks, which includes a system of movement of jewellery through specialized courier agency, strong room and CCTVs and armed guards at all its showrooms. The entire inventory of the Company is insured. However, it has put rigorous systems and procedures in place to take care of these concerns. The Company has in place a risk management framework that helps in anticipating, identifying and evaluating business risks and challenges across the Company and finding ways to mitigate them.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls. An extensive program of internal audits and management reviews supplements the process of internal financial control framework. Properly documented policies, guidelines and procedures are laid down for this purpose. The internal financial control framework has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets. In addition, the Company has identified and documented the risks and controls for each process that has a relationship to the financial operations and reporting. The Company also has an Audit Committee to interact with the Statutory Auditors, Internal Auditors

and Management in dealing with matters within its terms of reference. This Committee mainly deals with accounting matters, financial reporting and internal controls.

FINANCIAL PERFORMANCE

The financial statements of the Company have been prepared in accordance with the Non-Indian Accounting Standards ('Non-Ind AS') specified under Section 133 of the Companies Act, 2013 and the applicable Rules, as amended from time to time and other pronouncements / provisions of the applicable laws. The salient parameters of the standalone financial performance of the Company during the year under review as compared to previous year are as under:

(Rs. In Lacs)		
Particulars	2019-20	2018-19
Income from Operations	2840.35	2167.12
Other Income	2.34	-
Total Income	2842.69	2167.12
Expenditures (Excluding Interest & Depreciation)	2506.03	1970.20
Profit before Interest and Depreciation Tax	336.66	196.92
Less: Depreciation	12.67	9.60
Less: Interest	37.06	-
Profit before Tax	286.93	187.32
Less: Tax Expenses (Including Deferred Tax)	84.22	64.23
Profit After Tax	202.71	123.09
Earnings per equity share (Rs.)		
- Basic and Diluted	3.60	3.18

OUTLOOK

The organized jewelers are expected to grow at 10-11% through Fiscal 2022 and this growth will continue to be based on:

- i) continuing shift from unorganized towards organized players;
- ii) longer duration promotional schemes; and
- iii) Fresh showroom additions.

At the same time operating profitability is expected to remain stable at around 5% despite the aggressive promotional schemes and new showroom openings on account of sales mix shifting towards diamonds and diamond studded jewellery which have higher margins. The increasing number of Indian middle class with a commensurate increase in the disposable income is expected to lead to an increase in the jewellery demand.

HUMAN RESOURCES & INDUSTRIAL RELATIONS

The Company acknowledges that its principal asset is its employees and believes in establishing and building a strong performance and competency driven culture amongst its employees with greater sense of accountability and responsibility. The industrial relations within the Company have remained harmonious throughout the year.

DISCLAIMER

Statements in the Management Discussion and Analysis, describing the company's objectives, projections, estimates, expectations or predictions, may be forward-looking statements within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those either expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/supply and price conditions, variation in prices of raw materials, changes in government regulations, tax regimes, economic developments and other incidental factors. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

For and on behalf of the Board of Directors of
SILGO RETAIL LIMITED

Place: Jaipur
Date: 25th June 2020

NITIN JAIN
Managing Director
DIN: 00935911

BELA AGRAWAL
Whole-time Director
DIN: 01874461

INTRODUCTION

Pursuant to Section 178 of the Companies Act, 2013, and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (the "SEBI Listing Regulations"), the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto.

The Nomination and Remuneration Policy of the Company is designed to attract, motivate and retain manpower in a competitive and international market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

DEFINITIONS

- a) "Board" means Board of Directors of the Company.
- b) "Company" means "SILGO RETAIL LIMITED"
- c) "Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.
- d) "Key Managerial Personnel" (KMP) means (i) Chief Executive Officer or the Managing Director or the Manager, (ii) Company Secretary, (iii) Whole-time Director, (iv) Chief Financial Officer and (v) Such other officer not more than one level below the directors who is in the whole-time employment, designated as key managerial personnel by the board; (vi) such other officer as may be prescribed.
- e) "Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.
- f) "Policy or This Policy" means, "Nomination and Remuneration Policy."
- g) "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- h) "Senior Management" shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer

SCOPE

The Remuneration Policy applies to the Company's senior management, including its Key Managerial Person and Board of Directors.

OBJECTIVE

The Key Objectives of the policy would be:

1. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board of Directors of the Company (the "Board"), policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
2. To formulate criteria for evaluation of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
3. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations
4. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
5. To devise a Policy on Board Diversity.
6. To develop a succession plan for the Board and to regularly review the plan.
7. To determine whether to extend or continue the term of appointment of the Independent Director(s), on the basis of the report of performance evaluation of Independent Directors.

GUIDING PRINCIPLES

The Policy ensures that:

1. The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person.
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
3. The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets.

TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

1. To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
2. Formulate criteria for evaluation of Independent Directors and the Board.
3. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
4. To carry out evaluation of every Director's performance.
5. To recommend to the Board the appointment and removal of Directors and Senior Management.

6. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
7. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks
8. To devise a policy on Board diversity.
9. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal
10. Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
11. Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
12. Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.
13. Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice
14. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
15. To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT APPOINTMENT OF DIRECTOR (INCLUDING INDEPENDENT DIRECTORS)

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

The Company shall not recommend or appoint or continue the employment of any person as the Managing Director, Whole-time director or Manager within the meaning of the Act, who has attained the age of 75 (seventy five) years. Provided that the appointment of such a person who has attained the age of 75 (seventy five) years shall be made with the approval of the Shareholders by passing a special resolution, based on the explanatory statement annexed to the notice for the

Meeting of the Shareholders for such motion indicating the justification for appointment or extension of appointment beyond the age of 75 (seventy five) years.

As per the applicable provisions of Companies Act 2013, Rules made there under, the Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

CRITERIA FOR APPOINTMENT OF KMP/SENIOR MANAGEMENT

1. To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.
2. To practice and encourage professionalism and transparent working environment.
3. To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
4. To adhere strictly to code of conduct.

TERM / TENURE

Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding 5 (five) years at a time. No re- appointment shall be made earlier than 1 (one) year before the expiry of term.

Independent Director:

- I. An Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.
- II. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of 3 (three) years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of 3 (three) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly
- III. At the time of appointment of Independent Director(s) it should be ensured that number of Boards on which such Independent Director serves is restricted to 7 (seven) listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act or the SEBI Listing Regulations.

EVALUATION

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular intervals (yearly).

The evaluation of performance of the Board, its Committees and Individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance

The evaluation of independent directors shall be done by the entire board of directors which shall include –

- a) performance of the directors; and
- b) fulfillment of the independence criteria as specified in these regulations and their Independence from the management:

Provided that in the above evaluation, the directors who are subject to evaluation shall not participate.

REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

RETIREMENT

The Directors, KMP and Senior Management shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL

1. No director/KMP/ other employee is involved in deciding his or her own remuneration.
2. The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.
3. Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
4. Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
5. Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
6. Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated /disclosed adequately.
7. Executive remuneration is proposed by the Committee and subsequently approved by the Board of Directors. Executive remuneration is evaluated annually against performance. In determining

packages of remuneration, the Committee may take the advice of the Chairman/ Managing Director of the Company.

8. The annual variable pay of senior managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against specific Key Result Areas, which are aligned to the Company's objectives.
9. The remuneration/commission payable to Whole-time/Executive/Managing Director, KMP and Senior Management shall be in accordance with the statutory provisions of the Act and the Rules made there under for the time being in force.
10. Remuneration/commission payable to Non-Executive / Independent shall be in accordance with the statutory provisions of the Act and the Rules made there under for the time being in force.
11. The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of the Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
12. An Independent Director shall not be entitled to any stock option of the Company.

FOLLOWING CRITERIA ARE ALSO TO BE CONSIDERED

Responsibilities and duties; Time & efforts devoted; Value addition; Profitability of the Company & growth of its business; analyzing each and every position and skills for fixing the remuneration yardstick. There should be consistent application of remuneration parameters across the organisation.

DEVIATION FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

AMENDMENT

Any change in the Policy shall be approved by the Board of Directors or any of its Committees (as may be authorized by the Board of Directors in this regard). The Board of Directors or any of its authorized Committees shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board or its Committee in this respect shall be final and binding. Any subsequent amendment / modification in the Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy.

REVIEW

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time as may be necessary.

EFFECTIVE DATE:

This Policy is effective from 1st April, 2019

ANNEXURE-VI OF DIRECTOR'S REPORT

Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2019-20, ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

S. No.	Name of the Director& Designation	Remuneration for FY 2019-20 p.a. (Rs. in Lacs.)	% increase in Remuneration in the financial year 2019-20	Ratio of the remuneration of each director to the median remuneration of the employees
1	Mr. Nitin Jain, Managing Director	24.00	--	6.90
2	Mrs.BelaAgrawal, Whole-time Director	9.50	--	3.45
3	Mrs.Anjana Jain, Non-executive Director	2.50	--	3.45
4	Ms.Tripti Sharma Company Secretary & Compliance Officer	3.69	19%	1.06
5	Mr.VaibhavKhandelwal Chief Financial Officer	4.20	5%	1.21

2. The percentage increase in the median remuneration of employees in the financial year;
The percentage increase in the median remuneration of employees in the financial year: 85 percent.
3. The number of permanent employees on the rolls of company;
42 permanent employees on the rolls of the Company as on March 31, 2020
4. The median remuneration of employees of the Company during the financial year;
Rs. 3.47 Lakhs p.a.
5. Affirmation that the remuneration is as per the remuneration policy of the Company;
Remuneration paid during the year ended March 31, 2020 is as per Remuneration policy of the Company

INDEPENDENT AUDITOR'S REPORT

**To,
THE MEMBERS OF
SILGO RETAIL LIMITED.**

Report on the Financial Statements

We have audited the accompanying financial statements of M/S SILGO RETAIL LIMITED ("the Company"), which comprise the balance sheet as at March 31, 2020, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit and cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

Information other than the financial statements and Auditors' Report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. Based on work we performed, we conclude that there is no material misstatement of this other information. We have nothing to report in this regard.

Management's responsibility for the financial statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;

(d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

(h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

- a) The Company does not have any pending litigations which would impact its financial position;
- b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For JK SARAWGI & Co.
Chartered Accountants
FRN-006836C

(CA Laxmi Tatiwala)
Partner
M.No.- 418000
UDIN : 20418000AAAAAA3659

Date : 25.06.2020
Place: Jaipur

Annexure –A to the Independent Auditors’ Report

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Silgo Retail Limited of even date)

(i) In respect of the Company’s property, plant and equipment:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) These fixed assets have been physically verified by the management at reasonable Intervals.
- (c) Total Assets of company includes Immovable property also and the title deeds of Immovable properties are held in the name of the company.

(ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification between the physical stock and the books of accounts.

(iii) According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and hence, the provisions of the clause 3 (v) of the Order is not applicable to the Company.

(vi) The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.

(vii) According to the information and explanations given to us, in respect of statutory dues:

- (a) The Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income-tax, Goods and Service Tax, cess and other material statutory dues applicable to it to the appropriate authorities.
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, sales tax, goods and service tax, value added tax, cess and other material statutory dues were in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income tax, sales- tax, goods and service tax and value added tax which have not been deposited on account of any dispute.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions and banks and dues to debenture holders. The Company has not borrowed any funds from the government.

(ix) During the year, the Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and term loans during the year. Accordingly, paragraph 3(ix) to the information and opinion given to us, all of the money has been applied for the purpose for which it was raised. The company has not raised any term loan during the year.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us, during the year the Company has made preferential allotment of 16,00,000 Shares @ 40 Rs (Including 30/- Rs. Security Premium) Each and the amount raised has been used for the purpose for which the funds were raised.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Act is not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For JK SARAWGI & Co.
Chartered Accountants
FRN-006836C

(CA Laxmi Tatiwala)
Partner
M.No.- 418000

Date : 25.06.2020
Place: Jaipur

Annexure – ‘B’ to the Independent Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’). We have audited the internal financial controls over financial reporting of Silgo Retail Limited (‘the Company’) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the ‘Guidance Note’) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial control over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For JK SARAWGI & Co.
Chartered Accountants
FRN-006836C**

**(CA Laxmi Tatiwala)
Partner
M.No.- 418000**

**Date : 25.06.2020
Place: Jaipur**

Balance Sheet
As at 31st March 2020

(₹ in thousands)

PARTICULARS	Note No.	AS AT 31.03.2020	AS AT 31.03.2019
A. EQUITY AND LIABILITIES			
1. SHARE HOLDER'S FUND			
(a) Share Capital	3	66,660.00	50,660.00
(b) Reserve & Surplus	4	1,10,704.85	42,497.37
		1,77,364.85	93,157.37
2. NON CURRENT LIABILITIES			
(a) Long Term Borrowings		-	-
(b) Other Long Term Liabilities		-	-
(c) Long Term Provisions		-	-
3. CURRENT LIABILITIES			
(a) Short Term Borrowings	5	79,988.67	-
(b) Trade Payable	6	1,667.09	5,283.35
(c) Other Current Liabilities	7	2,559.27	1,888.02
(d) Short Term Provisions	8	7,833.44	5,785.32
		92,048.47	12,956.69
TOTAL		2,69,413.32	1,06,114.06
B. ASSETS			
1. NON CURRENT ASSETS			
(a) Property, Plant & Equipments and Intangible Assets			
(i) Tangible Assets	9	3,888.64	3,622.85
(ii) Intangible Assets	9	57.67	44.39
(b) Deferred Tax Assets	10	84.82	91.30
(c) Other Non Current Assets	11	-	515.00
		4,031.13	4,273.54
2. CURRENT ASSETS			
(a) Inventories	12	1,59,880.83	77,716.58
(b) Short Term Loan & Advances	13	4,735.17	36.62
(c) Trade Receivable	14	93,589.75	20,847.17
(d) Cash & Cash Equivalents	15	2,607.91	1,026.61
(e) Other Current Assets	16	4,568.53	2,213.54
		2,65,382.18	1,01,840.52
TOTAL		2,69,413.32	1,06,114.06
SIGNIFICANT ACCOUNTING POLICIES	2		

SEE ACCOMPAINING NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR AND ON BEHALF OF THE BOARD
SILGO RETAIL LIMITED

AS PER OUR AUDIT REPORT
OF EVEN DATE ATTACHED
FOR J K SARAWGI & Co.
CHARTERED ACCOUNTANTS

NITIN JAIN
(Managing Director)
DIN: 00935911

ANJANA JAIN
(Director)
DIN: 01874461

CS TRIPTI SHARMA
(Company Secretary)
M.No. -A52232
Place: Jaipur
Date : 25.06.2020

CA VAIBHAV KHANDELWAL
(Chief Financial Officer)
M.No. - 449990

(CA. LAXMI TATIWALA)
PARTNER
M. NO. 418000
FRN-006836C

Statement of Profit & Loss Account

For the year ended 31st March 2020

(₹ in thousands)

PARTICULARS	Note No.	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
INCOME			
Revenue From Operations	17	2,84,034.80	2,16,712.57
Other Income	18	233.83	
Total Revenue		2,84,268.63	2,16,712.57
EXPENDITURE			
Purchase	19	60,316.06	17,267.84
Cost of Material Consumed	20	1,76,451.79	1,51,287.80
Change In Inventory	21	(11,364.45)	5,123.17
Depreciation	9	1,266.03	959.62
Direct Expenses	22	9,735.46	7,557.99
Finance Costs	23	3,706.06	32.92
Other Expenses	24	7,625.67	7,611.07
Employee Benefits Expense	25	7,838.23	8,139.69
Total Expenses		2,55,574.85	1,97,980.10
Profit Before Tax		28,693.78	18,732.46
TAX EXPENSES			
Current Tax Expense for Previous Year		665.89	780.84
Current Tax Expense for Current Year		7,749.94	5,708.32
Deffered Tax Adjustment		6.48	(65.32)
Profit After Tax		20,271.48	12,308.63
Earnings per equity share of face value of Rs.10 each			
Basic and Diluted (in Rs.)	26	3.60	3.18

SEE ACCOMPAINING NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR AND ON BEHALF OF THE BOARD
SILGO RETAIL LIMITED

NITIN JAIN
(Managing Director)
DIN: 00935911

ANJANA JAIN
(Director)
DIN: 01874461

CS TRIPTI SHARMA
(Company Secretary)
M.No. -A52232
Place: Jaipur
Date : 25.06.2020

CA VAIBHAV KHANDELWAL
(Chief Financial Officer)
M.No. - 449990

AS PER OUR AUDIT REPORT
OF EVEN DATE ATTACHED
FOR J K SARAWGI & Co.
CHARTERED ACCOUNTANTS

(CA. LAXMI TATIWALA)
PARTNER
M. NO. 418000
FRN-006836C

Cash Flow Statement
For the year ended 31st March 2020

(₹ in thousands)

PARTICULARS	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit After tax and extraordinary items	20,271.48	12,308.63
Adjustments for :		
Depreciation	1,266.03	959.62
Profit on Sales of Fixed Asset	(201.59)	-
	21,335.92	13,268.25
Operating profit before working capital changes		
Adjustments for :		
Sundry debtors	(72,742.58)	9,384.38
Short term loan and advances	(4,698.54)	652.35
Change in inventory	(82,164.25)	(26,519.83)
Other Current Assets	(2,354.99)	(1,803.24)
Other Non Current Assets	515.00	15.82
Trade payables	(3,616.26)	(40,545.71)
Short Term Provisions	2,048.11	2,107.50
Other Current Liabilities	671.25	(1,471.03)
Cash generated from Operations	(1,41,006.34)	(44,911.51)
Deffered Tax	6.48	(65.32)
Net cash generated/(used) from operating activities -A.	(1,40,999.86)	(44,976.83)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(2,133.52)	(155.50)
Sales of Fixed Assets	790.00	-
Net cash generated/(used) in investing activities -B.	(1,343.52)	(155.50)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Short Term Borrowings	79,988.67	-
Net Proceed from Share Issued during the year	63,936.00	43,458.91
Net cash generated/(used) in financing activities - C.	1,43,924.67	43,458.91
NET INCREASE/(DECREASE)IN CASH AND CASH EQUIVALENTS	1,581.29	(1,673.43)
Cash and cash equivalents:		
Opening balance	1,026.61	2,700.04
Closing balance	2,607.91	1,026.61

Notes:

1. The above cash flow statement has been prepared under : "Indirect Method" set out in AS-3.
2. Figures in brackets indicates cash outgo.
3. Previous year's figures have been re-grouped and reclassified wherever necessary.

SEE ACCOMPAINING NOTES FORMING PART OF THE FINANCIAL STATEMENTS
FOR AND ON BEHALF OF THE BOARD
SILGO RETAIL LIMITED

AS PER OUR AUDIT REPORT
OF EVEN DATE ATTACHED
FOR J K SARAWGI & Co.
CHARTERED ACCOUNTANTS

NITIN JAIN
(Managing Director)
DIN: 00935911

ANJANA JAIN
(Director)
DIN: 01874461

CS TRIPTI SHARMA
(Company Secretary)
M.No. -A52232
Place: Jaipur
Date: 25.06.2020

CA VAIBHAV KHANDELWAL
(Chief Financial Officer)
M.No. - 449990

(CA. LAXMI TATIWALA)
PARTNER
M. NO. 418000
FRN-006836C

“Notes forming part of financial statement for the period ended 31st March 2020”

1. Corporate information

Our Company was incorporated as “Silgo Retail Private Limited” on January 09, 2016, under the Companies Act, 2013 with the Registrar of Companies, Jaipur at Rajasthan bearing Registration No. 049036. The status of our Company was changed to a public limited company and the name of our Company was changed to “Silgo Retail Limited” with effect from July 28, 2018. The equity shares of the company were listed on National Stock Exchange of India Limited (NSE). The Company is engaged in business of manufacturing & trading of Silver Jewellery and related business.

2. Significant Accounting Policies

A) Basis of Accounting:

The Financial statements are prepared on the bases of Generally Accepted Accounting Principles and on the bases of applicable Accounting standards under the historical cost convention, unless stated otherwise, on accrual basis of Accounting Method.

Accounting policies have been consistently applied except where newly- issued accounting standard is initially adopted or a revision to an existing accounting standard requires a Change in the accounting policies hitherto in use.

B) Use of Estimates and Judgments:

The preparation of financial statement in conformity with accounting standard requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statement and reported amounts of revenue and expenses during the period. Accounting estimates could change form period to period. Actual result could differ from those estimates. As soon as the Management is aware of the changes, appropriate changes in estimates are made. The effect of such changes are reflected in the period in which such changes are made and, if material, their effect are disclosed in the notes to financial statement.

C) Revenue recognition:

Sales are recorded net of Goods and Service Tax collections. Purchases are recorded net of Input credit in respect of indirect taxes that are subsequently eligible for Input Credit / Refund.

D) Expenditure:

Expenses are accounted on the accrual basis and provisions are made for all known losses and liabilities. The cost of software developed for in house use was charged to revenue in the same year in which the cost incurred.

E) Property, Plant and Equipment:

Fixed assets are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

F) Method of Depreciation:

Depreciation on Fixed Asset is provided as per the useful life of such asset as per the guidance provided in schedule II of Companies Act, 2013 on Written Down Value method of Depreciation.

G) Investments:

Current Investment are valued at the lower of cost and fair value as at the Balance Sheet date. Non-Current Investments are carried at cost. However, where there is a decline, other than temporary in nature, the value

H) Inventories:

Inventories are valued at weighted average price. Cost of Inventory comprises of all cost of conversion and other cost incurred in bringing them to their respective present location, condition and valued on the basis of Weighted Average Price Method.

I) Borrowing cost:

The borrowing costs that are directly attributable to the acquisition, construction or productions of a qualifying asset are capitalized as part of the cost of that asset. The amount of borrowing cost eligible for capitalization is determined in accordance with Accounting Standard (AS) 16- Borrowing Costs issued by the Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of the Companies (Accounts) Rule, 2006.

J) Foreign currency transactions

Foreign currency transactions during the year are booked at the applicable customs rates on the date of transactions. Monetary Assets & Liabilities related to foreign currency transactions, remaining unsettled at the end of the year are translated at rate prevailing on reporting date. All exchange differences arising on settlement/conversion on foreign currency transaction are included in the statements of Profit & Loss in the period in which they arises.

K) Employee Benefits

Eligible employees receives the benefit from Employee Provident Fund, Which is defined benefit plan. Both the eligible employees and Company Contributes to Provident Fund and the contribution is regularly deposited with Employees Provident Fund Authorities. The Contribution to Employees Provident Fund and Employees State Insurance Contribution is charged to the profit and loss account.

L) Taxes on Income

Tax on income for the current period is determined on the basis of the taxable income computed in accordance with the provisions of Income Tax Act, 1961. Deferred Tax is recognized on timing differences between accounting income and taxable income for the year, and based on the rates of tax as per law enacted or substantively enacted as on the balance sheet date at the year end. Deferred tax assets is recognised and carried forward, subject to consideration of prudence, to the extent that there is a reasonable certainty of its realization.

M) Cash Flow Statement

The statement of cash flow has been prepared under the indirect method as set out in Accounting Standard – 3 issued under the Companies (Accounting Standard) Rules, 2006.

N) Earnings Per Share

The Holding Company reports the basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20, "Earnings per Share". Basic EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all potential Equity Shares, except where the results are Anti - Dilutive.

The weighted average number of Equity Shares outstanding during the period is adjusted for events such a Bonus Issue, Bonus elements in right issue, share splits, and reverse share split (consolidation of shares) that have changed the number of Equity Shares outstanding, without a corresponding change in resources.

O) Cash and Cash Equivalents

Cash and Cash Equivalents include Cash and Cheques in Hand, Balances with Banks, and demand deposits with Banks and other Short term highly liquid investments where the original maturity is less than three months or less.

P) Details of dues to Micro and Small Enterprises as per MSMED Act, 2006

Based on the information available with the company, none of suppliers have been identified, who are registered under the Micro, Small and Medium Enterprises Development Act 2006 (MSMED) to whom the company owes and the same is not outstanding for more than 45 days as at 31 March 2020. The information has been determined to the extent such parties have been identified on the basis of information available within the company.

Q) Government Grant

Government grant/subsidies are recognized on the reasonable assurance of receipt of subsidy and completion of all conditions attached. If the grant/subsidies are related to subvention a particular expenses than in that case, it deducted from those expenses in the year of recognition government grant/subsidies.

R) Regrouping & Re-arrangement of figures

Previous year's figures have been regrouped/re-arranged/re-classified wherever necessary to make the comparable.

S) Impact of COVID-19

The COVID -19 pandemic is rapidly spreading throughout the world. The operations of the Company were impacted, due to shutdown of all offices and factory unit, following nationwide lockdown by the Government of India. The Company has resumed operations in a phased manner as per directives from the Government of India. The Company has evaluated impact of this pandemic on its business operations and financial position and based on its review of current indicators of future economic conditions, there is no significant impact on its financial results as at 31st March 2020. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial results. The Company will continue to monitor any material changes to future economic conditions.

Notes

Forming Part of the Financial Statements

(₹ in thousands)

3. SHARE CAPITAL	As at 31st March, 2020	As at 31st March, 2019
Authorised Share Capital	75,000.00	75,000.00
75,00,000 Equity shares of Rs. 10/- each		
	75,000.00	75,000.00
Issued, Subscribed and Paid Up Capital	66,660.00	50,660.00
6666000 Equity shares of Rs. 10/- each fully paid up		
TOTAL	66,660.00	50,660.00

3.1 Rights, preferences and restrictions attached to shares

The company has only one class of equity shares having par value of Rs.10 per share. Each shareholder is eligible for one vote per share held.

In the event of liquidation, the equity shareholder's are eligible to receive the remaining assets of Company after distribution of all preferential amounts, in proportion of their shareholdings.

3.2 The details of Shareholders holding more than 5% shares:

Name of the Shareholder	As at 31st March, 2020 No. of Shares	% held	As at 31st March, 2019 No. of Shares	% held
Nitin Jain	2454700	36.82%	1855000	36.61%
Bela Agrawal	2454700	36.82%	1855000	36.61%

3.3 The reconciliation of the number of shares outstanding is set out below:-

Particulars	As at 31st March, 2020	As at 31st March, 2019
Equity Shares at the beginning of the year	5066000	10000
Add:- Shares issued during the year	1600000	5056000
Less:- Shares cancelled on buy back of Equity Share	-	-
Equity Shares at the end of the year	6666000	5066000

4. RESERVE AND SURPLUS	As at 31st March, 2020	As at 31st March, 2019
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A. Surplus/(Deficit) in Statement of Profit and Loss

As per last Balance Sheet	12,598.46	11,289.83
Add:- Profit/(loss) for the year	20,271.48	12,308.63
Less- Bonus Share		11,000.00
TOTAL	32,869.94	12,598.46

B. Securities Premium

As per last Balance Sheet	29,898.91	-
Add:- Premium Received during the year	48,000.00	35,256.00
Less- Share Issue Expenses	64.00	926.71
Less- IPO Expenses	-	4,430.38
TOTAL	77,834.91	29,898.91
TOTAL (A+B)	1,10,704.85	42,497.37

Notes

Forming Part of the Financial Statements (Contd.)

(₹ in thousands)

5. SHORT TERM BORROWINGS	As at 31st March, 2020	As at 31st March, 2019
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Loans Repayable on Demand From Other Parties

SBI Cash Credit	59,988.67	
SBI EPC Limit	20,000.00	-
TOTAL	79,988.67	-

5.1 There is no default in repayment of Principal & Interest

5.2 Loan From Related Parties is Repayable on Demand

6. TRADE PAYABLES	As at 31st March, 2020	As at 31st March, 2019
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Creditors for Purchases*	407.70	3,647.01
Creditors for Expenses	1,259.39	1,636.34
TOTAL	1,667.09	5,283.35

* Also refer point 2(P) of notes to accounts

7. OTHER CURRENT LIABILITIES	As at 31st March, 2020	As at 31st March, 2019
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Others Payable*	1,274.48	1,287.88
Salary Payable	1,227.03	600.14
Advance Received	57.76	-
TOTAL	2,559.27	1,888.02

* Includes Statutory Dues

8. SHORT TERM PROVISIONS	As at 31st March, 2020	As at 31st March, 2019
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Provision for Audit Fees	83.50	77.00
Provision for Taxation	7,749.94	5,708.32
TOTAL	7,833.44	5,785.32

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SILGO RETAIL LIMITED

Registered Address- B-11, Mahalaxmi Nagar, JLN Marg, Jaipur - 302017, Rajasthan

CIN : L36911RJ2016PLC049036

Note : 9

DETAILS OF PROPERTY ,PLANT & EQUIPMENTS , INTANGIBLE ASSETS AND DEPRECIATION THEREON

(₹ in thousands)

S. NO.	PARTICULARS	RATE OF DEP.	GROSS BLOCK			DEPRECIATION				NET BLOCK	
			AS AT 01.04.2019	ADDITION	DELETION	AS AT 31.03.2020	AS AT 01.04.2019	FOR THE YEAR	PROFIT/LOSS ON SALES OF FIXED ASSET	AS AT 31.03.2020	AS AT 31.03.2019
1	Camera Machine	45.07%	262.50	0.00	0.00	262.50	203.55	26.65		230.19	58.95
2	Led TV	45.07%	51.17	0.00	0.00	51.17	23.59	12.47		36.05	27.59
3	fan	45.07%	4.66	0.00	0.00	4.66	2.12	1.15		3.27	2.54
4	Software & ERP (Intangible)	45.07%	111.34	58.44	0.00	169.78	56.43	55.68		112.11	54.91
5	Air Conditioner	45.07%	37.10	0.00	0.00	37.10	25.10	5.42		30.52	12.00
6	Printer	63.16%	13.14	86.96	0.00	100.10	8.66	43.89		52.55	4.48
7	External Hard Disk	63.16%	15.51	0.00	0.00	15.51	10.22	3.35		13.57	5.29
8	Computer	63.16%	4.10	832.36	0.00	836.46	3.46	412.73		416.19	0.64
9	Security System	63.16%	45.20	0.00	0.00	45.20	38.14	4.47		42.61	7.06
10	Plant and Machinery	18.10%	4437.84	828.08	790.00	4475.92	1160.89	572.24	201.59	1531.54	3276.95
11	Weight Machine	18.10%	31.44	0.00	0.00	31.44	8.56	4.15		12.72	22.87
12	Furniture	25.89%	313.50	292.61	0.00	606.11	119.53	112.20		231.73	193.97
13	Attendance Machine	18.10%	0.00	10.50	0.00	10.50	0.00	4.18		4.18	0.00
14	Water Purifier	45.07%	0.00	18.22	0.00	18.22	0.00	7.43		7.43	0.00
15	Mobile Phone	18.10%	0.00	6.34	0.00	6.34	0.00	0.04		0.04	0.00
	GRAND TOTAL		5,327.49	2,133.52	790.00	6,671.00	1,660.24	1,266.03	201.59	2,724.69	3,667.24

Notes

Forming Part of the Financial Statements (Contd.)

(₹ in thousands)

10. DEFERRED TAX ASSETS (NET)	As at 31st March, 2020	As at 31st March, 2019
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Deferred Tax Assets (Net)	84.82	91.30
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TOTAL	84.82	91.30
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10.1 Computation of Deffered Tax Asset (Net)	As at 31st March, 2020	As at 31st March, 2019
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Timing Difference

DTA arising on account of difference in WDV

WDV as per Income Tax Act	4,283.31	3,995.42
WDV as per Companies Act	3,946.31	3,667.24
Timing Difference	336.99	328.18
Tax on Above	84.82	91.30

Deferred Tax Assets	84.82	91.30
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11. OTHER NON CURRENT ASSETS	As at 31st March, 2020	As at 31st March, 2019
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Security Deposits	-	515.00
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TOTAL	-	515.00
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12. INVENTORIES	As at 31st March, 2020	As at 31st March, 2019
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Closing Stock

Finished Goods	36,167.71	24,989.71
WIP	1,222.08	1,035.63
Raw Material	1,22,491.04	51,691.24

TOTAL	1,59,880.83	77,716.58
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13. SHORT TERM LOAN & ADVANCE	As at 31st March, 2020	As at 31st March, 2019
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(a) Advance to Suppliers	3,823.25	-
(a) Other Advances	907.21	-
(b) TDS Receivable	4.71	36.62

TOTAL	4,735.17	36.62
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14. TRADE RECEIVABLES	As at 31st March, 2020	As at 31st March, 2019
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Trade Receivable Considered Good- Unsecured

Sundry Debtors (More than 180 Days)	10,515.45	394.39
Sundry Debtors (Less than 180 Days)	83,074.30	20,452.77

TOTAL	93,589.75	20,847.17
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Notes

Forming Part of the Financial Statements (Contd.)

(₹ in thousands)

15. CASH AND CASH EQUIVALENTS	As at 31st March, 2020	As at 31st March, 2019
(a) Cash in Hand	208.61	634.10
(b) Balance with Schedule Bank	2,399.30	392.52
TOTAL	2,607.91	1,026.61
16. OTHER CURRENT ASSETS	As at 31st March, 2020	As at 31st March, 2019
Statutory Balance	2,956.63	1,487.03
Pre-Paid Exp.	63.52	-
Prepaid Insurance Expenses	19.75	5.72
Prepaid Marketing	220.93	222.08
Security Deposit	294.43	488.16
Preliminary Expenses to be w/off	3.31	6.62
Pre-Operative Expenses	1.96	3.93
IGST Export Input Receivable	7.99	-
Advance Tax	1,000.00	-
TOTAL	4,568.53	2,213.54
17. REVENUE FROM OPERATIONS	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
Revenue from operation	2,84,034.80	2,16,754.26
TOTAL	2,84,034.80	2,16,754.26
17.1 REVENUE FROM OPERATIONS	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
Sales of Jewellery (Domestic)	2,82,964.44	2,14,881.36
Sales of Jewellery (Export)	834.96	-
Jewellery Labour Invoice	235.40	1,831.21
TOTAL	2,84,034.80	2,16,712.57
18 Other Income	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
Discount Received	8.37	-
Foreign Exchange Income	23.88	-
Gain on Sale of P&M	201.59	-
TOTAL	233.83	-
19. PURCHASES	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
Purchase	60,316.06	17,267.84
TOTAL	60,316.06	17,267.84

Notes

Forming Part of the Financial Statements (Contd.)

(₹ in thousands)

20. COST OF MATERIAL CONSUMED	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
Opening Raw Material	51,691.24	20,048.24
Add: Purchase	2,47,251.60	1,82,930.80
Less: Closing Raw Material	1,22,491.04	51,691.24
TOTAL	1,76,451.79	1,51,287.80
21. CHANGES IN INVENTORY OF STOCK IN TRADE	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
<u>Inventories at the end of the year</u>		
Finished Goods	36,167.71	24,989.71
WIP	1,222.08	1,035.63
<u>Inventories at the beginning of the year</u>		
Finished Goods/WIP	26,025.34	31,148.51
TOTAL	(11,364.45)	5,123.17
22. DIRECT EXPENSES	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
Job Work Expenses	322.22	293.47
Labour Expenses	6,463.14	4,754.62
Power & Fuel Expenses	457.01	419.42
Cam Expenses	227.92	373.33
Consumables	2,013.10	1,717.15
Jewellery Designing Expenses	252.07	-
TOTAL	9,735.46	7,557.99
23. FINANCE COSTS	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
Bank Charges	25.46	32.92
Interest Paid	2,977.81	-
Processing Charges	702.80	-
TOTAL	3,706.06	32.92
24. OTHER EXPENSES	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
Audit Fees	90.00	202.00
Advertisement & Business Promotion expenses	2,484.02	639.00
Internet & Telephone Expenses	55.07	121.53
Legal & Professional Expenses	897.10	382.25
Rent	402.50	3,292.00
Courier Expenses	150.75	529.43
Website Running & Maintenance Charges	41.51	126.49
Interest on TDS	102.30	64.41
GST Late Fees	8.61	12.00
Pre Operative Expenses W/off	1.96	1.96
Online Marketing & Listing Expenses	1,112.39	-

Contd.

Notes

Forming Part of the Financial Statements (Contd.)

(₹ in thousands)

Preliminary Expenses W/off	3.31	3.31
Tours & Travel Expenses	436.14	459.37
Office Expenses	327.04	161.23
Electricity exp.	520.39	529.93
Printing and Stationary	72.45	131.38
Repair & Maintenance Exp.	68.36	238.90
Duties & Taxes	6.80	22.20
Packaging & Forwarding Expenses	124.36	97.02
Miscellaneous Expenditure	569.56	356.55
Insurance Exp	30.98	17.16
Round OFF	0.42	5.51
Director Sitting Fees	46.00	52.00
Factory & Pollution License Fees	0.82	165.44
Clearing & Forwarding Expenses	72.84	-
TOTAL	7,625.67	7,611.07

24.1 PAYMENTS TO AUDITORS

	2019-20	2018-19
Statutory Audit Fees	50.00	50.00
TOTAL	50.00	50.00

25. EMPLOYEE BENEFIT EXPENSES

	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
Salary & Allowances	7,758.86	8,032.22
Staff Welfare Expenses	79.37	107.47
TOTAL	7,838.23	8,139.69

26. EARNING PER SHARE (EPS)

	FOR THE YEAR 2019-20	FOR THE YEAR 2018-19
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	20,271.48	12,308.63
ii) Weighted Average number of equity shares used as denominator for calculating EPS	56,38,678	38,71,732
iii) Basic and Diluted Earnings per share (In Rs.)	3.60	3.18
iv) Face Value per equity share	10.00	10.00

RELATED PARTY DISCLOSURES:-

(i) List of related parties where control exists and related parties with whom transactions have taken and relationships:

ANNEXURE: 1

S.No.	Name of the Related Party	Relationship
1.	M/S Silgo Creations (Jaipur) Private Limited	Group Concern
2.	M/S Creative Jewellery	Director's Firm
3.	Nitin Jain	Director
4.	Bela Agrawal	Director
5.	Anjana Jain	Director
6.	Prakash Singh	Key Managerial Personnel
7.	Kishore Singh	Key Managerial Personnel
8.	Tripti Sharma	Key Managerial Personnel
9.	Vaibhav Khandelwal	Key Managerial Personnel

(ii) Transactions during the year with related parties:-

ANNEXURE: 2

(₹ in thousands)		
Name	Nature of Transactions	2019-20
1.M/S Silgo Creations (Jaipur) Private Limited	Opening Balance	0.00
	Reimbursement of Exp (Net)	450.23
	Amount Paid (Including TDS)	450.23
	Closing Balance	0.00
2. M/S Creative Jewellery	Opening Balance	0.00
	Purchase	62149.76
	Amount Paid	62149.76
	Closing Balance	0.00
3. Payment to Director's	Opening Balance	37.30
	Director Remuneration	3600.00
	Reimbursement of Exp	326.96
	Director Sitting Fees	10.00
	Amount Paid (Including TDS)	3974.26
	Closing Balance	0.00
6. Payment to KMP's	Opening Balance	144.74
	Salary	1583.75
	Reimbursement of Exp	1002.48
	Amount Paid (Including TDS)	2209.80
	Closing Balance	521.17