



**SILGO RETAIL LIMITED**



*Annual Report*

**2022-23**

# Contents



• Corporate Profile.....	01
• Chairman's Letter .....	02
• Directors' Report & Annexures .....	04
• Secretarial Audit Report .....	17
• Management Discussion & Analysis .....	31
• Report On Corporate Governance .....	40
• Independent Auditors Report .....	66
• Financial Statement .....	75
• Notice To The Shareholders.....	98

## 8<sup>th</sup> Annual General Meeting

### Day & Date

Saturday , 30th September 2023

### Time

1:30 P.M.

### Address

B-11, Mahalaxmi Nagar, JLN Marg,  
Jaipur-302017 Rajasthan India

Through Video Conference @ Corporate Office

# Corporate Profile



Company Name	:	SILGO RETAIL LIMITED
CIN	:	L36911RJ2016PLC049036
ISIN	:	INE011101013
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 / +91-7055570555

## Board Of Directors:

Mr.Nitin Jain	Chairman & Managing Director
Mrs.Anjana Jain	Whole-Time Director
Ms. Anisha Jain	Non-Executive Director
Mr. Tarun Kumar Rathi	Non-Executive Independent Director
Mr.Gopal Singh	Non-Executive Independent Director
Mr.Shalabh Gupta	Non-Executive Independent Director

## Other Key Managerial Personnel:

Ms.Tripti Sharma	Company Secretary & Compliance Officer
Mr. Mayank Kumar Gattayni	Company Secretary & Compliance Officer

## COMMITTEES

AUDIT COMMITTEE	STAKEHOLDER'S RELATIONSHIP COMMITTEE	NOMINATION & REMUNERATION COMMITTEE
Mr.Gopal Singh- Chairperson Mr.Shalabh Gupta Mr.Nitin Jain	Mr.Gopal Singh- Chairperson Mr.Shalabh Gupta Mr.Nitin Jain	Mr.Gopal Singh- Chairperson Mr.Shalabh Gupta Mr.Nitin Jain

## REGISTRAR AND SHARE TRANSFER AGENT: Bigshare Services Private Limited

Office No S6-2, 6th Floor Pinnacle Business Park,  
Next To Ahura Centre, Mahakali Caves Road,  
Andheri East, Mumbai Maharashtra – 400093

## STATUTORY AUDITORS M/S JKSS& ASSOCIATES

Formerly Known As J K SARAWGI & COMPANY  
Chartered Accountants  
91, Siddhartha Enclave, Near Ashram Chowk New Delhi-110014

## BANKERS

State Bank Of India Limited,  
IBB Branch, Jaipur

## SECRETARIAL AUDITORS M/S Mahendra Khandelwal & Co.

Company Secretaries,  
202, Prism Tower, Behind Nehru Place,  
Tonk Road, Jaipur Rajasthan-302015



# Chairman's Letters



## Dear Shareholders,

It gives me great pleasure to place before you the financial results for the year ended March 31, 2023. The year went by was a normal year without any loss of working days as was witnessed in the earlier two years 20-21 & 21-22.

During the year, the revenue from operations of your Company fell by 2.95% to ₹ 3407.08 Lakhs as against ₹ 3510.40 Lakhs as of last year at gross level. But in spite of less turnover the Net Profit for the year ended March 31, 2023 stood at Rs. 235.18 Lacs. The Company recorded a Net Profit growth of 1.99% in FY 2022-23 on y-o-y basis as compared to FY 2021-22.

Taking into consideration the uncertainties prevailed in all areas, the performance was satisfactory. We are hopeful for a better performance in next year.

These results were driven by our relentless focus on operational efficiency, enhanced sales across all product categories, and optimization of margins. SILGO affirming the robustness and variety of our product offerings. A primary focus for SILGO has been to maintain an optimal inventory level, ensuring effective management of working capital and facilitating the pursuit of growth objectives. Our commitment to innovation and design excellence enabled us to captivate our customers' imagination and deliver jewelry that resonated deeply with their desires.

As we look to the future, the outlook for the jewelry industry remains promising. As India continues on its path to becoming a 5 trillion economy, we are bound to witness an increase in the spending power of people. Jewelry demand despite challenges of inflation and global uncertainty is expected to benefit from this strong economic growth and the growing urbanization and middle class. SILGO remains focused on driving innovation, customer satisfaction, and sustainable financial growth. Our growth strategy centers on increasing customer engagement, generating healthy profits, acquiring new customers, and penetrating promising markets by opening new stores. We are well poised to capture future market opportunities and provide our customers with unparalleled products and experiences.

Going forward, in 23-24 I wish to state that the year began well. The first quarter of 23-24 was promising for multiple reasons namely "Akshaya Thrithiyai" & large number of wedding events. This augurs well for the company particularly in the background of escalating silver price witnessed currently.

In this background, your company is well placed to repeat and even better the performance in 23-24 for the following reasons:

- a. Improved product mix resulting in expanded gross profit margin also will contribute to improve the bottom-line of the company.
- b. Improved visibility of the brand may bring in better "Footfall" and inquiries that may fructify for incremental sales.
- c. Polarization aspects of business will result in better overall performance

At the same time, your company should find timely solutions to the current challenges faced by the wholesale and retail trade namely,

- i. High level of silver price and its behavior
- ii. Shift in customers preferences to other discretionary consumable durables.
- iii. Accelerated inflation trend noticed will compel the company to incur more on labor and interest outflow.
- iv. Unhealthy competition from both organized and unorganized players.

In this context, the management has taken the following pro-active steps to mitigate the adverse impact:

- a. Concentration on product mix composition.
- b. Improvement in "stock rotation" with the help of technology.
- c. Better inventory stocking in company's outlet to increase the "footfall".
- d. Highly competitive pricing for all products.
- e. To act as source for design-oriented other active brands in our display.

Our financial position continues to be good. Looking forward to yet another rewarding year 23-24. Before I conclude, I would like to place on record my heartfelt gratitude to all our employees, thanks to our bankers under multiple banking system and to all our beloved shareholders who have extended support and trust to the management at all points in time.

**With warm regards**

**NITIN JAIN**

**Chairman cum Managing Director  
Silgo Retail Limited**



## BOARD'S REPORT

To,  
The Members of **SILGO RETAIL LIMITED**

Your Directors are pleased to present the **8<sup>th</sup> Annual Report** of your company together with Audited Financial statements for the year ended March 31, 2023.

### FINANCIAL PERFORMANCE

Your Company's performance during the year ended March 31, 2023 as compared to the previous financial year, is summarized as below-

	(Rs. In Lacs)	
Particulars	2022-23	2021-22
Revenue from Operations	3407.08	3510.40
Other Income	60.43	4.01
<b>Total Income</b>	<b>3467.51</b>	<b>3514.41</b>
Total Expenditures (Excluding Interest & Depreciation)	2950.47	3061.74
<b>Profit before Interest, Depreciation and Tax (PBITD)</b>	<b>517.04</b>	<b>452.67</b>
Less: Depreciation	5.17	7.51
Less: Interest	192.39	129.41
<b>Profit before Tax (PBT)</b>	<b>319.48</b>	<b>315.75</b>
Less: Tax Expenses (Including Deferred Tax)	84.30	85.18
<b>Profit After Tax</b>	<b>235.18</b>	<b>230.57</b>
Other comprehensive income for the year, net of tax	(1.04)	3.52
<b>Total comprehensive income for the year</b>	<b>234.13</b>	<b>234.08</b>
<b>Earnings per equity share (in Rs.):</b>		
Basic	<b>2.28</b>	<b>2.28</b>
Diluted	<b>2.28</b>	<b>2.28</b>

### BUSINESS OVERVIEW AND THE COMPANY'S PERFORMANCE

Your Company is engaged in the business of trade, manufacture and sale of silver jewellery, precious stone. It offers wide range and variety of jewellery including hallmarked silver jewellery with a focus on certified silver jewellery to cater not only to wedding jewellery but party and daily wear also.

To meet the choices and requirements of the customers, your Company keeps on launching new designs and collections from time to time.

During the year, the revenue from operations of your Company fell by 2.95% to ₹ `3407.08 Lakhs as against `3510.40 Lakhs as of last year at gross level. But in spite of less turnover the Net Profit for the year ended March 31, 2023 stood at Rs. 235.18 Lacs. The Company recorded a Net Profit growth of 1.99% in FY 2022-23 on y-o-y basis as compared to FY 2021-22.

### DIVIDEND

Your directors have not recommended any dividend for the year.





## **CONTINUING CHALLENGES**

- The constantly changing price of silver can impact customer behaviour in the medium term and also influence quarterly profitability Arising out of possibility of re-emergence of Covid in any part of financial year 22-23
- There is a potential risk of Covid-19 re-emergence at any point during the financial year 2022-2023.
- There is an ongoing competitive pricing conflict among organized industry participants.
- A significant portion of earnings is being allocated to address increased working capital needs for a business of the same scale.

## **LISTING OF SHARES**

The Equity Shares of our Company remain listed on the National Stock Exchange of India Limited. As of now, the listing fees for the year 2023-24 have not been settled with the Stock Exchanges. However, we assure you that the payment will be made within the stipulated deadline. It's important to note that the shares of the company are required to be traded exclusively in dematerialized form.

## **CHANGE IN NATURE OF BUSINESS**

The nature of the company's business has remained unchanged throughout the past year under review.

## **TRANSFER TO RESERVES**

During the year under review, the directors have allocated funds of Rs. 2,34,13,127/- to the general reserves.

## **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Considering that the Company does not have any subsidiaries, associates, or joint ventures, there is no requirement to consolidate its financial statements for the fiscal year ending on March 31, 2023.

## **SIGNIFICANT AND MATERIAL ORDERS**

No significant or substantial orders have been issued by regulators, courts, or tribunals that would have an impact on the Company's ability to continue its operations in the future.

## **ORDER OF SEBI, NSE LIMITED**

The company has not received any orders from SEBI (Securities and Exchange Board of India) or NSE Limited (National Stock Exchange Limited) that would have an effect on the listing of the company's shares.

## **PARTICULARS OF LOANS, GUARANTEES, SECURITIES AND INVESTMENTS**

Comprehensive details regarding loans, guarantees, and investments falling under the scope of Section 186 of the Act are furnished in the notes accompanying the financial statements. It is pertinent to emphasize that the Company has refrained from disbursing any loans to individuals within the ambit of Section 186, and similarly, it has not issued any guarantees as defined by the aforementioned section.

## **BORROWINGS**

During the present fiscal year, the Company has obtained borrowings for its working capital needs. In-depth details regarding such borrowings, are comprehensively explained in the notes that accompany the company's audited financial statements.

**CREDIT RATING**

There have been no credit ratings obtained by the company from any Credit Rating Agency during the year.

**SHARE CAPITAL**

As of March 31, 2023, the Company's Issued, Subscribed, and Paid-up Share Capital amounted to Rs. 10.27 Crore, consisting of 1.027 Crore Equity Shares valued at Rs. 10/- each. It's important to note that there has been no modification in the Authorized and Paid-up Share Capital during the period under assessment.

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

The Company has neither issued shares with differential voting rights nor granted any stock options or issue any sweat equity or issued any bonus shares. Further, the Company has not bought back any of its securities during the year under review and hence no details / information invited in this respect.

**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 not raised through preferential allotment or qualified institutions placement.

**ANNUAL RETURN**

A copy of the Annual Return of the Company for the Financial year 2022-23, as required under Section 92 (3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 shall be placed on the Company's website [www.silgo.in](http://www.silgo.in)

By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

**SECRETARIAL STANDARDS**

The Company has adhered to the Secretarial Standards set forth by the Institute of Company Secretaries of India regarding Board Meetings and General Meetings. The report pertaining to the Secretarial Audit, conducted by M/s. Mahendra Khandelwal & Co., Company Secretaries (COP No. 4459), in Form MR-3 for the fiscal year 2022-23, is attached herewith as "Annexure I" and constitutes an integral component of this Report. The Secretarial Audit Report does not contain any adverse observations, qualifications, or reservations that necessitate an explanation.

**COST RECORDS**

Under the provisions of Section 148 of the Act, your Company is not required to maintain cost records.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR AND DATE OF THE REPORT:**

There have been no significant alterations or commitments that have impacted the financial standing of the Company between the conclusion of the financial year and the date of this report.





## 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, 2023 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	Whole-time Director	20.12.2021	----
3	Mr. MRIDUL MAHESHWARI	Additional Non-Executive Director	20.12.2021	22.08.2022
4	Ms. ANISHA JAIN	Non-Executive Director	22.08.2022	----
4	Mr. SHALABH GUPTA	Non-Executive Independent Director	28.07.2018	----
5	Mr. GOPAL SINGH	Non-Executive Independent Director	28.07.2018	----
6	Mr. TARUN KUMAR RATHI	Non-Executive Independent Director	08.02.2021	----
7	Ms. TRIPTI SHARMA	Company Secretary (Key Managerial Person)	14.06.2018	----
8	Mr. MAYANK KUMAR GATTAYNI	Chief Financial Officer (Key Managerial Person)	29.09.2022	30.05.2023

Mr. Mridul Maheshwari has resigned as an Additional Non-Executive director w.e.f. August 22, 2022 of the company and Ms. Anisha Jain has appointed in place of him as Additional Non-Executive Director in the same meeting and regularized in the last Annual General Meeting.

Mr. Mayank Kumar Gattayni has appointed as the Chief Financial Officer of the company w.e.f. September 29, 2022.

### RETIRE BY ROTATION

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

### INDEPENDENT DIRECTORS AND FAMILIARISATION PROGRAMME

The Company's interpretation of the term 'Independence' for Directors is derived from the provisions outlined in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. An annual affirmation is obtained from Independent Directors, verifying their alignment with the independence criteria. Subsequent to receiving these confirmations and disclosures from the Directors, the Board affirms that the Independent Directors satisfy the stipulated conditions as delineated by the SEBI (Listing Obligations and Disclosure Requirements) Regulations and possess independence from the management.

The Board members are equipped with essential documents, brochures, and reports to facilitate their comprehension of the Company's procedures and protocols. Scheduled presentations are delivered during Board and Board Committee Meetings, covering updates on the Company's operations, performance,



business strategy, and associated risks. Additionally, arrangements are made for site visits, though these were temporarily halted during the Covid period.

To familiarize new directors with the Company, a comprehensive presentation is provided upon their appointment. This presentation encompasses their roles, obligations, the Company's strategy, business model, operational processes, market presence, organizational framework, products, and more. Similarly, an annual presentation, along similar lines, is sent to existing Independent Directors. This practice ensures they remain updated on the aforementioned aspects.

Pursuant to the Companies Act, 2013, as part of Board discussions, presentations detailing the Company's performance are presented to the Board during its meeting(s). The specifics of these orientation programs for Independent Directors are disclosed on the Company's official website and can be accessed through the following link: [www.silgo.in](http://www.silgo.in).

#### **DISCLOSURES BY DIRECTORS**

The Board of Directors has duly submitted notices of their interests in accordance with Form MBP 1 as stipulated by Section 184(1). Additionally, the directors have provided intimation using Form DIR 8 as required by Section 164(2), along with declarations confirming their adherence to the Company's Code of Conduct.

#### **STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS**

The Company has obtained declarations from all its Independent Directors, affirming their alignment with the independence criteria as prescribed by both Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In conformity with the provisions of the Companies Act, 2013, none of the Independent Directors are subject to retirement by rotation.

#### **BOARD EVALUATION**

As per the mandates outlined in the Companies Act, 2013, and Schedule IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Board has successfully executed an Annual Performance Evaluation. This comprehensive evaluation encompasses the following key components:

1. Self-Assessment of Board Performance: The Board has undertaken an assessment of its own performance, focusing on various aspects such as its efficiency, decision-making capabilities, strategy formulation, and overall governance effectiveness.
2. Evaluation of Individual Directors: Each Director's performance has been evaluated individually, taking into consideration factors like active participation, valuable contributions, knowledge enrichment, and engagement levels during Board meetings and Committee activities.
3. Committee Evaluation: An evaluation has been conducted to gauge the functioning of the Board's Committees. This assessment encompasses aspects like the composition of committees, their operational efficiency, and adherence to their respective charters.



The objective of these evaluations is to ensure that the Board operates optimally, individual Directors contribute effectively, and the Committees function in alignment with the best corporate governance practices.

In line with effective governance requirements, the Board reviews its own performance annually using a pre-determined template designed as a tool to facilitate the evaluation process. The assessment was built around the functioning of the Board as a whole, its committees and also the evaluation of Individual Directors.

While the individual Directors' performance was reviewed by the Chairman and the rest of the Board excluding the Director being evaluated, the Chairman's and Non-independent Director's performance was appraised through feedback from Independent Directors.

## BOARD MEETINGS AND COMMITTEES OF DIRECTORS

### BOARD MEETINGS

During the year under review 7 meetings of the Board were held and the gap between any two meetings did not exceed 120 days.

The requisite quorum was present during all the Board meetings. During the year 7 meetings of the Board were held on 05<sup>th</sup> April, 2022, 27<sup>th</sup> May, 2022, 10<sup>th</sup> August, 2022, 22<sup>nd</sup> August, 2022; 29<sup>th</sup> September, 2022, 14<sup>th</sup> November, 2022, 14<sup>th</sup> February 2023. 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. 2022-23	Last AGM Attended
Mr. Nitin Jain	7	7	Yes
Mrs. Anjana Jain	7	7	Yes
Ms. Anisha Jain	1	7	No
Mr. Shalabh Gupta	7	7	Yes
Mr. Gopal Singh	7	7	Yes
Mr. Tarun Kumar Rathi	7	7	Yes
Mr. Mridul Maheshwari	3	7	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, 2023, 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





### **AUDIT COMMITTEE AND OTHER BOARD COMMITTEES**

The details pertaining to the composition of the Audit Committee and its role is included in the Corporate Governance Report, which is a part of this Annual Report. In addition to the Committees mentioned in the Corporate Governance Report.

### **CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees during day-to-day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The Code gives guidance through examples on the expected behaviour from an employee in each situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard. The Code has also been posted on the Company’s website at [www.silgo.in](http://www.silgo.in)

### **CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Directors and the designated employees have confirmed compliance with the Code. The same has been displayed at the company’s website at [www.silgo.in](http://www.silgo.in)

### **DIRECTORS’ RESPONSIBILITY STATEMENT**

In terms of sub-section 3 read with sub-section 5 of Section 134 of the Companies Act, 2013, the directors hereby state to the best of their knowledge and belief that:

- i) In preparation of annual accounts for the financial year ended March 31, 2023 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, 2023 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. The Company has adopted Indian accounting Standards ("Ind AS") specified under section 133 of the companies Act, 2013 for the year under review. The company has evaluated the possible impact of this pandemic on the business operations and the financial positions of the Company and based on its assessment believes that there is no significant impact on the financial results of the Company.

## **AUDITORS**

### **1. STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed there under M/s. J K Sarawgi & Co., Chartered Accountants, (which is currently known as M/s. J K S S & ASSOCIATES, Chartered Accountants), Firm Registration No. 006836C have been appointed as Auditors for a term of five years, subject to ratification by the shareholders, from the conclusion of the 4<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 9<sup>th</sup> Annual general Meeting of the company.

The Ministry of Corporate Affairs vide Notification dated 7th May 2018 notified several Sections of the Companies (Amendment) Act, 2017. In view of the said notification, the requirement of ratification of appointment of auditors, under Section 139 of the Companies Act, 2013, at each AGM is no longer required. Hence, the resolution to this item is not being included in the Notice to the AGM.

### **1.1 DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT**

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force).

### **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 appointed M/s Mahendra Khandelwal & Co., Company Secretaries, 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 – I** 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 appointed Mr. Arihant Jain as the Internal Auditor of the company for the year under review.



### **COMMENTS ON AUDITORS REPORT**

There are no disqualifications, reservations, adverse remarks or disclaimers in the Statutory auditor's report and secretarial auditor's report.

### **PUBLIC DEPOSITS**

The Company has not accepted deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Rules framed thereunder. Further, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

### **CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with related parties which may have potential- conflict with interest of the Company at large. The particulars of such contract or arrangements entered by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 are attached here within **Annexure II** in Form No.AOC-2.

All Related Party transactions were placed before the Audit Committee and the Board for approval.

The Policy on the Related Party Transactions as approved by the Board is uploaded on the website of the Company [www.silgo.in](http://www.silgo.in)

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCE / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The Company has undertaken a series of strategic initiatives aimed at augmenting business operations through the enhancement of organizational efficiency, strategic resource allocation, refined performance and compensation management frameworks, competency-driven professional growth trajectories, meticulous career advancement and succession planning, and overall organizational fortification. Of significant note is the prominence accorded to leadership development, which stands as a focal point within these endeavors. Additionally, a comprehensive and sustained personal development program has been embarked upon to serve as a long-term organizational strategy.

A substantial commitment of resources has been dedicated to nurturing not only leadership acumen but also administrative and functional proficiencies, ensuring the Company's preparedness to effectively address the anticipated talent requirements of the future. This concerted effort reflects the Company's proactive stance in cultivating a robust talent pipeline and fostering a culture of continuous improvement and adaptability.

The Company continues to maintain pleasant relations without any interruption in work. As on 31st March 2023 the Company has 23 employees on its roll of the company.

### **PARTICULARS OF EMPLOYEES AND REMUNERATION**

Information required 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 has been provided in **Annexure-III** forming part of this report.





During the financial year 2022-23, 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.

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

### **A. CONSERVATION OF ENERGY**

The disclosure of particulars with respect to conservation of energy pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with rule 8(3) of the companies (accounts) rules, 2014 are not applicable as our business is not specified in the Schedule. However, the company makes its best efforts to conserve energy in a more efficient and effective manner.

### **B. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION**

The company has not carried out any specific research and development activities. The company uses indigenous technology for its operations. Accordingly, the information related to technology absorption, adaptation and innovation is reported to be NIL.

### **C. FOREIGN EXCHANGE EARNING AND OUTGO**

(Rs. in Thousands)			
S.No.	Particulars	2022-23	2021-22
(a)	Foreign Exchange Earnings	104861.57	100142.39
(b)	Foreign Exchange Outgo	3366.19	1375.43

## **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](http://www.silgo.in) and the same is attached herewith as **Annexure - IV**.
- 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:**  
In compliance with the provisions of section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), the Company has established a vigil mechanism for the Directors and employees of the Company to report concerns about unethical behaviour, actual or suspected incidents of fraud or violation of Code of Conduct.



The Vigil Mechanism / Whistle Blower Policy may be accessed on the Company's website at [www.silgo.in](http://www.silgo.in)

#### **DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of women at workplace and matters connected therewith or incidental thereto covering all the aspects as required under the "The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013. There were no such complaints received under the policy during the year.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Board of Directors have designed and implemented various policies and procedures for internal financial controls to ensure orderly and efficient recording and generation of reliable financial and operational information, safeguarding of assets from unauthorised use or losses, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, timely preparation of reliable financial information and ensuring compliance with corporate policies and applicable laws. The audit committee evaluates the internal control system periodically. During the year under review, no fraud was detected by the auditors.

The Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the essential components of internal controls over financial reporting criteria established by the Company.

#### **RISK MANAGEMENT**

The Company has implemented a comprehensive framework to recognize, evaluate, supervise, and alleviate a diverse array of risks that could potentially impact its vital business objectives. Significantly identified risks, as determined by the respective business units and functions, are methodically confronted through continuous and proactive mitigative measures. Notable among these risks are those associated with fluctuations in raw material prices, financial vulnerabilities, and foreign currency exposures.

Presently, the Board acknowledges that no risks have been identified that pose an imminent threat to the Company's existence. This affirmation reflects the diligence and efficacy of the risk management mechanisms in place, underscoring the Company's commitment to maintaining a resilient and secure operational landscape.

#### **FRAUD REPORTING**

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Act (including any statutory modification(s) or re-enactment(s) for the time being in force).

#### **INSOLVENCY AND BANKRUPTCY CODE, 2016**

No application or proceeding was made or pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review.



### **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.

### **MANAGEMENT DISCUSSION & 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 – V**

### **REPORT ON CORPORATE GOVERNANCE**

In terms of Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on corporate governance together with a certificate from M/s Mahendra Khandelwal & Co., Company Secretaries, confirming compliance thereof is given in **Annexure-VI** forming part of this report.

### **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.

### **DISCLOSURES OF TRANSACTIONS OF THE LISTED ENTITY WITH ANY PERSON OR ENTITY BELONGING TO THE PROMOTER/PROMOTER GROUP WHICH HOLD(S) 10% OR MORE SHAREHOLDING IN THE LISTED ENTITY, IN THE FORMAT PRESCRIBED IN THE RELEVANT ACCOUNTING STANDARDS FOR ANNUAL RESULTS**

Mr. Nitin Jain and Mrs. Bela Agrawal holds 10% or more shares in the Company. The details of transactions with promoter/promoter group holding 10% or more shares have been disclosed in the financial statements which is part of the Annual Report.

### **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 31.03.2023.

### **INSURANCE**

The assets of the Company are adequately insured against fire and such other risks, as are considered necessary by the Management.

### **BUSINESS RESPONSIBILITY REPORT**

Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 was not applicable to the Company during the year under review, based on the market capitalisation.

### **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 trading in the Equity Shares of your Company is under compulsory dematerialization mode. As on March 31, 2023, Equity Shares representing 100% of the equity share capital are in dematerialized form. As the depository system offers numerous advantages, members are requested to take advantage of the same and avail of the facility of dematerialization of the Company's shares.

#### **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**

The Board would like to place on record its sincere appreciation for the wholehearted support and contribution made by its customers, its shareholders and all its employees across the country, as well as the various Government Departments, Banks, Distributors, Suppliers and other business associates towards the conduct of efficient and effective operations of your Company.

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

**Place: Jaipur  
Date: August 28, 2023**

**NITIN JAIN  
Managing Director  
DIN: 00935911**

**ANJANA JAIN  
Whole-time Director  
DIN: 01874461**



## ANNEXURE-I OF BOARD'S REPORT

### SECRETARIAL AUDIT REPORT

Form No. MR-3

(For the financial year ended March 31, 2023)

[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,  
**SILGO RETAIL LIMITED**  
B-11, MAHALAXMI NAGAR,  
JAWAHAR LAL NEHRU MARG  
JAIPUR RJ 302017 IN

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **SILGO RETAIL LIMITED (here in after called as the Company)** having CIN No. L36911RJ2016PLC049036 and registered office at B-11, MAHALAXMI NAGAR, JAWAHAR LAL NEHRU MARG JAIPUR RJ 302017 IN Secretarial audit was conducted in the manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, 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, We hereby report that in our opinion; the Company has, during the audit period covering the financial year ended on March 31, 2023 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. We have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
  - II. The Securities Contract (Regulation) Act, 1956 and Rules made there under;
  - III. The Depositories Act, 1996 and Regulations and Bye-laws framed there under;
  - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable to the Company during Audit Process);
  - V. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.;
- a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [Not applicable as there was no reportable event during the financial year under review for secretarial audit]
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [Not applicable as there was no reportable event during the financial year under review for secretarial audit]
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable as there was no reportable event during the financial year under review for secretarial audit]
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable as there was no reportable event during the financial year under review for secretarial audit] and
- i. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; [Not applicable as there was no reportable event during the financial year under review for secretarial audit]

VI. As identified by the management, following laws are specifically applicable to the Company:

- a. The Information Technology Act, 2000
- b. The Trademark Act, 1999
- c. The Indian Copyright Act, 2005
- d. The Patents Act, 1970
- e. The Trade Unions Act, 1926
- f. The Employees' Provident Fund & Miscellaneous Provisions Act, 1952
- g. The Employees' State Insurance Act, 1948
- h. Equal Remuneration Act, 1976
- i. The Export and Import policy of India
- j. Any other applicable laws

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
1	Regulation 23(9) of SEBI LODR) Regulations, 2015	4 days Delay in disclosing the Related Party Transactions for the half year ended March 2022	The Company has delayed of 4 days in submission of report under reg 23(9) to Stock exchange and Accordingly Company has Paid the fine levied by the Stock exchange

(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
1.	National Stock Exchange	4 days Delay in disclosing the Related Party Transactions for the half year ended March 2022	Fine levied Amounting Rs. 20000 + GST @ 18% Total Rs. 23600/-	The Company has delayed of 4 days in submission of report under reg 23(9) to Stock exchange and Accordingly Company has Paid the fine levied by the Stock exchange





(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 31.03.2023	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Nil	The Company has delayed of 4 days in submission of report under reg 23(9) to Stock exchange and Accordingly Company has Paid the fine levied by the Stock exchange	Due to some unavoidable situation, the disclosure in respect of said Regulation was filed in delay 4 days from the due date. However the board accepted the mistake and deposited the fine amount within time	Acknowledged

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the period under review the company has-complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned.

We 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.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation



at the meeting.

- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Company has introduced compliance alert system for applicability of all applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has passed no special resolutions which are having major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards.

**For M/s Mahendra Khandelwal & Co.  
Company Secretaries**

**Place: Jaipur**

**Date: 26/08/2023**

**Mahendra Prakash Khandelwal  
(Proprietor)  
Membership No.6266  
C.P. No-4459  
UDIN: F006266E000908191**

**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. Wherever 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.

**For M/s Mahendra Khandelwal & Co.  
Company Secretaries**

**Place: Jaipur  
Date: 26.08.2023**

**Mahendra Prakash Khandelwal  
(Partner)  
Membership No.6266  
C.P. No-4459  
UDIN: F006266E000908191**



## ANNEXURE-II OF BOARD'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, 2023 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
NIL					



## ANNEXURE-III OF BOARD'S REPORT

### PARTICULAR'S OF EMPLOYEES

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.

- The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2022-23, 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 2022-23 p.a. (Rs. in Lacs.)	% increase in Remuneration in the financial year 2022-23	Ratio of the remuneration of each director to the median remuneration of the employees
1	Mr. Nitin Jain, Managing Director	24.00	--	11.35:1
3	Mrs. Anjana Jain (Whole-time Director)	--	--	--
4	Ms.Tripti Sharma Company Secretary & Compliance Officer	5.88	14.17%	--
5	Mr.Mayank Kumar Gattayni Chief Financial Officer	1.68	--	--

- The percentage increase/decrease in the median remuneration of employees in the financial year  
There is an 8.74% decrease in the median remuneration of employees during the financial year.
- The number of permanent employees on the rolls of company  
23 permanent employees on the rolls of the Company as on March 31, 2023.
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration  
There is 8.74% decrease in the salaries of employees other than the managerial personnel in the last financial year i.e. 2022-23. whereas the increase in the managerial remuneration was 14.17%.  
The remuneration of Working Directors is decided based on Industry trend, remuneration package in other comparable Corporates, Job contents, key performance areas and Company's performance.
- Affirmation that the remuneration is as per the remuneration policy of the Company.  
Remuneration paid during the year ended March 31, 2023 is as per Remuneration policy of the Company.





## ANNEXURE-IV OF BOARD'S REPORT

### NOMINATION AND REMUNERATION POLICY

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#### 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) fulfilment 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; analysing 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.



**MANAGEMENT DISCUSSION ANALYSIS REPORT**

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**GLOBAL JEWELLERY INDUSTRY**

**INTRODUCTION**

The worldwide jewellery market is poised for significant expansion. This growth is primarily propelled by shifting consumer preferences towards unique jewellery designs, including oversized hoop earrings and geometric shapes like rectangles, spheres, and squares. The increasing fondness for personalized and environmentally sustainable jewellery amplifies this trend. Additionally, the global gold jewellery sector is expected to experience growth in the projected timeframe. This growth can be attributed to the upward trajectory of GDP per capita, the steady increase in consumer disposable income, and the enduring allure of gold as a viable long-term investment.

Distribution of the Global Jewellery Market By Product Type in 2022

- Necklace
- Ring
- Earring
- Bracelet
- Others

**MARKET SIZE**

In the year 2022, the global market for gold jewelry, with a valuation of \$193.3 billion, is expected to ascend to \$304.2 billion by the year 2030. This projected growth signifies a Compound Annual Growth Rate (CAGR) of 5.8% spanning from 2022 to 2030, within the post-COVID-19 commercial environment. Gold, recognized for its enduring value, commands greater trust compared to the currencies of nations.

Retailers worldwide exhibit a significant level of trust in gold as opposed to conventional currencies, with 61% of them subscribing to this perspective.

**RISING DISPOSABLE INCOME FUELLING THE MARKET GROWTH**

The rapid increase in family members' combined earnings is resulting in higher disposable income for consumers, significantly increasing their spending power. As a result, an increasing number of consumers nowadays are unwilling to compromise product quality regardless of cost and prefer to purchase various types of authentic gems and jewellery available in the market. Moreover, the rising disposable income levels have increased the purchasing power of consumers, which has resulted in an improved standard of living. Furthermore, the education levels of women have risen in India, leading to an increase in the ratio of women in the workforce and providing them more purchasing power. Such factors are positively influencing the gems and jewellery market of India.



## INDIAN SILVER MARKET

### OVERVIEW:

India has emerged as the largest market for silver jewellery and silverware, experiencing substantial growth over the past few years. The country's silver jewellery exports for the fiscal year 2022-23 exhibited an 8% year-on-year increase, reaching \$2.93 billion. We spoke to two notable silver jewellery exporters to understand the reasons behind this upsurge in exports and to explore strategies for Indian manufacturers to tap into other markets and maintain this momentum.

Silver holds deep cultural and traditional significance in India. It plays a vital role in various important events and rituals. Whether in weddings or religious ceremonies, the exchange and gifting of silver items represent blessings, prosperity, and positive fortune.

While the cultural value of silver is undeniable, its price volatility can impact consumer behaviour. In times of uncertain prices, consumers might delay their silver-related purchases in hopes of more favourable market conditions before making decisions. Nonetheless, the enduring cultural importance of silver ensures that it remains a cherished and desired metal in India, regardless of short-term price fluctuations.

According to silver exporters, several factors have contributed to the recent surge in demand for Indian silver exports. Among these factors are innovative designs and the integration of technology. Krishna Goyal, Convener of the Silver Panel Committee at the GJEPC (Gem & Jewellery Export Promotion Council), attributes this growth to the global economy's recovery from the pandemic, particularly in the United States, a major market for Indian silver jewellery. He notes that following the impact of Covid-19, consumers had reduced disposable income, and innovative designs provided them with the opportunity to attain personal adornment desires at affordable prices.

### MARKET SIZE:

As of the year 2022, the Indian market had exported silver with an approximate value of ₹16,300 Crores. Projections indicate that the Indian silver market is poised for a robust growth trajectory, projected to expand at a Compound Annual Growth Rate (CAGR) of 21.3%. This growth trend is anticipated to lead to a market valuation of \$208.2 million by the year 2027.

India stands as one of the prominent global importers and consumers of silver, given its widespread utilization both domestically and industrially. The country's demand for silver spans various sectors. Additionally, other countries that rank among the largest silver markets include China, Germany, the United Kingdom, Japan, and several others.

Rajasthan, Jharkhand, Karnataka, and Andhra Pradesh are the leading states in the Indian market for silver production. These states contribute significantly to the overall silver output within the country.

The utmost level of silver purity is 99.9, denoting that the silver is exceedingly malleable and, consequently, not suitable for crafting ornaments or jewelry. Typically, silver items with the highest purity, such as coins and bars, are prevalent in the silver market due to their specific properties and purposes.



As reported by GlobalData, India secured the position of the eleventh-largest global producer of silver in the year 2022. However, the output experienced a decrease of 0.95% compared to the preceding year, 2021. Over the five-year period leading up to 2021, silver production in India demonstrated a Compound Annual Growth Rate (CAGR) of 7%. Looking ahead, it is projected that between the years 2022 and 2026, silver production is anticipated to experience a more modest CAGR of 0.11%.

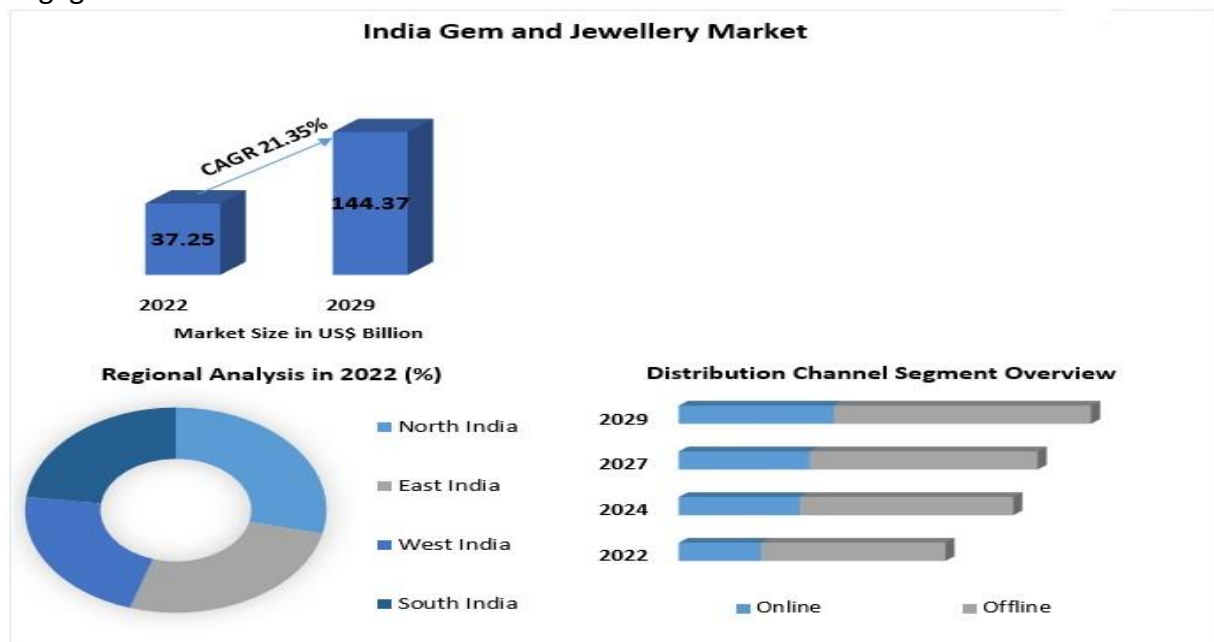
#### Key Growth Drivers:

The fiscal year 2023 (FY23) marked an outstanding period for the jewellery market, with expectations of growth reaching up to \$103.6 billion by the conclusion of this calendar year (CY). To gain a deeper insight into the market dynamics, let's delve into the factors propelling the growth within this sector.

#### The Hyperlocal Approach:

The demand for Indian jewellery is characterized by its diversity, which is influenced by regional preferences, income disparities, and cultural traditions. The jewellery demand in India is primarily driven by local tastes and customs, making it a hyperlocal phenomenon.

Silgo Retail Jewellers stands out in India's Silver jewellery market by adopting a hyperlocal strategy. Unlike its national competitors, Silgo operates at a micro-market level, tailoring its offerings to cater to specific regional requirements. This approach enables Silgo to establish strong connections with customers on a local level while leveraging the strengths of regional and smaller-scale players. This hyperlocal approach not only recognizes and adapts to the varying preferences and traditions across different regions but also allows brands like Silgo Retail Jewellers to effectively connect with customers on a more personal and relatable level, fostering stronger customer relationships and engagement.





Region	Percentage
North	20%
South	40%
East	15%
West	25%

## SILVER DEMAND & SUPPLY

The demand for jewellery exhibits distinct patterns of seasonality, primarily influenced by weddings, festivals, and agricultural harvests in rural regions. These specific events hold significant importance in each locality and contribute significantly to driving growth. The distinctive seasonality of jewellery demand necessitates an in-depth comprehension of local consumer preferences. It also requires tailored marketing strategies to cater to diverse audiences, localized sourcing and product strategies, as well as a substantial working capital. As a result, only a select few local players have effectively transformed into regional contenders, and an even smaller number have successfully expanded on a national scale.

The hyperlocal nature of jewellery demand emphasizes the essential need for an astute and strategic approach to address the diverse array of markets. This approach recognizes the uniqueness of each market and the necessity for a nuanced strategy to engage with and cater to customers effectively. By adapting to local preferences and requirements, jewellery businesses can maximize their appeal and achieve success in a variety of regional markets.

## OUR RESPONSE:

At Silgo Jewellers, localization is at the heart of our approach. We prioritize tailoring our product offerings, brand messaging, showroom experiences, and grassroots engagement to resonate with local communities.

We've designed state and city-specific campaigns and enlisted brand ambassadors who can connect with national, regional, and local audiences, ensuring our message reaches effectively.

Our product range is curated to align with local market preferences, and we collaborate closely with local artisans. We've strategically established procurement centres in key jewellery manufacturing areas. Our showrooms are a reflection of local tastes, and our staff members are not only fluent in local languages but are also well-versed in local customs and traditions.

While we proudly position ourselves as hyperlocal jewellers through impactful national campaigns, we also present ourselves as a formidable upcoming national brand.

## Organized retail's growing share in the jewellery industry is anticipated to continue driving change:

The jewellery retail sector is undergoing a substantial transformation with the rise of organized players. This shift is driven by the urban population's expansion and the preferences of the younger generation. These discerning consumers prioritize brands and transparency in pricing, seeking quality similar to other branded products. Organized retailers excel in meeting these demands by ensuring purity, authenticity, and an enhanced shopping experience.





The Indian jewellery market is projected to expand at a Compound Annual Growth Rate (CAGR) of 5.54% from 2022 to 2027. This growth is expected to result in an increase of USD 21.54 billion in the market size.

#### **SWOT ANALYSIS:**

##### **STRENGTHS:**

- Brand Equity: Silgo strong brand, scalable business model, efficient operations, and proven profitability enable it to leverage market opportunities in the organized jewelry sector.
- Pan-India Presence: With a nationwide network of showrooms, Silgo is a major player in the Indian jewelry market.
- Diversified Product Range: Emphasis on high-margin studded jewelry and sub-brands catering to specific customer segments enhances Silgo offerings.
- Market Opportunity: Positioned as a leading brand in a thriving market, Silgo Retail benefits from the growth of the organized sector.
- Extensive Network: Silgo Retail presence across 22 Indian states and four Middle Eastern nations, along with a stable expansion model, strengthens its reach.
- Strong Leadership: Visionary promoters and a capable management team have consistently delivered value.
- Robust Governance: A diverse and experienced Board of Directors and strong strategic leadership ensure effective governance.
- Effective Promotion: Silgo Retail balances local connections and national branding for a cohesive promotional strategy.
- Technology Focus: Investment in CRM, advanced campaigns, and cutting-edge technologies enhances customer relationships, retention, and sales.

##### **CHALLENGES IN THE RETAIL JEWELLERY MARKET:**

While there are promising indications of the retail market progressing toward a more robust and organized ecosystem, there are still significant challenges that pose a threat to its growth. The Indian gem and jewelry industry faces difficulties in obtaining bank credit. Over 20% of loans extended to this sector have turned into non-performing assets (NPAs), leading to the gem and



jewelry industry receiving a mere 2.7% of India's total credit allocation. Smaller independent jewelers face even more significant financing hurdles, often relying on monthly gold schemes for funding or functioning as money lenders.

The report concludes that national and regional chain stores are likely to continue expanding their market share due to their access to credit and their ability to maintain extensive inventories. Conversely, smaller players might encounter restricted access to credit if they fail to meet transparency standards. Banks and financial institutions remain cautious about lending to the gem and jewelry sector if transparency benchmarks are not met.

### **1) Overcoming Negative Perceptions about the Jewellery Industry with Regard to Ethics:**

The jewelry industry faces the challenge of addressing negative perceptions related to ethical concerns. Efforts are needed to enhance transparency, responsible sourcing, and ethical practices to regain consumer trust.

### **2) A Need for Financial Transparency**

Ensuring financial transparency within the jewelry industry is crucial. The sector must establish practices that provide clarity in pricing, cost structures, and value for customers, boosting confidence and loyalty.

### **3) A Need for Generic Promotion of Diamonds & Jewellery:**

There's a requirement for industry-wide efforts to promote diamonds and jewelry. Establishing a unified promotional strategy can raise awareness and drive demand, benefiting both consumers and businesses.

### **RISKS AND CONCERNS:**

- Relatively long operating cycle and working capital intensive nature of the business is an inherent characteristic of the G&J industry.
- The rising inflation declined consumer income are other factors that could subdue the growth of the sector.
- The Company is also exposed to price risk movements both in silver as well as its forex exposure. However, it has put systems and procedures in place to take care of these concerns.
- Increasing competition from new entrants as well as existing ones.
- Sluggish sales of products due to seasonal changes may affect profitability of the Company.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place adequate system of internal control. It has documented procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of



operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with global best practices in these areas as well.

Some significant features of the internal control systems are:

- Documenting Major Business Process including financial reporting, Computer Controlling, Security Checks and Top Committee level Plans
- A comprehensive information security policy and continuous upgrades to IT system
- Audit Committee of the Board of Directors, comprising independent directors, which is functional regularly reviews the audit plans, significant audit findings, adequacy of internal controls, compliance with Accounting Standards, as well as reasons for changes in accounting policies and practices, if any.
- A well-established multi-disciplinary Internal Audit team, which reviews and reports to management and the Audit Committee about the compliance with internal controls and the efficiency and effectiveness of operations and the key process risks
- Monthly meeting of the top management committee to review operations and plans in key business areas
- Corporate policies on accounting and major processes.
- Well-defined processes for formulating and reviewing annual and long-term business plans.
- Preparation and monitoring of annual budgets for all trading activities.
- Having introduced and continually upgraded, improved and fine-tuned state of the art Enterprise Resource Planning (ERP) since August 2008, supplier Relations Management and Customer Relations Management, to connect its different locations, dealers and vendors

#### **HUMAN RESOURCES & INDUSTRIAL RELATIONS**

The Company's Human Resources philosophy is to establish and build a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company has taken pragmatic steps for strengthening organizational competency through involvement and development of employees as well as installing effective systems for improving the productivity, equality and accountability at functional levels.

With the changing and turbulent business scenario, the Company's basic focus is to upgrade the skill and knowledge level of the existing human assets to the required level by providing appropriate leadership at all levels motivating them to face the hard facts of business, inculcating the attitude for speed of action and taking responsibilities.

In order to keep the employee's skill, knowledge and business facilities updated, ongoing in house and external training is provided to the employees at all levels. The effort to rationalize and streamline the work force is a continuous process. The industrial relations scenario remained harmonious throughout the year.

Note: Forward looking statements embedded in the Management Discussion and Analysis above is based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.



## FINANCIAL PERFORMANCE AND BUSINESS OVERVIEW IN F.Y.23:

### Profit & Loss Summary

(Rs. in Lakhs)

Year	2023	2022	Growth(%)
<b>Revenue from operations</b>	3407.08	3510.40	(2.94)%
<b>EBITA</b>	319.48	315.75	1.18%
<b>Profit Before Tax</b>	319.48	315.75	1.18%
<b>Profit/(loss) After Tax</b>	235.18	230.57	1.99%

### Balance Sheet Summary

(Rs. In Lakhs)

Particular's	As on 31 March 2023	As on 31 March 2022
<b>Equity &amp; Liabilities</b>		
<b>Equity Share Capital</b>	1027.00	1027.00
<b>Other Equity</b>	2046.75	1812.62
<b>Non-current liabilities</b>	309.67	412.54
<b>Current liabilities</b>	1827.87	1866.55
<b>Total</b>	<b>5211.29</b>	<b>5118.71</b>
<b>Assets</b>		
<b>Non-current assets</b>	26.78	29.65
<b>Fixed assets</b>	-	-
<b>Current assets</b>	5184.51	5089.07
<b>Total</b>	<b>5211.29</b>	<b>5118.71</b>

### Equity Share Capital:

The equity share capital of the company has not changed during the year under review.

### Debt:

(Rs. In Lakhs)

Particulars	2023	2022
<b>Long term Borrowings</b>	295.70	403.89
<b>Short Term Borrowings</b>	1576.10	1515.21
<b>Total</b>	<b>1871.18</b>	<b>1919.10</b>

### Changes in Key Financial Ratios:

Pursuant to provisions of Regulation 34 (3) of SEBI (LODR) Regulation, 2015 read with Schedule V part B(1) details of changes in Key Financial Ratios is given hereunder:



S.No.	Key Financial Ratio	F.Y. 2022-23	F.Y. 2021-22
1	Debtors Turnover Ratio	2.14	2.40
2	Inventory Turnover Ratio	1.39	1.17
3	Interest Coverage Ratio	2.69	3.47
4	Current Ratio	20.59	14.02
5	Debt Equity Ratio	0.61	0.61
6	Operating Profit Margin (%)	18.23	18.24
7	Net Profit Margin (%)	9.21	9.20
8	Return on Capital Employed	15.77	15.84

\*Previous year's Figures have been regrouped / rearranged wherever necessary.

#### DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 read with Section 133 of the Companies Act, 2013.

#### CAUTIONARY STATEMENT

The financial statements appearing above are in conformity with the accounting principles generally accepted in India. The statements in the Management Discussion and Analysis Report, which may be

considered forward-looking statements, within the meaning of applicable laws and regulations, have been based on current expectations and projections about future events. The actual results could differ from those expressed or implied. Important factors that could influence the Company's operations include global geopolitical shifts, economic developments within the country, demand and supply conditions in the industry, input prices, changes in Government regulations, tax laws and other factors, such as industrial relations. The Management cannot, however, guarantee that these forward-looking statements will be realised or achieved.

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

Place: Jaipur  
Date: August 28, 2023

**NITIN JAIN**  
Managing Director  
DIN: 00935911

**ANJANA JAIN**  
Whole-time Director  
DIN: 01874461





## ANNEXURE-VI OF BOARD'S REPORT

### CORPORATE GOVERNANCE REPORT

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The Directors present your Company's Report on Corporate Governance for the financial year ended March 31, 2023 as stipulated in Para C of Schedule V and all other applicable Regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure requirements of which are given below:

#### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is the application of best management practices, compliance of laws and adherence to ethical standards to achieve your Company's objective of enhancing stakeholder value and discharge of social responsibility. The Corporate Governance framework includes corporate structures, culture, policies and the manner in which the corporate entity deals with various stakeholders, with transparency being the key word. Accordingly, timely, adequate and accurate disclosure of information on the performance and ownership forms the cornerstone of Corporate Governance. It is a journey for constantly improving sustainable value creation and an upward moving target.

At SILGO, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximising stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all.

Your Company believes that good Corporate Governance is essential in achieving long-term corporate goals, enhancing shareholders' value and attaining the highest level of transparency. Your Company's philosophy on Corporate Governance is led by a strong emphasis on transparency, accountability and integrity and your Company has been practicing the principles of Corporate Governance since date of listing.

Your Company believes that all its operations and actions must serve the underlined goal of enhancing customers' satisfaction and stakeholders' value over a sustained period of time. All directors and employees are bound by a Code of Conduct that sets forth your Company's policy on important issues, including its relationship with customers, shareholders and Government.

#### GOVERNANCE STRUCTURE:

Your Company's Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable growth.

#### BOARD OF DIRECTORS

##### 1. COMPOSITION

The Company is managed and controlled by a professional Board comprising a blend of Executive and Non-executive Directors. As at March 31, 2023, the Company's Board consists of 6 directors as similar to last year



and is headed by its Chairman and Managing Director, Mr. NITIN JAIN, out of which, 3 are Non- executive Independent Directors. None of the Directors on the Company's Board is a Director in more than 15 Companies, neither a Chairman of more than five Committees nor a member of more than 10 Committees. All the Directors have made necessary disclosures regarding their Directorship and Chairmanship/Committee Membership in other Companies.

The appointment of the Chairman and Managing Director including the tenure and terms of remuneration, are approved by the members at their last Annual general meeting.

The independent directors of the Board are experienced, competent and highly renowned in their respective fields. The independent directors take active part at the Board and committee Meetings which brings value to the decision-making process of the board.

Name & Designation	Category	No. of Directors	% to the total number of Directors
1. Mr. Nitin Jain, Chairman (DIN: <a href="#">00935911</a> ) 2. Mrs. Anjana Jain, Whole-time Director (DIN: <a href="#">01874461</a> )	Non-Independent Directors	2	33.33%
1. Mr. Gopal Singh, Non-Executive Independent Director (DIN: <a href="#">08183913</a> ) 2. Mr. Shalabh Gupta, Non-Executive Independent Director (DIN: <a href="#">08183900</a> ) 3. Mr. Tarun Kumar Rathi, Non-Executive Independent Director (DIN: <a href="#">09054818</a> )	Independent Director Independent Director Independent Director	3	50%
1. Ms. Anisha Jain, Non-Executive Director (DIN: <a href="#">09704885</a> )	Non-Executive Director	1	16.66%
<b>Total</b>		<b>6</b>	<b>100%</b>

\* Resignation of Mr. Mridul Maheshwari as Additional Non-Executive director (DIN: 08439306) of the company w.e.f. 22<sup>nd</sup> August 2022.

\* Appointment of Ms. Anisha Jain as Non-Executive Director in place of Mr. Mridul Maheshwari w.e.f. 22<sup>nd</sup> August 2022

\* Re-appointment of Mr. Nitin Jain as Chairman and Managing Director w.e.f. 13<sup>th</sup> June 2023 for another term of 5 years.

All the Directors of the Company are individuals of integrity and possess relevant expertise and experience and Except Mr. Nitin Jain, Mrs. Anjana Jain and Ms. Anisha Jain no director is related to each other. Mr. Nitin Jain and Mrs. Anjana Jain are spouse and Ms. Anisha Jain is their daughter.



## **2. INDEPENDENT DIRECTORS**

The Independent Directors of your Company have been appointed in terms of requirements of the Companies Act, 2013 and Listing Regulations. The selection of eminent people for appointment as Independent Directors on the Board is considered by the Nomination and Remuneration Committee.

The Committee, inter alia, considered qualification, positive attributes, area of expertise and number of directorships and memberships held in various committees of other companies and membership held in various committees of other companies by such person and recommend the same to the Board. The Board considered the Committee's recommendation and takes appropriate decision. Formal letters of appointment have been issued to the Independent Directors and the terms and conditions of their appointment are disclosed on your Company's website at [www.silgo.in](http://www.silgo.in)

As required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have registered themselves with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs. 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 an Independent Director.

### **a. Declarations of Independence**

Your company has received declarations / certificates from the Independent Directors declaration on criteria of independence / confirming their position as Independent Directors on the Board of your Company in accordance with Section 149 of the Companies Act, 2013 read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors have given declaration that they meet the criteria of Independence as provided in clause (b) of sub-regulation (1) of Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Board of Directors of your Company have confirmed that in the opinion of the Board, the Independent Directors fulfil the conditions specified in Section 149 of the Act and Regulations 16(1)(b), 25(8) and all other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are independent of the management.

### **b. Familiarisation programme for Independent Directors**

As per the requirement of Regulation 25(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has a program to familiarize Independent Directors with regard to their roles, rights, responsibilities as Independent Directors in your Company, nature of the industry in which your Company operates, the business model of your Company, etc. The Independent Directors are also provided with an overview of terms of appointment, the code of conduct of Board of Directors and insider trading regulations, disclosures and business interests of your Company and other important regulatory aspect as relevant for Independent Directors. The



purpose of the Familiarization Programme for Independent Directors is to provide insights into your Company to enable the Independent Directors to understand its business in depth and contribute significantly to your Company. Your Company has already carried out the familiarization programme for Independent Directors. The details of Familiarization Programme Imparted to Independent Directors in terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is available on your Company's website [www.silgo.in](http://www.silgo.in)

### 3. SEPARATE MEETING OF INDEPENDENT DIRECTORS

Schedule IV of the Act, Listing Regulations and Secretarial Standard - 1 on Meetings of the Board of Directors mandates that the Independent Directors of your Company hold at least one meeting in a year, without the attendance of Non-Independent Directors. During the year, a separate meeting of Independent Directors was held on 8th February, 2023 without the presence of other directors or management representatives, to review the performance of Non-Independent Directors, the Board and the Chairperson of your Company and to assess the quality, quantity and timelines of flow of information between the management and the Board.

#### **Skills / Expertise / Competencies fundamental for the effective functioning in the Board:**

The Board has identified following skills / expertise/ competencies fundamental for the effective functioning of your Company which are currently available with the Board Members

- **Leadership:** Ability to envision the future and prescribe a strategic goal for your Company, help your Company to identify possible road maps, inspire and motivate the strategy, approach, processes and other such key deliverables and mentor the leadership team to channelize its energy/efforts in appropriate direction.
- **Industry experience and knowledge:** Should possess domain knowledge of your Company's business (retail jewellery), policies and culture (including the mission, vision and values) major risks / threats and potential opportunities of your Company's business. Must have the ability to leverage the developments in the areas of retail jewellery business and other areas as appropriate for betterment of your Company's business.
- **Behavioural skills:** Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of your Company.
- **Strategy and planning:** Business Strategy & Planning, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.
- **Expertise/ Experience in Finance & Accounts/ Audit/ Risk Management Areas:** Ability to understand financial policies, accounting statements and disclosure practices and contribute to the financial/ risk management policies/ practices of your Company.



- **Governance:** Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

The Board of Directors confirm that all the Directors of the Board met the above stated criteria. The Eligibility of a person to be appointed as a Director of your Company is dependent on whether the person possesses the required skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to your Company's business

On the basis of the above-mentioned skill matrix, the skills which are currently available with the Board are as under:-

Name of Directors	Business and Strategy	Industry experience and knowledge	Financial and Risk Management	Governance
Mr. Nitin Jain	√	√	√	√
Mrs. Anjana Jain	√	√	-	√
Ms. Anisha Jain	√	√	-	√
Mr. Gopal Singh	√	√	√	-
Mr. Shalabh Gupta	√	-	√	√
Mr. Tarun Kumar Rathi	√	-	√	√

#### 4. BOARD MEETINGS AND ATTENDANCE

During the year, seven board meetings were held, in accordance with the provisions of law. The requisite quorum was present during all the Board meetings and the gap between two meetings did not exceed four months. The dates, on which the Board meetings were held, are as follows:

05<sup>th</sup> April, 2022, 27<sup>th</sup> May, 2022, 10<sup>th</sup> August, 2022, 22<sup>nd</sup> August, 2022; 29<sup>th</sup> September, 2022, 14<sup>th</sup> November, 2022, 14<sup>th</sup> February 2023.

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. 2022-23	Last AGM Attended
Mr. Nitin Jain	7	7	Yes
Mrs. Anjana Jain	7	7	Yes
Ms. Anisha Jain	1	7	No
Mr. Shalabh Gupta	7	7	Yes
Mr. Gopal Singh	7	7	Yes
Mr. Tarun Kumar Rathi	7	7	Yes
Mr. Mridul Maheshwari	3	7	No



## **5. SELECTION, APPOINTMENT AND TENURE OF DIRECTOR**

As per the Remuneration Policy, the Nomination and Remuneration Committee facilitates the Board in identification and selection of the Directors carrying high integrity, relevant expertise and experience so as to have well diverse Board. The Directors including the Independent Directors are appointed or re-appointed with the approval of the shareholders in accordance with the provisions of the law.

The Executive Directors are normally appointed for a term of five years. As required under rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (As amended), all the Independent Directors of the Company have affirmed that their names are enrolled with Independent Director's data bank.

As required under Regulation 46(2)(b) of the Listing Regulations and Para IV of Schedule IV of the Act, the Company issues formal letter of appointment to the Independent Directors. The specimen thereof has been posted on the website of the Company in terms of the said provisions and can be accessed.

on the website of the Company at [www.silgo.in](http://www.silgo.in)

## **6. PERFORMANCE EVALUATION OF DIRECTORS**

Your Company believes that systematic evaluation contributes significantly to improved performance at the three levels; organizational, Board and Individual Board Member. It encourages the leadership, teamwork, accountability, decision making, communication and efficiency of the Board. Evaluation also ensures teamwork by creating better understanding of Board dynamics, management relations and thinking as a group within the Board. The process includes multilayered evaluation based on well-defined criteria consisting of relevant parameters.

During the year under review, the Board of Directors assessed the performance of Independent Directors as per the criteria laid down and have recommended their continuation on the Board of your Company.

A separate exercise was carried out to evaluate the performance of the Independent Directors and individual Directors including the Chairman of the Board, who were evaluated on the parameters such as relevant experience, expertise and skills; devotion of time and attention to your Company's long term strategic issues, engagement and contribution, independence of judgement, safeguarding the interest of your Company and its minority shareholder's interest etc.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Independent Director being evaluated and the performance evaluation of the Chairman and Non-Independent Directors (Executive Directors) was carried out by the Independent Directors. Having regard to the industry, size and nature of business your Company is engaged in, the Board expressed their satisfaction with the evaluation process which is sufficient, appropriate and found to be serving the purpose.

Your Directors have expressed their satisfaction for the evaluation process, evaluation results, which reflected the overall engagement and the effectiveness of the Board and its Committees.

## **BOARD'S FUNCTIONING AND PROCEDURE**

Your Company holds at least four Board Meetings in a year, one in each quarter to, inter-alia, review the financial results of your Company. The Board periodically reviews the items required to be placed before it and reviews and approves quarterly/ half yearly unaudited standalone financial statements and the audited standalone and consolidated annual financial statements, corporate strategies, business plans, annual budgets, projects and capital expenditure. It monitors overall operating performance, performance of





various stores and reviews such other items which require the Board's attention. It directs and guides the activities of Management towards the set goals and seeks accountability. It also sets standards of corporate behaviour, ensures transparency in corporate dealings and compliance with laws and regulations. The agenda for the Board Meeting broadly covers the minimum information to be placed before the Board of Directors as specified in Part A of Schedule of Regulation 17(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent these are relevant and applicable. The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda, which are supported by relevant information, documents and presentations to enable the Board to take informed decisions. The date of the Board Meetings is agreed upon well in advance of the meeting.

The gap between two Board Meetings does not exceed one hundred and twenty days. Apart from the four scheduled Board Meetings, additional Board Meetings are also convened to address the specific requirements of your Company. Urgent matters are also approved by the Board by passing resolutions through circulation, if required.

All the departments in your Company communicate the Company Secretary well in advance, the matters requiring approval of the Board/ Committees of the Board to enable inclusion of the same in the agenda for the Board/ Committee Meetings. The Company Secretary attends all the meetings of the Board and its Committees and is, inter alia, responsible for recording the minutes of such meetings.

The information as required under Part A of Schedule II to the Listing Regulations is also made available to the Board, wherever applicable, for their consideration.

## **BOARD COMMITTEES**

Your Company has 3 Board level Committees. These Committees of the Board of Directors are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The following Committees of Directors to look in to and monitor the matters falling within their terms of reference:

- **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 Four (4) times i.e. on May 27, 2022, August 10, 2022, November 14, 2022, February 14, 2023.

### **Terms of reference and 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; o 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	Chairman	4 of 4
Mr. Shalabh Gupta	Non-Executive Independent Director	Member	4 of 4
Mr. Nitin Jain	Managing Director	Member	4 of 4

#### • NOMINATION AND REMUNERATION COMMITTEE

The Committee was constituted by Board of Directors of the Company on 01st August, 2018. The Committee was re-constituted by replacing a member named Mr. Mridul Maheshwari from Ms. Anisha Jain by a board resolution dated 22nd August 2022.

During the year, committee met three (3) times i.e. on April 05, 2022, August 22, 2022, September 29, 2022.

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	Chairman	3 of 3
Mr. Gopal Singh	Non-Executive Independent Director	Member	3 of 3
Ms. Anisha Jain	Non-Executive Director	Member	1 of 3

#### • 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 20, 2021. During the year, committee met twice i.e. on October 30, 2022, January 10, 2023.

#### Terms of reference and 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
Mr.Gopal Singh	Non-Executive Independent Director	Chairman	2 of 2
Mr.Shalabh Gupta	Non-Executive Independent Director	Member	2 of 2
Mrs. Anjana Jain	Whole-time Director	Member	2 of 2

#### DETAILS OF SHAREHOLDERS' / INVESTORS' COMPLAINTS RECEIVED AND RESOLVED

Complaints pending as on April 1,2022	Received during the Year 2022-23	Resolved during the Year 2022-23	Complaints pending as on March 31, 2023
NIL			

#### 7. OUTSIDE DIRECTORSHIPS AND THE COMMITTEES' POSITIONS

The details of outside directorships, memberships / Chairmanships of Audit Committee and Stakeholders Relationship Committee in Indian public companies as well as directorships in other listed companies and category, as on March 31, 2023 are as under:



Name	Number of Outside Directorships	Number of outside committee memberships / Chairmanships		Directorships in other listed companies and category
		Member	Chairman	
Mr. Nitin Jain	9	Nil	Nil	None
Mrs. Anjana Jain	8	Nil	Nil	None
Mr. Gopal Singh	Nil	Nil	Nil	None
Mr. Shalabh Gupta	Nil	Nil	Nil	None
Mr. Tarun Kumar Rathi	Nil	Nil	Nil	None
Ms. Anisha Jain	Nil	Nil	Nil	None

## 8. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY THE DIRECTORS

The number of shares and convertible instruments of the Company held by the Directors as on March 31, 2023 are as under:

Name	Number of equity shares	Number of convertible instruments
Mr. Nitin Jain	43,73,262	Nil
Mrs. Anjana Jain	125	Nil
Mr. Gopal Singh	Nil	Nil
Mr. Shalabh Gupta	Nil	Nil
Mr. Tarun Kumar Rathi	Nil	Nil
Ms. Anisha Jain	Nil	Nil

## 9. ADOPTION OF CODE OF CONDUCT

The Company has adopted Codes of Conduct for Executive Directors and Senior Management and Non-Executive Directors separately. The Managing Director has given a declaration to the effect that all the Directors and Senior Management personnel of the Company have affirmed compliance with the Code. The Board has laid down a Code of Conduct for the Directors and Senior Management of the Company. This Code is placed on the Company's website [www.silgo.in](http://www.silgo.in)

## 10. REMUNERATION POLICY

The remuneration of the Managing Director is recommended by the Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance/track record, macroeconomic review on remuneration packages of heads of other organisations and is decided by committee members.

The commission payable to the Chairman & Managing Director and the Whole-time Directors are based on the performance criteria laid down by the Board which broadly considers the profits earned by your Company for the financial year. The members of the Nomination and Remuneration Committee has approved and recommended to the Board the remuneration to be paid within the limits specified as per Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013



During the year, no performance linked incentives were paid to any of the Directors and also no stock options were granted to any of the Directors. None of the Non-Executive Directors has any pecuniary relationship or transaction vis-a-vis the Company during the year under review.

Details of remuneration paid and commission payable to Managing Director and Whole-time Directors of your Company for the financial year 2022-23 are as follows:

(Rs. In Lakhs)				
Names of Managing Director / Whole-time Directors	Gross Salary	Commission	Bonus / Ex-gratia / Commission / Pension	Total
Nitin Jain	12.00	-	-	12.00
Anjana Jain	-	-	-	-

#### 11. DETAILS OF SITTING FEES & COMMISSION PAID / PAYABLE TO NON-EXECUTIVE AND INDEPENDENT DIRECTORS (CRITERIA FOR MAKING PAYMENT TO INDEPENDENT DIRECTORS):

The Non-Executive Directors including independent directors do not receive any remuneration from the Company, apart from the sitting fees. No significant material transactions have been made with the Non-Executive Directors vis-à-vis the Company.

Your Company pays sitting fees of ` 2,000 per Board Meeting attended and to the Non-Executive and Independent Directors.

The Independent Director Mr. Tarun Kumar Rathi is paid Commission (including sitting fee for attending board meetings) not exceeding 1% of the net profit of your Company. Also every year a special resolution pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013, been passed for commission paid to Mr. Tarun Kumar Rathi exceeding fifty percent (50%) of the total annual remuneration / fees payable to all the Non-Executive Directors during the Financial Year.

The other Independent Directors are paid Sitting Fees for the meeting of the Board of Directors and various Committee Meetings attended by them. In terms of shareholders' approval obtained, the total Commission payable to the Independent Directors has been approved at the rate not exceeding 1% per annum of the net profits of your Company (computed in accordance with Sections 197, 198 and all other applicable provisions of the Companies Act, 2013).

Details of sitting fees paid/ commission payable to Independent Directors and Non-Executive directors of your Company as on 31<sup>st</sup> March, 2023 are as follows:-

(Rs. In thousands)			
Names of Non-Executive Director/Independent Directors	Sitting Fee	Commission	Total
Shalabh Gupta	14.00	-	14.00



Gopal Singh	14.00	-	14.00
Tarun Kumar Rathi	-	168.00	168.00
Mr. Mridul Maheshwari	6.00	-	6

Mr. Mridul Maheshwari, Non-Executive Director resigned w.e.f. close of business hours from 22<sup>nd</sup> August, 2022. The Sitting Fees and Commission of Mr. Mridul Maheshwari as provided above are as on the date of his resignation i.e. 22<sup>nd</sup> August, 2022.

#### INFORMATION ON GENERAL BODY MEETINGS

- Details of date, time and venue of last three ANNUAL GENERAL MEETINGS and special resolutions passed there in:

Year	Date & Time	Venue	Special Resolution(s) passed
2021-22	September 23, 2022 AT 4:00 P.M.	Through Video Conferencing / Other Audio Visual Means	Regularization of Additional director Mrs. Anjana Jain (DIN: 1874461), as the Executive director of the company; To consider and approve the payment to Mr. Tarun Kumar Rathi, Non-Executive Independent director of the company under Regulation 17(6)(ca) of the SEBI (LODR) Regulations, 2015
2020-21	November 01, 2021 at 01:00 P.M.	Through Video Conferencing / Other Audio Visual Means	To consider and approve the Remuneration to Mr. Tarun Kumar Rathi subject to approval of members of the company
2019-20	August 03, 2020 at 2:30 P.M.	Through Video Conferencing / Other Audio Visual Means	None

- **POSTAL BALLOT**

During the year under review no Ordinary or special Resolution was passed through Postal Ballot.

#### SUBSIDIARY COMPANIES

The Company has no Subsidiary Company during the year under review.





## **MD / CFO CERTIFICATION**

In terms of Regulation 17(8) of LODR Regulations, the Certificate by Managing Director/ Chief Financial Officer of the Company for the financial year ended March 31, 2023 was placed before the Board and the same is annexed as **Annexure – VII**

## **CERTIFICATE REGARDING NON-DEBARMENT OF THE DIRECTORS**

None of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the companies by Securities and Exchange Board of India (“SEBI”) / Ministry of Corporate Affairs or any such statutory authority as on March 31, 2023 and a certificate to this effect by M/s. Mahendra Khandelwal & Co., Company Secretaries is annexed as **Annexure - VIII**.

## **DISCLOSURES**

### **1. MATERIALLY SIGNIFICANT 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, 2023 as required under Accounting Standard -18. These transactions entered were at an arm’s length basis and in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interests of the Company at large. Form AOC-2, containing the details of contracts and arrangements with related parties is enclosed herewith as **Annexure – II** 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](http://www.silgo.in)

### **2. ACCOUNTING TREATMENT**

The financial statements of the Company have been prepared in accordance with the accounting principles applicable in India including the Indian Accounting Standards (IND AS) specified under Section 133 of the Act read with the rules made thereunder. The financial statements have been prepared on a going concern basis and the accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

### **3. DISCLOSURE BY SENIOR MANAGEMENT**

Senior Management has made affirmations to the Board relating to all material financial and commercial transactions stating that they did not have personal interest that could result in a conflict with the interest of the Company at large.

### **4. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ISSUE, RIGHTS ISSUE, PUBLIC ISSUE.**

The Company did not raise capital through Preferential/ Rights or Public Issue during the year under review.



**5. DISCLOSURE ON NON-ACCEPTANCE OF ANY RECOMMENDATION OF ANY COMMITTEE BY THE BOARD WHICH IS MANDATORILY REQUIRED**

There was no such instance during the year under review when the Board had not accepted any recommendation of any Committee of the Board.

**6. DETAILS OF NON-COMPLIANCE, PENALTIES ETC. REGARDING MATTERS RELATED TO CAPITAL MARKET**

There have been no instances of non-compliance on any matter as regards the rules and regulations prescribed by the stock exchanges, SEBI or any other statutory authority relating to capital markets during the last three years ended on March 31, 2023. No penalty or stricture was imposed on the Company by any stock exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

**7. WHISTLE BLOWER POLICY**

The Company has a whistle blower mechanism wherein the employees can approach the Management of the Company (Audit Committee in case where the concern involves the Senior Management) and make protective disclosures to the Management about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Insider Trading Code. The Whistle Blower Policy requires every employee to promptly report to the Management any actual or possible violation of the Code or an event an employee becomes aware of that could affect the business or reputation of the Company. The disclosures reported are addressed in the manner and within the time frames prescribed in the policy. A mechanism is in place whereby any employee of the Company has access to the Chairman of the Audit Committee to report any concern. No person has been denied access to the Chairman to report any concern. Further, the said policy has been disseminated within the organisation and has also been posted on the Company's website at [www.silgo.in](http://www.silgo.in) under the Investors link.

**8. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON-MANDATORY REQUIREMENTS**

The Company has complied with the mandatory requirements of corporate governance stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of LODR Regulations

A certificate from Practicing Company Secretary regarding compliance with the requirements of corporate governance is annexed with the Boards' Report.

**9. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT**

There have been no instances of non-compliance of any requirement of the Corporate Governance Report as prescribed by LODR Regulations.

**10. SHARE TRANSFER COMPLIANCE AND SHARE CAPITAL RECONCILIATION**

Pursuant to Regulation 40 (9) of the SEBI LODR, certificates on a half-yearly basis, have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, certificates have also been received from a Company Secretary-in- Practice for timely dematerialisation of the shares of



the Company and for conducting a share capital audit on a quarterly basis for reconciliation of the share capital of the Company.

#### **11. PREVENTION OF INSIDER TRADING**

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, your Company has adopted the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (earlier, Code of Conduct for Prevention of Insider Trading) for prevention of Insider Trading with a view to regulate trading in securities by the directors and designated employees of your Company.

The Code requires pre-clearance for dealing in your Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to your Company and during the period when the Trading Window is closed. The Company Secretary & Compliance Officer is responsible for implementation of the Code.

All the Board Directors and the designated employees have confirmed compliance with the Code. The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on your Company's website [www.silgo.in](http://www.silgo.in)

#### **12. INTERNAL CONTROLS**

Your Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. Your Company's business processes are on Oracle platforms / systems and have a strong monitoring and reporting process resulting in financial discipline and accountability.

#### **13. RISK MANAGEMENT FRAMEWORK:**

Your Company has in place a mechanism to inform the Board Members about the Risk Assessment and Minimization procedures and periodical reviews to ensure that risk is controlled by the Executive Management through the means of a properly defined framework.

#### **14. POLICY FOR DETERMINING MATERIAL SUBSIDIARY**

Your Company is in compliance with the provisions in relation to material subsidiary wherever applicable. Your Company do not have any material subsidiary company. Policy for Determining Material Subsidiary is posted on your Company's website [www.silgo.in](http://www.silgo.in)

#### **15. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES**

The Company has insignificant foreign exchange exposure. Commodities form a major part of business of the Company and hence Commodity price risk is one of the important risks for the Company.

Your Company has a robust framework in place to protect the Company's interests from risks arising out of market volatility. The Company does not undertake any commodity hedging activities. The Company actively monitors the foreign exchange movements and takes forward covers as appropriate to reduce the risks associated with transactions in foreign currencies.



**16. LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED:**

There were no loans given to any companies or firms in which Directors are interested.

**17. Green Initiative**

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, quarterly and half-yearly results, amongst others, to Shareholders at their e-mail address previously registered with the DPs and RTA.

Shareholders who have not registered their e-mail addresses are requested to do the same. Those holding shares in Demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of Folio Number.

**MEANS OF COMMUNICATION**

The Quarterly/Annual financial results of the Company were submitted with National Stock Exchange of India Limited ("NSE") electronically through NEAPS and are also available on the Company's website [www.silgo.in](http://www.silgo.in). The results were also published in leading newspapers Financial Express (English) and Business Remedies (Hindi).

Annual Reports, notices of the meetings and other communications are sent to Members through e-mail, post or courier. However, last year and this year in view of the outbreak / continuance of Covid-19 pandemic and owing to the difficulties involved in dispatching of physical copies of Annual Report, the Ministry of Corporate Affairs ("MCA") in continuation of MCA's earlier General Circular No. 20/2020 dated 5th May, 2020, General Circulation no. 02/2021 dated 13th January, 2021; General Circular No. 3/2022 dated 5th May, 2022 and vide its new General Circular No. 10/2022 dated 28th December, 2022 and Securities and Exchange Board of India vide its earlier Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and vide its new Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 relaxation/ permission are extended to the AGM of the Companies due in year 2023, till 30th September, 2023.

Therefore, Annual Report for FY 2022- 23 including Notice of 8th AGM of the Company is being sent to Members at their registered e-mail addresses in accordance with MCA and SEBI Circulars.

Management presentations on quarterly results, quarterly shareholding patterns, Annual Reports and other important information submitted by the Company with NSE from time to time are also displayed on the Company's website.



## **GENERAL SHAREHOLDER INFORMATION:**

### **I) ANNUAL GENERAL MEETING**

Day & Date: Saturday, September 30, 2023  
Time : 1:30 P.M.  
Venue : Meeting will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility.  
(Deemed Venue-Regd. Office: Silgo Retail Limited, B-11, Mahalaxmi Nagar, J.L.N. Marg, Jaipur-302017)

### **II) FINANCIAL YEAR**

1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023

### **III) CUT-OFF DATE FOR DETERMINING THE NAMES OF SHAREHOLDERS ELIGIBLE TO GET NOTICE OF ANNUAL GENERAL MEETING**

Friday, 01<sup>st</sup> September 2023.

### **IV) CUT-OFF DATE FOR DETERMINING THE NAMES OF SHAREHOLDERS ELIGIBLE TO VOTE**

Friday, 22<sup>nd</sup> September, 2023

### **V) DATE OF BOOK CLOSURE**

From Sunday, September 24, 2023 to Saturday, September 30, 2023 (both days inclusive)

### **VI) DIVIDEND PAYMENT DATE**

The Directors of the Company have not recommended any dividend for the year.

### **VII) LISTING ON STOCK EXCHANGES, STOCK CODE & LISTING FEE PAYMENT**

The Company's equity shares are listed on the National Stock Exchange of India Ltd. and the stock code of the company on NSE is "SILGO".

Annual Listing Fees for the financial year 2023-24 has been duly paid by the Company.

### **VIII) PAYMENT OF CUSTODIAL FEES**

Your Company (as on date of signing of this report) has already paid annual custodial fees to Central Depository Services (India) Limited (CDSL) as well as National Securities Depository Limited (NSDL) for the financial year 2023-24.

### **IX) MARKET PRICE DATA**

The monthly high and low prices of the equity shares of the Company at NSE during the year under review were as under:

Month	NSE	
	High (Rs.)	Low (Rs.)
April 2022	35.45	25.00
May 2022	39.9	29.00



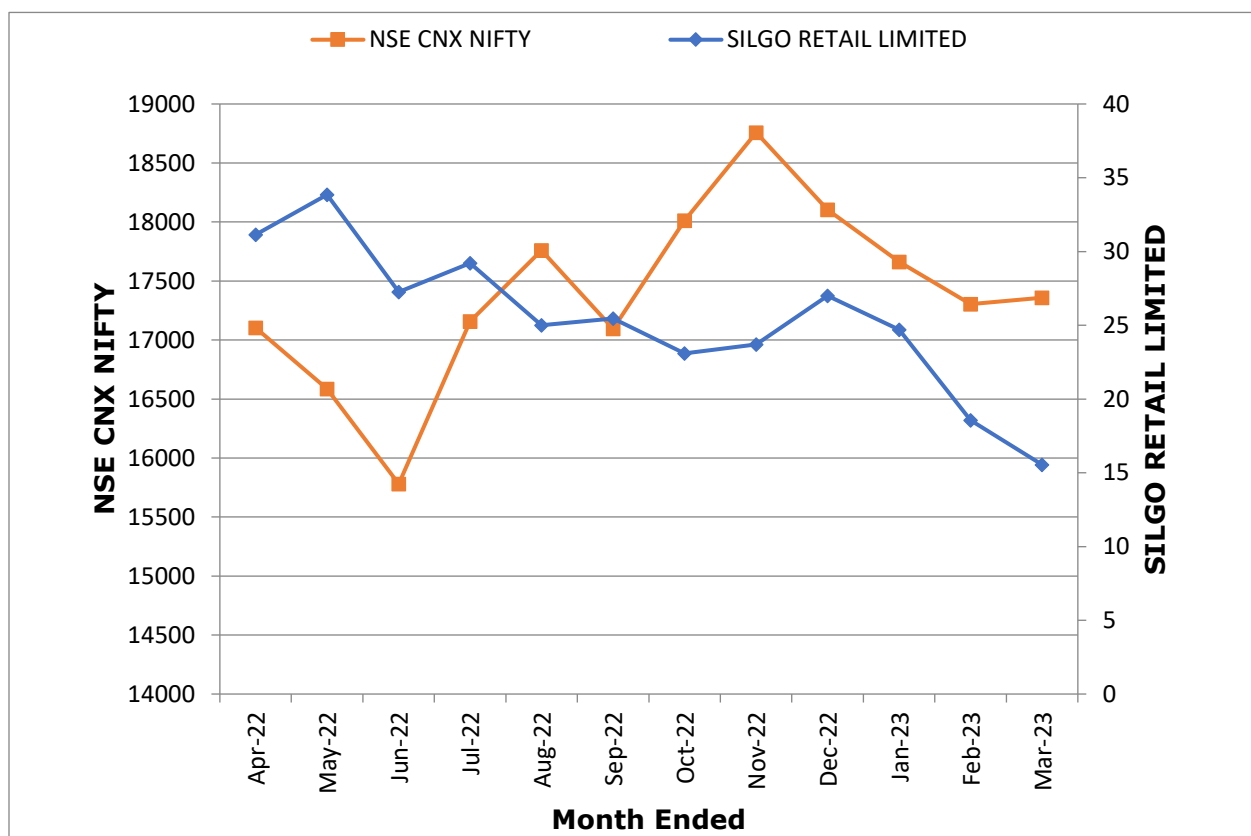
June 2022	37.2	26.80
July 2022	31.90	27.25
August 2022	31.45	24.60
September 2022	27.65	24.60
October 2022	26.9	22.70
November 2022	24.85	22.50
December 2022	29.95	23.00
January 2023	27.95	24.10
February 2023	27.00	18.25
March 2023	21.40	14.25

#### X) REGISTRAR AND TRANSFER AGENT

Bigshare Services Private Limited

Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road  
Andheri East, Mumbai – 400 093., Maharashtra.

#### XI) PERFORMANCE OF COMPANY'S SHARE IN COMPARISON TO BOARD-BASED INDICES:







## XII) SHARE TRANSFER SYSTEM

In terms of Regulation 40(1) of LODR Regulations, securities can be transferred only in dematerialized form w.e.f. April 1, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all the risks associated with physical shares, Members are advised to dematerialize shares held by them in physical form. Transfer of shares in dematerialized mode is done through the depositories without any involvement of the Company.

## XIII) TRANSFER OF UNPAID / UNCLAIMED DIVIDEND AMOUNTS / SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

There is no unpaid or unclaimed Share Application Money and Dividend is pending to be paid to the investors and shareholders till 31.03.2023.

## XIV) DISTRIBUTION OF SHAREHOLDING

The distribution of shareholding of the Company as on March 31, 2023 is as under:

Shareholding of Nominal (Rs.)	Shareholders		Equity Share	
		% of Total	Amount (Rs.)	% of Total
1 – 5000	5783	80.1747	7859790	7.6532
5001 – 10000	730	10.1206	6046120	5.8872
10001 - 20000	368	5.1019	5604700	5.4574
20001 - 30000	117	1.6221	2959060	2.8813
30001 - 40000	64	0.8873	2373080	2.3107
40001 - 50000	52	0.7209	2459580	2.3949
50001-100000	64	0.8873	4571740	4.4515
100001 & above	35	0.4852	70825930	68.9639
<b>Total</b>	<b>7213</b>	<b>100%</b>	<b>10270000</b>	<b>100%</b>

## XV) SHAREHOLDING PATTERN

The shareholding pattern of the Company as on March 31, 2023 is as under:

Category of Shareholders	Number of Shareholders	Number of Equity Shares	% of Shareholding
<b>A) Promoter &amp; Promoter Group</b>			
Individuals & HUF (Indian)	5	5467637	53.2389



<b>Total Promoter &amp; Promoter Group Shareholding (A)</b>	<b>5</b>	<b>5467637</b>	<b>53.2389</b>
<b>B) Public Shareholding</b>			
<b>1) Institutions</b>			
Financial Institutions & Banks	0	0	0
Foreign Portfolio Investors	0	0	0
<b>Sub-Total B(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2) Non-Institutions</b>			
Bodies Corporate	12	144867	1.4105
Individuals & HUF	7024	4591029	44.7033
Non Resident Indians	47	61135	0.5953
Non Resident Indians Non-Repatriable	0	0	0
Clearing Members	10	5332	0.0519
NBFC	0	0	0
Trusts	0	0	0
Foreign Nationals	0	0	0
IEPF	0	0	0
<b>Sub-Total B(2)</b>	<b>7093</b>	<b>4802363</b>	<b>46.7611</b>
<b>Total Public Shareholding B=B(1)+B(2)</b>	<b>7093</b>	<b>4802363</b>	<b>46.7611</b>
<b>Grand Total (A+B)</b>	<b>7098</b>	<b>10270000</b>	<b>100.00</b>

#### XVI) TOP TEN ORDINARY SHAREHOLDERS OF THE COMPANY AS ON 31<sup>ST</sup> MARCH, 2023

S. No.	Name of the Shareholder	No. of Shares held	% of holding
1	Nitin Jain	4373262	42.5829
2	Bela Agrawal	1093750	10.65
3	Vanita Chordia	526277	5.1244
4	Amisha Chordia	200000	1.9474
5	Gaurav Chordia	97396	0.9484
6	EKAGRA STEELS PRIVATE LIMITED	95783	0.9326
7	SARITA BATHEJA	56656	0.5517
8	ANURADHA SURI	50089	0.4877
9	ASHOK KUMAR GOUDA	46638	0.4514
10	PRASANTA DOGRA	44250	0.4309

#### XVII) DEMATERIALIZATION OF SHARES AND LIQUIDITY

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 on March 31, 2023 total of 1,02,70,000 equity shares constituting almost 100% of the issued, subscribed and paid-up equity share capital of the Company were held in dematerialized form in the following manner:



<b>Name of Depository</b>	<b>Number of Equity Shares</b>	<b>% of Shareholding</b>
National Securities Depository Limited	6698090	65.22
Central Depository Services (India) Limited	3571910	34.78
<b>Total</b>	<b>10270000</b>	<b>100%</b>

**XVIII) OUTSTANDING GDRS / ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY**

No GDRs / ADRs / Warrants or any Convertible Instruments have been issued by the Company during the year under review and nothing is outstanding as on March 31, 2023.

**XIX) DISCLOSURE IN RELATION TO THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

During the year under review, the Company had not received any complaint on sexual harassment and no complaint was pending as on March 31, 2023.

**XX) FEES PAID TO STATUTORY AUDITORS**

Total fee (including re-imbursement of expenses) for all the services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part for the financial year 2022-23 was Rs. 50,000/-

**XXI ) CREDIT RATINGS**

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

**XXII) RECOMMENDATIONS OF COMMITTEES OF THE BOARD**

There were no instances during the financial year 2022-23, wherein the Board had not accepted recommendations made by any committee of the Board.

**XXIII) Mandatory requirement of PAN**

SEBI vide its circular dated 7th January, 2010 has made it mandatory to furnish copy of Income Tax PAN Card in the following cases:

- (i) Deletion of name of deceased shareholder(s), where the shares are held in the name of two or more shareholders.
- (ii) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder.
- (iii) Transposition of shares – in case of change in the order of names in which physical shares are held jointly in the name of two or more shareholders.



**XXIV ) DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF THE SEBI LISTING REGULATIONS**

The Company has complied with the discretionary requirements with regard to reporting of Internal Auditor directly to Audit Committee, moving towards a regime of unqualified Financial Statements and unmodified audit opinion.

**XXV) ADDRESS AND CONTACT DETAILS FOR CORRESPONDENCE**

Silgo Retail Limited  
Regd. Office: B-11, Mahalaxmi Nagar, J.L.N. Marg, Jaipur-302017 Rajasthan  
Tel: 0141 - 4919655,  
E-mail: [info@silgo.in](mailto:info@silgo.in)  
Website: [www.silgo.in](http://www.silgo.in)

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

**Place: Jaipur  
Date: August 28, 2023**

**NITIN JAIN  
Managing Director  
DIN: 00935911**

**ANJANA JAIN  
Whole-time Director  
DIN: 01874461**



**DECLARATION ON COMPLIANCE WITH COMPANY'S CODE OF CONDUCT**  
**[Under Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

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To,

Dear Members,

I, Nitin Jain, Chairman & Managing Director of the Company hereby confirm that all the Board members and Senior Management of the Company have affirmed compliance with 'Code of Conduct for Directors and Senior Management', for the financial year ended March 31, 2023.

**Date: May 30, 2023**

**Place: Jaipur**

**For Silgo Retail Limited**

**Sd/-**

**(NITIN JAIN)**

**Chairman & Managing Director**

**DIN: 00935911**



## ANNEXURE-VII OF BOARD'S REPORT

### MD/CFO CERTIFICATE

To,  
The Board of Directors,  
**Silgo Retail Limited**  
B-11, Mahalaxmi Nagar  
J.L.N. Marg, Jaipur-302017

**Sub.: Certificate pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, Nitin Jain, Managing Director of Silgo Retail Limited ('the Company'), hereby certify that:

- a) I have reviewed financial statements and the cash flow statement of the Company for the year ended March 31, 2023 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps taken or proposed to be taken to rectify the same.
- d) I have indicated to the auditors and Audit Committee:
  - i. significant changes, if any, in internal control over financial reporting during the year;
  - ii. significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Date: May 30, 2023**

**Place: Jaipur**

**For Silgo Retail Limited**

Sd/-

**(NITIN JAIN)**

**Managing Director**

**DIN: 00935911**

**\*\*Note: Our CFO Mr. Mayank Kumar Gattayni has resigned from the post w.e.f. May 30, 2023, hence, this certification is done by Managing Director only.**



## ANNEXURE-VIII OF BOARD'S REPORT

### **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS** **[pursuant to Regulation 34(3) and Schedule V Para C clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,  
The Board of Directors,  
**Silgo Retail Limited**  
B-11, Mahalaxmi Nagar  
J.L.N. Marg, Jaipur-302017

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Silgo Retail Limited (CIN: L36911RJ2016PLC049036) having its registered office at B-11, Mahalaxmi Nagar J.L.N. Marg, Jaipur-302017 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)] as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as mentioned below as on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority:

S. No.	Name of Director	DIN	Date of Appointment in the Company
1	Nitin Jain	00935911	09/01/2016
2	Anjana Jain	01874461	14/06/2018
3	Anisha Jain	09704885	22/08/2022
4	Shalabh Gupta	08183900	28/07/2018
5	Gopal Singh	08183913	28/07/2018
6	Tarun Kumar Rathi	09054818	08/02/2021

Ensuring the eligibility of the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s Mahendra Khandelwal & Co.**  
**Company Secretaries**

**Place: Jaipur**

**Date: 26.08.2023**

**Mahendra Prakash Khandelwal**  
**(Partner)**

**Membership No.6266**

**C.P. No-4459**

**UDIN:F006266E00908211**





## ANNEXURE-IX OF BOARD'S REPORT

### CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

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To,

The Board of Directors,  
**Silgo Retail Limited**  
B-11, Mahalaxmi Nagar  
J.L.N. Marg, Jaipur-302017

We have examined all relevant records of Silgo Retail Limited (the Company) for the purpose of certifying the compliance of conditions of corporate governance for the year ended March 31, 2023 under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") read with Schedule V of SEBI LODR Regulations.

The compliance of conditions of corporate governance is the responsibility of the management of the Company. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) and para C and D of Schedule V of SEBI LODR Regulations during the year ended March 31, 2023.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s Mahendra Khandelwal & Co.**  
**Company Secretaries**

**Place: Jaipur**  
**Date: 26.08.2023**

**Mahendra Prakash Khandelwal**  
**(Partner)**  
**Membership No.6266**  
**C.P. No-4459**  
**UDIN:F006266E000908301**



## INDEPENDENT AUDITOR'S REPORT

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**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, 2023 and the Statement of Profit and Loss and statement of cash flow and Statement of changes in Equity for the year then ended, 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, its cash flows and the changes in equity 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 skepticism 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**

1. 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, the cash flow statement and the statement of change in equity dealt with by this report are in agreement with the books of account;

(d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 on 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.
- d) (i) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, outside the Group, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate)



have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- e) No dividend had been declared by Board of Directors during the year ended March 31, 2023, hence there is no liability for the same.
- f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

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

**For JKSS & ASSOCIATES**  
**(Formerly known as JK Sarawgi & Co.)**  
**Chartered Accountants**  
**FRN: 006836C**

**(CA Laxmi Tatiwala)**  
**Partner**  
**M. No. 418000**  
**UDIN: 23418000BGXRRY6774**

**Date: 30.05.2023**  
**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 (“PPE”).
  - b) The PPE has been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the PPE is reasonable having regard to the size of the Company and the nature of its assets.
  - 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, 2023 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, 2023 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.

- 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. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.  
(b) The reports of the Internal Auditor for the period under audit have been considered by us.
- 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.
- xvii. The company has not incurred cash losses in the financial year and in the immediately.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under Clause (xviii) is not applicable.
- xix. According to the information and explanations given to us and based on our examination of the records of the Company and financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we were in the opinion that no material uncertainty exists as on the date of the audit report. There was no any liability in the books of the company for those payable within one year of the date of balance-sheet date.
- xx. (a) The company has not any other than ongoing projects, therefore provisions of section 135 of Companies Act, 2013 is not applicable to the company; (b) This clause is not applicable to the company. (b) This clause is not applicable to the company.
- xxi. There are not any qualifications or adverse remarks given by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports, hence this clause is not applicable to the company.

**For JKSS & ASSOCIATES**  
**(Formerly known as JK Sarawgi & Co.)**  
**Chartered Accountants**  
**FRN: 006836C**

**(CA Laxmi Tatiwala)**  
**Partner**  
**M. No. 418000**  
**UDIN: 23418000BGXRRY6774**

**Date: 30.05.2023**  
**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, 2023 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 authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2023, 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 JKSS & ASSOCIATES**

**(Formerly known as JK Sarawgi & Co.)**

**Chartered Accountants**

**FRN: 006836C**

**(CA Laxmi Tatiwala)**

**Partner**

**M. No. 418000**

**UDIN: 23418000BGXRRY6774**

**Date: 30.05.2023**

**Place: Jaipur**



# SILGO RETAIL LIMITED

AUDITED STATEMENT OF ASSET AND LIABILITIES AS AT March 31, 2023

"₹ in 'lakhs"

Particulars	Notes	As at 31st March 2023	As at 31st March 2022
<b>I. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	20.42	24.36
(b) Intangible Assets	4	0.23	0.50
(c) Financial Assets			
(i) Investments		-	-
(ii) Other Financial Assets		-	-
(d) Other Non Current Assets		-	-
(e) Deferred tax Assets (Net)	5	6.13	4.79
<b>Total Non Current Assets</b>		<b>26.78</b>	<b>29.65</b>
<b>(2) Current Assets</b>			
(a) Inventories	6	3,383.70	3,342.74
(b) Financial Assets			
(i) Trade Receivables	7	1,649.13	1,586.44
(ii) Cash and Cash Equivalents	8	1.55	4.40
(iii) Other Financial Assets	9	0.05	0.05
(c) Other Current Assets	10	150.08	155.45
<b>Total Current Assets</b>		<b>5,184.51</b>	<b>5,089.07</b>
<b>Total Assets</b>		<b>5,211.29</b>	<b>5,118.71</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share capital	11	1,027.00	1,027.00
(b) Other Equity	12	2,046.75	1,812.62
<b>Total Equity</b>		<b>3,073.75</b>	<b>2,839.62</b>
<b>(2) Liabilities</b>			
<b>(A) Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	13	295.70	403.89
(ii) Other Financial Liabilities			
(b) Provisions	14	13.97	5.26
<b>Total Non Current Liabilities</b>		<b>309.67</b>	<b>409.15</b>
<b>(B) Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	1,576.10	1,515.21
(ii) Trade Payables			
Total Outstanding dues of Micro Enterprises and Small Enterprises	16		
Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		103.22	45.21
(ii) Other Financial Liabilities	17	30.01	65.53
(b) Provisions	18	92.39	94.41
(c) Other Current Liabilities	19	26.16	149.58
<b>Total Current Liabilities</b>		<b>1,827.87</b>	<b>1,869.94</b>
<b>Total Equity and Liabilities</b>		<b>5,211.29</b>	<b>5,118.71</b>
		-	-

The accompanying notes 1 to 44 form an integral part of these financial statements

FOR AND ON BEHALF OF THE BOARD  
SILGO RETAIL LTD.

NITIN JAIN  
(Managing Director)  
DIN: 00935911

ANJANA JAIN  
(Director)  
DIN: 01874461

CS TRIPTI SHARMA  
(Company Secretary)  
M.No. -A52232  
Place: Jaipur  
Date: 30.05.2023

Mayank K. Gattayni  
(CFO)

AS PER OUR AUDIT REPORT  
OF EVEN DATE ATTACHED  
FOR JKSS & ASSOCIATES  
CHARTERED ACCOUNTANTS

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



# SILGO RETAIL LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED March 31, 2023

"₹ in Lakh Except EPS"

	Particulars	Notes	Year Ended	
			31.03.2023	31.03.2022
			Audited	Audited
I	Revenue from Operations	20	3,407.08	3,485.27
II	Other Income	21	60.43	29.15
III	<b>Total Income (I+II)</b>		<b>3,467.51</b>	<b>3,514.42</b>
IV	<b>Expenses:</b>			
	Purchase of traded goods	22	1,093.24	259.63
	Cost of Materials Consumed	23	2,481.77	2,687.97
	Changes in Inventories of Finished goods & Work in Progress	24	(806.68)	(119.64)
	Employee Benefits Expense	25	66.95	97.77
	Direct Costs	26	78.03	81.64
	Finance Costs	27	192.39	129.41
	Depreciation & Amortization Expense	28	5.17	7.51
	Other Expenses	29	37.16	54.38
	<b>Total Expenses (IV)</b>		<b>3,148.03</b>	<b>3,198.67</b>
V	<b>Profit/(Loss) before Exceptional Items &amp; Tax (III-IV)</b>		319.48	315.75
VI	<b>Exceptional Items</b>			
VII	Profit/(Loss) Before Tax (V-VI)		319.48	315.75
VIII	<b>Tax Expense:</b>			
	Current Tax		85.30	85.36
	Deferred Tax		(0.99)	(0.18)
	Income Tax for Earlier Year			
	<b>Total Tax Expenses (VIII)</b>		<b>84.30</b>	<b>85.18</b>
IX	<b>Profit/(loss) for the year (VII-VIII)</b>		<b>235.17</b>	<b>230.57</b>
X	<b>Other Comprehensive Income</b>			
	<b>Items that will not be reclassified to profit or loss</b>			
	- Remeasurement Gains/(Losses) on Defined Benefit Plans		(1.39)	4.70
	- Income tax on above		0.35	(1.18)
XI	Total Other Comprehensive Income for the year		(1.04)	3.52
XII	<b>Total Comprehensive Income for the year (IX+XI)</b>		<b>234.13</b>	<b>234.08</b>
XIII	<b>Paid up equity share capital (face value of Rs. 10 each)</b>		<b>1,027.00</b>	<b>1,027.00</b>
XIV	<b>Other Equity</b>		<b>2,046.75</b>	<b>1,812.62</b>
XV	<b>Earnings per Equity Share: (Face value per Equity Share of ₹ 10 each)</b>			
	Basic and Diluted (in ₹) (Re-stated)	30	2.28	2.28

The accompanying notes 1 to 44 form an integral part of these financial statements

FOR AND ON BEHALF OF THE BOARD  
SILGO RETAIL LTD.

NITIN JAIN  
(Managing Director)  
DIN: 00935911

ANJANA JAIN  
(Director)  
DIN: 01874461

CS TRIPTI SHARMA  
(Company Secretary)  
M.No. -A52232  
Place: Jaipur Date: 30.05.2023

Mayank K. Gattayni  
(CFO)

AS PER OUR AUDIT REPORT  
OF EVEN DATE ATTACHED

FOR JKSS & ASSOCIATES  
CHARTERED ACCOUNTANTS

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



# SILGO RETAIL LIMITED

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023

"₹ in 'lakhs"

Particulars	Year ended 31st March 2023		Year ended 31st March 2022	
<b>A. Cash Flow from Operating Activities</b>				
Profit before tax		319.48		315.75
Adjustments for:				
Remeasurement Gains/(Losses) on Defined Benefit Plans				
Depreciation & Amortisation	5.17		7.51	
Expected Credit Loss	4.45		(3.95)	
Tax Adj.	(1.04)		3.52	
Interest Cost	192.39		113.46	
Interest Income	-		(0.06)	
Deferred Tax Asset	(1.34)		1.00	
Tax Paid	(84.30)		(85.18)	
		115.32		36.30
<b>Operating profit before working capital changes</b>		434.80		352.05
Adjustments for				
Trade receivables	(67.14)		(279.70)	
Trade Payables	58.01		4.41	
Other current assets	5.36		361.73	
Inventories	(40.96)		(696.29)	
Change in Provisions	7.61		3.38	
Other financial liabilities	(36.44)		38.04	
Other current liabilities	(123.43)		137.43	
		(196.99)		(430.99)
<b>Net Cash from Operating Activities (A)</b>		237.82		(78.94)
<b>B. Cash Flow from Investing Activities</b>				
Purchase of property, plant and equipment	(0.97)		(0.92)	
Sale of Property, Plant and Equipment	-		-	
Purchase of Intangible Assets	-		-	
Interest from Other than Bank deposits	-		2.21	
Interest Income	-		0.06	
<b>Net Cash Flow from Investing Activities(B)</b>		(0.97)		1.35
<b>C. Cash Flow from Financing Activities</b>				
Proceeds from share issued during the year	-		-	
Proceeds from / (Repayment of) Short Term Borrowings	60.89		(126.30)	
Proceeds from / (Repayment of) Long Term Borrowings	(108.20)		311.67	
Interest Cost	(192.39)		(113.46)	
<b>Net cash used in Financing Activities (C)</b>		(239.70)		71.91
<b>Net increase in cash and cash equivalents(A+B+C)</b>		(2.85)		(5.68)
Cash and cash equivalents at the beginning of the year		4.40		10.08
Cash and cash equivalents at the close of the year		1.55		4.40

Cash and Cash Equivalent includes:-

Particulars	As at 31st March 2023	As at 31st March 2022
Cash on hand	1.52	4.39
Balance in current account	0.02	0.01
<b>Total</b>	<b>1.54</b>	<b>4.40</b>

**Note:** The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

**FOR AND ON BEHALF OF THE BOARD**  
**SILGO RETAIL LTD.**

**NITIN JAIN**  
(Managing Director)  
DIN: 00935911

**ANJANA JAIN**  
(Director)  
DIN: 01874461

**CS TRIPTI SHARMA**  
(Company Secretary)  
M.No. -A52232

**Mayank K. Gattayni**  
(CFO)

Place: Jaipur  
Date: 30.05.2023

**AS PER OUR AUDIT REPORT**  
**OF EVEN DATE ATTACHED**

**FOR JKSS & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

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



**SILGO RETAIL LIMITED**  
**Standalone Statement Of Changes In Equity**  
For The Year Ended 31 March, 2023

A. Equity Share Capital		(Amount in Rs.)
Particulars	Amount	
As at 31st March 2022	10,27,00,000.00	
Changes in equity share capital during year ended 31st March 2023	-	
As at 31st March 2023	10,27,00,000.00	

B. Other Equity				(Amount in Rs.)
Year ended 31st March 2023				
Particulars	Reserves and Surplus		Total	
	Securities Premium	Retained Earnings		
Balance as at 1st April 2022	10,34,57,156.00	7,78,04,685.83	18,12,61,841.83	
Profit for the year	-	2,35,17,195.21	2,35,17,195.21	
Other Comprehensive Income (expense)(net of tax)	-	(1,04,068.31)	(1,04,068.31)	
Dividend Paid (including Dividend tax)	-	-	-	
Premium Received during the year	-	-	-	
Less: Bonus	-	-	-	
Less: Share Issue Expenses	-	-	-	
Balance as at 31st March, 2023	10,34,57,156.00	10,12,17,806.77	20,46,74,962.77	

Year ended 31st March 2022				(Amount in Rs.)
Particulars	Reserves and Surplus		Total	
	Securities Premium	Retained Earnings		
As at 1st April 2021	10,34,57,156.00	5,43,96,195.12	15,78,53,351.12	
Profit for the year	-	2,30,56,648.75	2,30,56,648.75	
Other Comprehensive Income (expense)(net of tax)	-	3,51,836.00	3,51,836.00	
Dividend Paid (including Dividend tax)	-	-	-	
Premium Received during the year	-	-	-	
Share Issue Expenses	-	-	-	
Balance as at 31st March, 2022	10,34,57,156.00	7,78,04,679.87	18,12,61,835.87	

FOR AND ON BEHALF OF THE BOARD  
SILGO RETAIL LTD.

NITIN JAIN  
(Managing Director)  
DIN: 00935911

ANJANA JAIN  
(Director)  
DIN: 01874461

CS TRIPTI SHARMA  
(Company Secretary)  
M.No. -A52232

Mayank K. Gattayni  
(CFO)

Place: Jaipur  
Date: 30.05.2023

AS PER OUR AUDIT REPORT  
OF EVEN DATE ATTACHED

FOR JKSS & ASSOCIATES  
CHARTERED ACCOUNTANTS

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





## **“Notes forming part of financial statement for the period ended March 31, 2023”**

### **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 Company is engaged in business of manufacturing & trading of Silver Jewellery and related business.

### **2. Significant Accounting Policies**

#### **A) Basis of Accounting:**

These financial statements are prepared in accordance with Indian Accounting Standards (“Ind AS”), the provisions of the Companies Act, 2013 (“the Companies Act”), as applicable and guidelines issued by the Securities and Exchange Board of India (“SEBI”). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All amounts included in the financial statements are reported in Thousands of Indian rupees except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

#### **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 from 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 Ind AS 23.

**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 un- settled at the end of the year are translated at rate prevailing on reporting date.

**K) Employee Benefits**

Employee benefits Employee benefits include contribution to provident fund, gratuity fund and employee state insurance scheme.

**Defined benefit plans**

Gratuity and Pension are defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations, being carried out at the date of each statement of financial position. The retirement benefit obligations recognized in the statement of contributions to the scheme. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial risks fall on the Company.

**Defined contribution plans**

Contributions to defined contribution plans like provident fund are recognized as expense when employees have rendered services entitling them to such benefits.

**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**

Basic earnings per share is computed by dividing the profit after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**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 2023. 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.



# SILGO RETAIL LIMITED

## Notes Forming Part of Standalone Financial Statements

### 3 Property, Plant & Equipment

As at 31st March 2023

(Amount in Rs.)

Particulars	Rate of Dep.	Gross Block				Depreciation				Net Block	
		As at 01.04.2022	Addition	Deletion	As at 31.03.2023	As at 01.04.2022	For the year	Profit/Loss on sale of Fixed	As at 31.03.2023	As at 31.03.2023	As at 01.04.2022
Equipments	45.07%	3,73,650.00	-	-	3,73,650.00	3,50,315.77	4,647.00	-	3,54,962.77	18,687.23	23,334.23
Computer	63.16%	10,23,414.10	96,601.69	-	11,20,015.79	9,49,054.00	46,791.00	-	9,95,845.00	1,24,170.79	74,360.10
Plant & Machinery	18.10%	46,96,926.10	-	-	46,96,926.10	25,64,641.70	3,85,674.00	-	29,50,315.70	17,46,610.40	21,32,284.40
Furniture	25.89%	6,06,114.20	-	-	6,06,114.20	4,00,464.80	53,233.00	-	4,53,697.80	1,52,416.40	2,05,649.40
<b>Grand Total</b>		<b>67,00,104.40</b>	<b>96,601.69</b>	<b>-</b>	<b>67,96,706.09</b>	<b>42,64,476.27</b>	<b>4,90,345.00</b>	<b>-</b>	<b>47,54,821.27</b>	<b>20,41,884.82</b>	<b>24,35,628.13</b>

As at 31st March 2022

(Amount in Rs.)

Particulars	Rate of Dep.	Gross Block				Depreciation				Net Block	
		As at 01.04.2021	Addition	Deletion	As at 31.03.2022	As at 01.04.2021	For the year	Profit/Loss on sale of Fixed asset	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Equipments	45.07%	3,73,650.00	-	-	3,73,650.00	3,37,312.00	13,003.77	-	3,50,315.77	23,334.23	36,338.00
Computer	63.16%	10,23,414.10	-	-	10,23,414.10	8,28,264.00	1,20,790.00	-	9,49,054.00	74,360.10	1,95,150.10
Plant & Machinery	18.10%	46,04,951.10	91,975.00	-	46,96,926.10	20,96,724.00	4,67,917.70	-	25,64,641.70	21,32,284.40	25,08,227.10
Furniture	25.89%	6,06,114.20	-	-	6,06,114.20	3,28,635.00	71,829.80	-	4,00,464.80	2,05,649.40	2,77,479.20
<b>Grand Total</b>		<b>66,08,129.40</b>	<b>91,975.00</b>	<b>-</b>	<b>67,00,104.40</b>	<b>35,90,935.00</b>	<b>6,73,541.27</b>	<b>-</b>	<b>42,64,476.27</b>	<b>24,35,628.13</b>	<b>30,17,194.40</b>

(10.34)

(a) The Company has elected to measure all of its Property, Plant and Equipment at their previous GAAP carrying value on the date of transition to Ind AS (subject to adjustment for restoration liabilities). The Gross Block and Accumulated Depreciation as on the date of transition to Ind AS as per previous GAAP was ₹ 52,16,150 and ₹ 16,03,820 respectively.

### 4 Intangible Assets

As at 31st March 2023

(Amount in Rs.)

Particulars	Rate of Dep.	Gross Block				Depreciation				Net Block	
		As at 01.04.2022	Addition	Deletion	As at 31.03.2023	As at 01.04.2022	For the year	Profit/Loss on sale of Fixed asset	As at 31.03.2023	As at 31.03.2023	As at 01.04.2022
Software & ERP	45.07%	2,97,730.00	-	-	2,97,730.00	2,48,088.34	26,792.00	-	2,74,880.34	22,849.66	49,641.66
<b>Total</b>		<b>2,97,730.00</b>	<b>-</b>	<b>-</b>	<b>2,97,730.00</b>	<b>2,48,088.34</b>	<b>26,792.00</b>	<b>-</b>	<b>2,74,880.34</b>	<b>22,849.66</b>	<b>49,641.66</b>

As at 31st March 2022

(Amount in Rs.)

Particulars	Rate of Dep.	Gross Block				Depreciation				Net Block	
		As at 01.04.2021	Addition	Deletion	As at 31.03.2022	As at 01.04.2021	For the year	Profit/Loss on sale of Fixed asset	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Software & ERP	45.07%	2,97,730.00	-	-	2,97,730.00	1,70,430.00	77,658.34	-	2,48,088.34	49,641.66	1,27,300.00
<b>Total</b>		<b>2,97,730.00</b>	<b>-</b>	<b>-</b>	<b>2,97,730.00</b>	<b>1,70,430.00</b>	<b>77,658.34</b>	<b>-</b>	<b>2,48,088.34</b>	<b>49,641.66</b>	<b>1,27,300.00</b>

(a) As on transition to Ind AS, the Company has elected to select the option to carry their Intangible Assets at their previous GAAP value. The Gross Block and Accumulated Amortization as on the date of transition to Ind AS as per previous GAAP was ₹ 1,11,340 and ₹ 56,430 respectively.



**SILGO RETAIL LIMITED**  
**Notes Forming Part of Standalone Financial Statements**

**5 Deferred Tax Assets(Net)**

(Amount in Rs.)

Particulars	As at 31st March 2023	As at 31st March 2022
Deferred Tax Assets, on account of		
Property, Plant & Equipment and Intangible Assets	1,52,420.08	1,61,010.08
Allowance for doubtful debt	1,85,941.49	1,85,941.49
Expenses deductible on payment basis	2,75,093.00	1,32,376.00
<b>Net Deferred Tax Assets</b>	<b>6,13,454.57</b>	<b>4,79,327.57</b>

**(c) Movement of Deferred Tax Assets/(Liabilities)**

For the year ended 31st March 2023

(Amount in Rs.)

Particulars	As at 1st April 2022	Recognised in Profit or Loss	Recognised in OCI	As at 31st March 2023
Deferred Tax Assets, on account of				
Expenses deductible on payment basis	1,32,376.00	-	1,42,717.00	2,75,093.00
Allowance for doubtful debt	1,85,941.49	-	-	1,85,941.49
Property, Plant & Equipment and Intangible Assets	1,61,010.08	(8,590.00)	-	1,52,420.08
<b>Total</b>	<b>4,79,327.57</b>	<b>(8,590.00)</b>	<b>1,42,717.00</b>	<b>6,13,454.57</b>

For the year ended 31st March 2022

(Amount in Rs.)

Particulars	As at 1st April 2021	Recognised in Profit or Loss	Recognised in OCI	As at 31st March 2022
Deferred Tax Assets, on account of				
Expenses deductible on payment basis	2,50,720.00	-	(1,18,344.00)	1,32,376.00
Allowance for doubtful debt	1,88,359.49	(2,418.00)	-	1,85,941.49
Property, Plant & Equipment and Intangible Assets	1,40,534.08	20,476.00	-	1,61,010.08
<b>Total</b>	<b>5,79,613.57</b>	<b>18,058.00</b>	<b>(1,18,344.00)</b>	<b>4,79,327.57</b>

**6 Inventories**

(Amount in Rs.)

Particulars	As at 31st March 2023	As at 31st March 2022
Valued at lower of cost or Net Realizable value		
Raw Materials	17,44,85,056.65	25,10,56,660.00
Work in progress	40,29,416.44	60,27,581.78
Finished Goods	15,98,55,951.64	7,71,89,898.22
<b>Total</b>	<b>33,83,70,424.73</b>	<b>33,42,74,140.00</b>

Refer Note No. 15.1 for information on inventories pledged as security by the company.



#### 7 Current Financial Assets: Trade Receivables

(Amount in Rs.)

Particulars	As at 31st March 2023	As at 31st March 2022
Trade Receivables (refer note below)	16,57,11,341.23	15,90,06,675.07
Receivables from related parties	-	-
Trade receivables which have significant increase in credit risk	-	-
Trade Receivables- credit impaired	-	-
Less : Allowance for doubtful trade receivables	7,97,926.64	3,52,918.64
<b>Total Receivables</b>	<b>16,49,13,414.59</b>	<b>15,86,53,756.43</b>
Current Portion	16,49,13,414.59	15,86,53,756.43
Non-current portion	-	-
<b>Total</b>	<b>16,49,13,414.59</b>	<b>15,86,53,756.43</b>
<b>Breakup of security details</b>		
Secured, considered good	-	-
Unsecured, considered good	16,57,11,341.23	15,90,06,675.07
Doubtful	-	-
<b>Total</b>	<b>16,57,11,341.23</b>	<b>15,90,06,675.07</b>
Allowance for doubtful trade receivable	7,97,926.64	3,52,918.64
<b>Total Trade receivables</b>	<b>16,49,13,414.59</b>	<b>15,86,53,756.43</b>

#### Note

- a) Refer Note No. 15.1 for information on receivables pledged as security by the company  
b) Movement in Impairment Allowance for doubtful debts

Particulars	As at 31st March 2023	As at 31st March 2022
Balance at the beginning of the year	3,52,918.64	7,48,331.64
Allowance for the year	4,45,008.00	(3,95,413.00)
Write off Bad Debts (Net of Recovery)	-	-
<b>Balance at the end of the year</b>	<b>7,97,926.64</b>	<b>3,52,918.64</b>

#### 8 Cash & Cash Equivalents

(Amount in Rs.)

Particulars	As at 31st March 2023	As at 31st March 2022
Cash on Hand	1,51,647.00	4,39,599.00
Balance with Banks - Current Accounts	2,914.87	20.04
<b>Total</b>	<b>1,54,561.87</b>	<b>4,39,619.04</b>

#### 9 Other Current Financial Assets

(Amount in Rs.)

Particulars	As at 31st March 2023	As at 31st March 2022
Security Deposit	4,500.00	4,500.00
<b>Total</b>	<b>4,500.00</b>	<b>4,500.00</b>

#### 10 Other Current Assets

(Amount in Rs.)

Particulars	As at 31st March 2023	As at 31st March 2022
TDS Receivable	1,39,747.03	1,63,401.03
Advance to Suppliers	1,41,22,705.00	1,33,33,846.00
Prepaid Expenses	11,584.00	17,784.00
Prepaid Insurance Expense	-	34,000.00
TCS Input	-	6,110.00
Other Advances	7,33,502.97	19,89,384.72
<b>Total</b>	<b>1,50,07,539.00</b>	<b>1,55,44,525.75</b>



# 11 Equity Share Capital

(Amount in Rs.)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Authorized</b>		
1,10,00,000 Equity Shares of par value ₹ 10/- Each	11,00,00,000.00	11,00,00,000.00
(75,00,000 Equity shares of ₹ 10/- each as at 31st March 2020; (75,00,000 Equity shares of ₹ 10/- each as at 1st April 2019)		
<b>Issued, Subscribed and Fully Paid Up</b>		
1,02,70,000 Equity Shares of ₹ 10/- Each	10,27,00,000.00	10,27,00,000.00
(66,66,000 Equity shares of ₹ 10/- each at 31st March 2020; 50,66,000 Equity shares of ₹ 10/- each as at 1st April 2019)		
<b>Total</b>	<b>10,27,00,000.00</b>	<b>10,27,00,000.00</b>

## (a) The reconciliation of the Number of Equity Shares Outstanding:

Particulars	As at 31st March 2023	As at 31st March 2022
	No. of Shares	No. of Shares
Shares outstanding at the beginning of the year	1,02,70,000	1,02,70,000
Add: Shares issued during the year	-	-
<b>Shares outstanding at the end of the year</b>	<b>1,02,70,000</b>	<b>1,02,70,000</b>

## (b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is entitled to one vote per equity share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised, any right of lien.

## (c) Details of Shareholders holding more than 5% shares in the Company:

Particulars	No. of Shares held	% of holding
<b>As at 31st March 2023</b>		
Nitin Jain	43,73,262	42.58%
Bela Agrawal	10,93,750	10.65%
Vanita Chordia	5,26,277	5.12%
Amisha Chordia	2,00,000	1.95%
<b>As at 31st March 2022</b>		
Nitin Jain	43,73,262	42.58%
Bela Agrawal	10,93,750	10.65%
Vanita Chordia	7,35,000	7.16%





## 12 Other Equity

(Amount in Rs.)

Particulars	As at 31st March 2023	As at 31st March 2022
Securities Premium	10,34,57,156.00	10,34,57,156.00
Retained Earnings	10,12,17,806.77	7,78,04,679.87
<b>Total</b>	<b>20,46,74,962.77</b>	<b>18,12,61,835.87</b>

### Nature, Purpose and Movement of Each Reserve

#### (i) Securities Premium

This reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

(Amount in Rs.)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
At the beginning of the year	10,34,57,156.00	10,34,57,156.00
Add: Premium Received during the year	-	-
Less: Bonus Share	-	-
Less: Share Issue Expenses	-	-
<b>Total</b>	<b>10,34,57,156.00</b>	<b>10,34,57,156.00</b>

#### (ii) Retained Earnings

Retained earnings are the profits that Company has earned till date, less dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) on defined benefit plans (net of taxes) that will not be reclassified to Profit and Loss. Retained earnings is a free reserve available to the Company.

(Amount in Rs.)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
At the beginning of the year	7,78,04,679.87	5,43,96,195.12
Add : Profit/(Loss) for the year	2,35,17,195.21	2,30,56,648.75
Add: Other Comprehensive Income	(1,04,068.31)	3,51,836.00
<b>At the end of the year</b>	<b>10,12,17,806.77</b>	<b>7,78,04,679.87</b>

## 13 Non Current Financial Liabilities: Borrowings

(Amount in Rs.)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(i) Secured</b>		
Loans Repayable on Demand From Other Parties		
From State Bank of India		
Cash Credit	-	-
EPC Limit	-	-
From Bank Loan	2,95,70,031.21	4,03,89,498.00
<b>Total</b>	<b>2,95,70,031.21</b>	<b>4,03,89,498.00</b>

\*There has been no default in repayment of any of the Principal or Interest thereon as at the end of the year.

## 14 Non Current Liabilities: Provisions

(Amount in Rs.)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Provision for Employee Benefits:</b>		
Gratuity	13,96,855.00	5,25,944.00
<b>Total</b>	<b>13,96,855.00</b>	<b>5,25,944.00</b>



#### 15 Current Financial Liabilities: Borrowings

(Amount in Rs.)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(i) Secured</b>		
Loans Repayable on Demand From Other Parties		
From State Bank of India		
Cash Credit	6,05,19,794.77	5,08,04,811.09
EPC Limit	8,64,66,354.44	9,54,25,781.00
From		
Bank Loan	1,06,23,850.79	52,90,710.00
<b>Total</b>	<b>15,76,10,000.00</b>	<b>15,15,21,302.09</b>

\*There has been no default in repayment of any of the Principal or interest thereon as at the end of the year.

#### 15.1 Securities/Guarantees from SBI

- Primary secured against hypothecation and first charge over the firm's all the present and future stocks, book-debts, sales receivables as also cheque, drafts, bills-clean or documentary- whether accepted or otherwise.
- Collaterally Secured against:
  - Residential Building situated at S-42, Adinath Nagar, JLN Marg, Jaipur, Rajasthan- 302004
  - Residential plot situated at plot no. S-32, Adhinath Nagar, JLN Road, Jaipur, Rajasthan- 302004
  - Residential plot situated at plot no. S-51,52 Adinath Nagar, JLN Road, Jaipur, Rajasthan, 302004
- Personally guaranteed by Directors Shri Nitin Jain S/o Shri Hira Chand Dhole and Smt. Anjana Jain W/o Shri Nitin Jain.

#### 16 Current Financial Liabilities: Trade Payables

(Amount in Rs.)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Payable to:</b>		
Micro and Small Enterprises	-	-
<b>Other than Micro and Small Enterprises</b>		
Creditors for Purchases	83,82,356.74	12,36,630.20
Creditors for Expenses	19,39,230.33	32,84,510.00
<b>Total</b>	<b>1,03,21,587.07</b>	<b>45,21,140.20</b>

The company has not received any intimation from suppliers regarding their status under the Micro Small and Medium Enterprises Development Act 2006 and hence disclosures, if any, relating to the amount unpaid as at the year end together with interest payable/paid as required under the said Act have not been furnished.

#### 17 Other Current Financial Liabilities

Particulars	As at 31st March 2023	As at 31st March 2022
Other Current Liabilities	40,000.00	-
Salary Payable	29,60,544.00	65,52,618.38
<b>Total</b>	<b>30,00,544.00</b>	<b>65,52,618.38</b>

#### 18 Short Term Provisions

Particulars	As at 31st March 2023	As at 31st March 2022
Provision for Gratuity (current)	82,465.00	3,85,808.00
Provision for Taxation	85,29,561.00	85,36,497.00
Provision for Audit Fees	40,000.00	92,500.00
Provision for Interest on Income tax	5,86,530.00	4,25,866.00
<b>Total</b>	<b>92,38,556.00</b>	<b>94,40,671.00</b>

#### 19 Other Current Liabilities

Particulars	As at 31st March 2023	As at 31st March 2022
Statutory Dues	10,56,318.03	58,13,267.01
Advance Received	14,59,272.00	-
Other Liabilities	1,00,009.97	91,45,191.37
<b>Total</b>	<b>26,15,600.00</b>	<b>1,49,58,458.38</b>



20 Revenue From Operations

(Amount in Rs.)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
<b>Sale of Products and Services</b>		
Sale of Jewellery	34,06,78,611.78	34,82,02,255.03
<b>Other Operating Revenues</b>		
Export Incentives (Duty Drawback)	29,277.00	3,24,367.00
<b>Total</b>	<b>34,07,07,888.78</b>	<b>34,85,26,622.03</b>

Disaggregation of revenue

Revenue based on Geography

(Amount in Rs.)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Domestic	23,58,17,037.70	24,80,59,860.49
Export	10,48,61,574.08	10,01,42,394.54
<b>Revenue from operations</b>	<b>34,06,78,611.78</b>	<b>34,82,02,255.03</b>

21 Other Income

(Amount in Rs.)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Interest Income	-	6,037.03
Reversal of Provision on Debtors	-	3,95,413.00
Gain on Exchange Rate Variation (Net)	52,38,692.03	23,36,685.71
Gem Replenishment Scheme	-	1,76,898.00
Written off	1,04,304.35	-
Discount Received	7,00,000.00	-
<b>Total</b>	<b>60,42,996.38</b>	<b>29,15,034</b>

22 Purchases

(Amount in Rs.)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Purchase of Traded Goods	10,93,24,000.00	2,59,62,840.00
<b>Total</b>	<b>10,93,24,000.00</b>	<b>2,59,62,840.00</b>

23 Cost of materials consumed

(Amount in Rs.)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Opening Stock	25,10,56,660.00	19,33,92,190.30
Add :- Purchase	17,16,05,396.65	32,64,61,197.84
	<b>42,26,62,056.65</b>	<b>51,98,53,388.14</b>
Less :- Closing stock	17,44,85,056.65	25,10,56,660.00
<b>Total</b>	<b>24,81,77,000.00</b>	<b>26,87,96,728.14</b>

24 Changes in inventories of Finished Goods & Work in Progress

(Amount in Rs.)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
<b>Closing Inventories</b>		
Work in progress	40,29,416.44	60,27,581.78
Finished Products	15,98,55,951.64	7,71,89,898.22
	<b>16,38,85,368.08</b>	<b>8,32,17,480.00</b>
<b>Opening Inventories</b>		
Work in progress /Finished Product	8,32,17,480.00	7,12,53,237.59
	<b>8,32,17,480.00</b>	<b>7,12,53,237.59</b>
<b>(Increase)/Decrease in Inventories</b>	<b>(8,06,67,888.08)</b>	<b>(1,19,64,242.41)</b>


**25 Employee Benefit Expense**
**(Amount in Rs.)**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Salary & Allowances	61,11,625.43	93,46,798.00
Staff Welfare Expenses	34,014.78	44,603.00
Gratuity	5,49,653.00	3,85,808.00
<b>Total</b>	<b>66,95,293.21</b>	<b>97,77,209.00</b>

Disclosures as per Ind AS 19 in respect of provision made towards various employee benefits are made in Note 36

**26 Direct Costs**
**(Amount in Rs.)**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Job Work Expenses	-	1,82,099.35
Labor Expenses	28,84,919.00	42,94,447.00
Power and Fuel Expenses	6,94,344.00	4,68,491.50
Cam Expenses	-	20,958.00
Consumables	42,17,921.26	31,64,601.88
License Fees	6,200.00	6,200.00
Jewelry Designing Exp	-	27,004.00
<b>Total</b>	<b>78,03,384.26</b>	<b>81,63,801.73</b>

**27 Finance cost**
**(Amount in Rs.)**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Bank Interest	1,60,46,541.44	91,56,555.80
Interest on TDS	1,33,909.84	1,61,669.00
Processing Exp	5,31,900.00	6,19,711.02
ECGC Premium	6,34,335.00	7,78,585.00
Bank Charges	2,67,984.65	34,644.81
Interest on Income Tax	16,24,217.00	21,89,731.00
<b>Total</b>	<b>1,92,38,887.93</b>	<b>1,29,40,896.63</b>

**28 Depreciation and amortization expense**
**(Amount in Rs.)**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Depreciation on Property, Plant & Equipment	4,90,345.00	6,73,541.27
Amortization on Intangible Assets	26,792.00	77,658.34
<b>Total</b>	<b>5,17,137.00</b>	<b>7,51,199.61</b>

**29 Other Expenses**
**(Amount in Rs.)**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Audit Fees	1,15,000.00	1,01,250.00
Advertisement & Business Promotion expenses	95,120.00	86,840.00
Internet & Telephone Expenses	35,134.12	79,834.51
Legal & Professional Expenses	2,59,242.00	3,93,375.00
Rent	34,500.00	42,601.00
Courier Expenses	7,701.00	2,44,669.36
Website Running & Maintenance Charges	3,000.00	3,199.00
GST Tax Late Fees	-	45,690.00
Office Expenses	2,47,279.25	2,32,353.91
Electricity exp.	5,97,830.00	4,75,379.00
Printing and Stationary	43,543.05	25,869.72
Repair & Maintenance Exp.	7,750.00	80,744.07
Miscellaneous Expenditure	7,89,815.80	7,67,289.00
Insurance Exp	1,07,734.00	1,05,855.00
Late Fees under Income Tax Act	93,579.00	89,928.00
Round OFF	1,547.63	1,886.51
Clearing & Forwarding Exp	2,98,110.00	9,09,969.13
Online Marketing Expenses	5,21,752.78	17,16,631.03
ROC expenses	16,931.00	34,760.00
Expected Credit Loss	4,40,008.00	-
<b>Total</b>	<b>37,15,577.63</b>	<b>54,38,124.24</b>



(a) Payment To Auditors includes:-

(Amount in Rs.)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Statutory Audit Fees	50,000.00	50,000.00
<b>Total</b>	<b>50,000.00</b>	<b>50,000.00</b>

30 Earning Per Share

(Amount in Rs.)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Net Profit after tax available for equity shareholders (a)	2,34,13,126.90	2,34,08,495.83
Weighted Average number of equity shares (b)	1,02,70,000	1,02,70,000
Basic & Diluted Earning per share (a/b)	2.28	2.28
Nominal Value per share (Rs.)	10.00	10.00

31 Disclosure as per Ind AS 12 - Income Taxes

(a) Income Tax Expense

(i) Income Tax recognized in the statement of profit and loss account

₹ in '000

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Current Tax Expense</b>		
Current Income Tax	8,529.56	8,536.50
Adjustment for earlier year	-	-
<b>Total current tax expenses</b>	<b>8,529.56</b>	<b>8,536.50</b>
<b>Deferred Tax</b>		
Deferred Tax expenses	(99.26)	(18.06)
<b>Total Deferred Tax Expense</b>	<b>(99.26)</b>	<b>(18.06)</b>
<b>Total Income Tax Expenses</b>	<b>8,430.30</b>	<b>8,518.44</b>



(ii) Income Tax recognized in other comprehensive income (OCI)

₹ in '000

Particulars	As at 31st March 2023	As at 31st March 2022
Deferred Tax Expenses		
Actuarial gain/(loss) on defined benefit plans	35.00	(118.34)
<b>Total Deferred Tax expenses</b>	<b>35.00</b>	<b>(118.34)</b>

32 Disclosure as per Ind AS 2 - Inventories

Amount of inventories recognized as expense during the year is as under:

₹ in '000

Particulars	As at 31st March 2023	As at 31st March 2022
Cost of Material Consumed	2,48,177.00	2,68,796.73
Other Consumables	4,217.92	3,164.60
<b>Total</b>	<b>2,52,394.92</b>	<b>2,71,961.33</b>

33 Disclosure as per Ind AS 21 - The Effects of changes in Foreign Exchange Rates

0The amount of exchange differences (net) credited to the Statement of Profit & Loss is Rs. 52,38,692.03 (31st March, 2022: credited of Rs. 23,36,685.71).

34 Disclosure of Corporate social responsibility (CSR)

The 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.

35 Disclosure as per Ind AS 19 - Employee Benefits

a) Defined Benefit plan - Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

₹ in '000

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(i) Change in defined benefit obligation</b>		
Defined benefit obligation, beginning of the year	911.75	996.12
Current service cost	424.67	316.85
Interest cost	129.06	68.95
Past service cost	-	-
Benefits paid	-	-
Actuarial (gains)/losses	445.58	(470.18)
<b>Defined benefit obligation, end of the year</b>	<b>1,911.05</b>	<b>911.75</b>
<b>(ii) Net Liability/(Asset) recognized in the Balance Sheet</b>		
Present value of defined benefit obligation	1,911.05	911.75
Fair value of plan assets	-	-
	<b>1,911.05</b>	<b>911.75</b>



<b>Net liability</b>	117.39	9.61
Current	1,793.66	902.14
Non-current		
<b>(iii) Expenses recognized in Statement of Profit or Loss</b>	424.67	316.85
Current service cost	-	-
Past Service cost	129.06	68.95
Interest cost	<b>553.72</b>	<b>385.81</b>
<b>Total Expense recognized in statement of profit or loss</b>		
<b>(iv) Remeasurements recognized in other comprehensive income(OCI)</b>	-	-
Changes in demographic assumptions	(18.94)	35.10
Changes in financial assumptions	(426.64)	435.08
Experience adjustments	<b>(445.58)</b>	<b>470.18</b>
<b>Total Actuarial (Gain) / Loss recognized in OCI</b>		

₹ in '000

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(v) Maturity Profile of Defined Benefit Obligation</b>		
Within next 12 months	117.00	10.00
Between 1 and 5 years	639.00	288.00
Between 5 and 10 years	1,312.00	424.00
10 Years and above	1,978.00	1,451.00
<b>(vi) Sensitivity Analysis for significant assumptions*</b>		
Increase/(Decrease) on present value of defined benefits obligation at the end of the year		
1% increase in salary escalation rate	157.00	95.00
1% decrease in salary escalation rate	(146.00)	(84.00)
1% increase in Attrition rate	(36.00)	(28.00)
1% decrease in Attrition rate	39.00	30.00
1% increase in discount rate	(149.00)	(82.00)
1% decrease in discount rate	171.00	94.00
<b>(vii) Actuarial Assumptions</b>		
Discount rate (p.a)	7.20%	7.30%
Salary Escalation Rate (p.a.)	10.00%	10.00%
Retirement age	58 years	58 years
Mortality rate	IAL2012-14UIT	IAL2012-14UIT
Attrition rate	10.00%	10.00%





\* These Sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses. This analysis may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

**Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow :**

- a) **Changes in Discount rate** - Reduction in discount rate in subsequent valuations can increase the plan's liability.
- b) **Salary increase risk** - Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- c) **Life expectancy** - Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- d) **Withdrawals** - Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

### 36 Disclosure as per Ind AS 24 - Related Parties

The company has identified all the related parties as per details given below:

#### (A) List of Related Parties :

##### a) Key Management Personnel :

- |                              |   |  |
|------------------------------|---|--|
| 1. Mrs. Anjana Jain          | - | Whole-time Director                    |
| 2. Mr. Nitin Jain            | - | Managing Director                      |
| 3. Mr. Mayank Kumar Gattayni | - | Chief Financial Officer                |
| 4. Ms. Tripti Sharma         | - | Company Secretary & Compliance Officer |

##### b) Enterprise where Key Managerial Personnel has control/interest:

1. M/s Creative Jewellery

##### c) Independent Directors

- |                      |   |                                    |
|----------------------|---|------------------------------------|
| 1. Mr. Gopal Singh   | - | Non-executive Independent Director |
| 2. Mr. Shalabh Gupta | - | Non-executive Independent Director |
| 3. Mr. Tarun Rathi   | - | Non-executive Independent Director |

##### d) Relatives of KMP

Note: Related party relationship is as identified by the company and relied upon by the Auditors.



**(B) Transaction carried out with related parties referred above, in ordinary course of business:**

₹ in '000

Nature of Transaction	Year ended 31st March 2023	Year ended 31st March 2022
<b>Remuneration</b>		
Payment to Directors (Remuneration)	2,400.00	3,600.00
Payment to Directors (Director Sitting Fees)	202.00	166.00
Payment to KMP	756.00	1,415.15
<b>Remuneration to Relatives of Key Management Personnel</b>		
Remuneration/Consultancy Fees	-	-
<b>Enterprises Controlled by Key Management Personnel</b>		
Purchase of goods	59,199.14	32,914.82
Purchase Return	-	7,224.57
Loans & Advances Received	-	18,586.68
<b>Other</b>		
Director Loan Received	-	7,600.00

**a) Outstanding Balances of the above related parties - Receivable/(Payable)**

₹ in '000

Particulars	As at 31st March 2022	As at 31st March 2023
<b>Key Management Personnel</b>		
Unsecured Loan	-	-
Remuneration Payable/Paid in advance to Directors	427.57	5,148.58
Remuneration Payable/Paid in advance to KMP's	-	735.04
<b>Relatives of Key Management Personnel</b>		
Remuneration Payable	-	-
<b>Enterprises Controlled by Key Management Personnel</b>		
Trade Receivables	-	-
Trade Payables	7,931.24	-
Advance for Goods	-	-

Remuneration does not include provision for gratuity and leave encashment and other defined benefits which are provided based on actuarial valuation on an overall Company basis.

**37 Disclosure as per Ind AS 36 - Impairment of Assets**

There is no indicator of impairment of Assets

**38 Disclosure as per Ind AS 108 - Operating Segments**

a) The principal business of the Company is of wholesale of Jewellery. All other activities of the Company revolve around its main business. The company has no activity outside India except export of Jewellery. Thereby, there is no geographical segment. Hence, as per Ind AS 108, 'Operating Segments', no disclosures related to segments are presented.



### 39 Disclosure as per Ind AS 107 - Financial Instruments

#### Financial Risk Management

The Company's Financial Risk Management is an integral part of planning and execution of its business strategies. The Company's financial risk management is set by the Managing Board. The Company's principal financial liabilities comprise borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade & other receivables, cash and cash equivalents, security deposits.

Company is exposed to following risk from the use of its financial instruments:

-Credit Risk

-Liquidity Risk

-Market Risk

#### (i) Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances, cash & cash equivalents and deposits with banks and financial institutions.

#### Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation credit limit of each customer is defined. These Trade Receivable have served the Company well over the years. The Company has not experienced any significant impairment losses in respect of trade receivables in the past years since there is no concentration of credit risk.

#### Cash & Cash Equivalents & Other Financial assets:

The Company maintain its cash & cash equivalent in current account to meet the day to day requirements. Credit Risk on cash and cash equivalent, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/ financial institutions who have been assigned high credit rating by international and domestic rating agencies.

"The Company held cash and cash equivalents of ₹ 1,54,561.87

#### Provision for Expected Credit or Loss

##### i) Financial assets for which loss allowance is measured using 12 month expected credit losses.

The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognized.

##### ii) Financial assets for which loss allowance is measured using life time expected credit losses.

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.



#### Carrying amount of maximum credit risk as on reporting date

₹ in '000		
Particulars	As at 31st March 2023	As at 31st March 2022
<b>Financial assets for which loss allowance is measured using Lifetime Expected Credit Loss</b>		
Trade Receivables	1,64,913.41	1,58,644.09
<b>Total</b>	<b>1,64,913.41</b>	<b>1,58,644.09</b>

₹ in '000		
Particulars	As at 31st March 2023	As at 31st March 2022
Opening balance	352.92	748.33
Allowance created during the year	445.01	(395.41)
Amount written off	-	-
<b>Closing Balance</b>	<b>797.93</b>	<b>352.92</b>

#### (iii) Market Risk Management

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

#### 40 Capital Management

For the purpose of Company's Capital Management, Capital includes issued equity share capital & Borrowings. The primary objective of Company's Capital Management is to maximize shareholder's value and to maintain an appropriate capital structure of debt and equity. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of financial covenants. The company manages its capital using Debt to Equity Ratio which is Net Debt/Total Equity. Net Debt is total borrowing (Non-current and current) less cash and cash equivalent.

₹ in '000		
Particulars	As at 31st March 2023	As at 31st March 2022
Borrowings	1,57,610.00	1,51,521.30
Less: Cash and Cash Equivalents	154.56	439.62
<b>Net Debt (a)</b>	<b>1,57,455.44</b>	<b>1,51,081.68</b>
<b>Total Equity (b)</b>	<b>3,07,374.96</b>	<b>2,83,961.84</b>
Net Debt to Equity Ratio (a/b)	0.51	0.53



#### **41 Disclosure as per Ind AS 113 - Fair Value Measurements**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in an orderly transaction in the principal (or most advantageous) market at measurement date under the current market condition regardless of whether that price is directly observable or estimated using other valuation techniques. The Company has established the following fair value hierarchy that categorizes the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

**Level 1-** Level 1 hierarchy includes financial instruments measured using quoted prices. This Includes listed equity instruments that have quoted price. Listed and actively traded equity instruments are stated at the last quoted closing price on the National Stock Exchange of India Limited (NSE).

**Level 2-** The fair value of financial instruments that are not traded in active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3-** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of the financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

#### **42 Disclosure as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

- (a) Loans and advances in the nature of loans to Joint Venture : Nil
- (b) Investment by the loanee : Nil

#### **43 Events occurring after the reporting period**

There are no events occurring after the reporting period.

#### **44 Regrouped, Recast, Reclassified**

Previous period's figures in the financial statements, including the notes thereto, have been reclassified wherever required to conform to the current period's presentation/classification.



## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 8th (EIGHTH) ANNUAL GENERAL MEETING OF SILGO RETAIL LIMITED (CIN: L36911RJ2016PLC049036) WILL BE HELD ON SATURDAY SEPTEMBER 30, 2023 AT 1:30 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, 2023 along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Ms. Anisha Jain (DIN: 01874461), who retires by rotation and being eligible, offers herself for re-appointment.

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Anisha Jain (DIN: 01874461), Non-Executive Director, who retires by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Director of the Company.

### **SPECIAL BUSINESSES:**

3. **To Re-appoint Mr. Gopal Singh (DIN: 08183913) as Non-Executive Independent Director of the company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Gopal Singh (DIN: 08183913), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from July 27, 2023 up to July 26, 2028 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from July 27, 2023 up to July 26, 2028 (both days inclusive).



**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**4. To Re-appoint Mr. Shalabh Gupta (DIN: 08183900) as Non-Executive Independent Director of the company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Shalabh Gupta (DIN: 08183900), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from July 27, 2023 up to July 26, 2028 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from July 27, 2023 up to July 26, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**5. Increase and Alteration of Authorized Share Capital and Consequent Alteration in The Capital Clause of Memorandum of Association of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

“**RESOLVED THAT** in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other





applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company for the increase and alteration of the Authorized Share Capital of the Company be and is hereby increased from the existing 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 to Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each.

**RESOLVED FURTHER THAT** the following Clause be substituted for Clause V of Memorandum of Association of the Company: -

**"V.** The authorized share capital of the Company is Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each."

**RESOLVED FURTHER THAT** the following clause be substituted for Capital Clause of the Articles of Association of the Company:

"The authorized share capital of the Company is Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each"

**RESOLVED FURTHER THAT** any one Director of the Company and Company Secretary of the Company be and are hereby severally authorized to sign necessary e-forms and returns and other documents and to do all such acts, deeds and things as may be necessary or incidental to give effect to the above resolutions and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable."

#### **6. Issue of Equity Shares against the outstanding loans or borrowings availed by the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

**"RESOLVED THAT** pursuant to provisions of Section 62(3) and other applicable provisions, if any of the Companies Act, 2013 and rules made there under (including any amendments thereto or re-enactment thereof for the time being in force), the provisions in the Memorandum and Articles of Association of the Company and other applicable provisions of the Securities and Exchange Board of India Act, 1992 and such other applicable guidelines/rules/regulations/ circulars issued by the Securities and Exchange Board of India from time to time, the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), the applicable rules, regulations, notifications and circulars, if any, issued by the Reserve Bank of India ("RBI"), Government of India or any other competent authorities and clarifications, if any, issued thereon from time to time by appropriate authorities, the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations"), and other



applicable laws, if any, and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other appropriate authority(ies), Bank(s), institutions(s) or Body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company, (hereinafter referred to as the "Board", which term shall be deemed to include any duly constituted committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent of members of the Company be and is hereby accorded to the Board to avail and accept, loans, borrowings, advances or financial assistances ("Loans") from any banks, financial institutions, promoters and promoter group of the Company or any other body Corporates, individuals or persons (hereinafter referred to as "Lenders") containing, inter alia, an option to convert such Loans into the Equity Shares of the Company or get the allotment of the Equity Shares of the Company against any such Loans subject to following terms and conditions:

- a) The Equity Shares shall be issued and allotted by the Company to the Lender(s) who exercises the option to convert its Loans (wholly or in part) into Equity Shares of the Company in accordance with terms and conditions specified under the loans agreements, facility agreements or other similar arrangements or agreements executed or to be executed between the Company and the Lenders or who exercises the option to adjust and treat the outstanding amount of Loans or any part thereof as an application money while making application for subscribing to the Equity Shares of the Company offered through rights issue, preferential issue or other permissible mode;
- b) The Equity Shares shall be issued at a price determined by the Board in accordance with the applicable provisions of the Companies Act, 2013, regulations issued by the SEBI and other applicable laws.
- c) The Equity shares allotted by the Company shall be subject to provisions of the Memorandum and Articles of Association of the Company.
- d) The Equity Shares allotted by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects and shall be listed on the Stock Exchange(s), where the existing Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** subject to provisions of this resolution and the applicable laws, the Board of Directors of the Company be and is hereby authorized to negotiate, finalize and accept the terms and conditions of availing the Loans from the Lenders, to enter into loans agreements, facility agreements or other similar arrangements or agreements with the Lenders and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, expedient or desirable for availing the Loans from the Lenders and for giving effect to this resolution.



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized and empowered to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, expedient or desirable, for issuing, allotting and listing of the Equity Shares in accordance with this resolution and the applicable laws, to delegate all or any of its power conferred by this resolution to any of its committee or any director(s) or officer(s) of the Company, to settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things as the Board in its absolute discretion may deem fit for giving effect to this resolution, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**7. 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 2023-24 of a value of Rs. 20 crores.

**8. TO CONSIDER AND APPROVE THE PAYMENT TO MR. TARUN KUMAR RATHI, NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY UNDER REGULATION 17(6)(CA) OF THE SEBI (LODR) REGULATIONS, 2015:**

To consider and, if thought fit, to pass, the following resolution as **Special Resolution**

**"RESOLVED THAT** pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013, if any, and as per the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the consent and approval of the Members be and are hereby accorded to pay fees or compensation, if any to Mr. Tarun Kumar Rathi, Non-Executive Independent Director of the Company, (DIN: 09054818), exceeding fifty percent (50%) of the total annual remuneration / fees payable to all the Non-Executive Directors during the Financial Year 2023-24.

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



#### 9. To fix the commission payable to Non-Executive Directors / Independent Directors

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

**“RESOLVED THAT** pursuant to provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V and the rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the approval and recommendation of the Board of Directors, consent of the member of the Company be and is hereby accorded for payment of Annual Commission (in addition to the payment of sitting fees for attending Meetings of the Board of Directors or Committees thereof), for the period of three years commencing from 1st April, 2023 (i.e. from 1st April, 2023 to 31st March, 2026), to one or more of the Non-Executive Directors / Independent Directors of the Company excluding the Managing Director(s) and/or Whole-time Director(s) and/or Executive Director(s) as may be decided by the Board from time to time, provided that the total commission payable to the Non-Executive Directors / Independent Directors per annum shall not exceed One (1%) percent of the net profit of the Company for that year as computed in the manner referred to under Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, and in case of No profits / inadequacy of Profits the Commission for that relevant Financial Year will be within the limits specified under Schedule V of Companies Act, 2013 and the rules made thereunder, with the authority to the Board to determine, from time to time, the manner and proportion in which the amount to be distributed among the Non-Executive Directors / Independent Directors.

**RESOLVED FURTHER THAT** in case of inadequacy of profits and / or No Profits in any Financial Year, the remuneration by way of Commission shall be paid to each Non-Executive Directors / Independent Directors of the Company for that relevant Financial Year as per the limits specified under Schedule V of Companies Act, 2013 and the rules made thereunder.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to file requisite form with the Registrar of Companies, Jaipur for and on behalf of the Board and to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution.”

<b>Date: August 28, 2023</b> <b>Place: Jaipur</b>	<b>For Silgo Retail Limited</b>  <b>Tripti Sharma</b> <b>(Company Secretary)</b>
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## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business as set out in Item No. 3 to item No. 9 is annexed hereto and pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI listing Regulation"). The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
2. In line with relevant circulars issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as 'MCA Circulars'), and in line with the Circulars issued by the Securities and Exchange Board of India ("SEBI") from time to time, the Company is convening the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members. The deemed venue for the AGM will be Registered Office of the Company.
3. 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.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, September 24, 2023 to Saturday September 30, 2023 (both days inclusive) for the purposes of the Annual General Meeting. Board of Directors has not recommended Final Dividend for the Financial Year 2022-23.
6. 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).
7. 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).
8. 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.
9. Members are requested to contact the Company's Registrar & Share Transfer Agent Bigshare Services Private Limited. Office No. S6-2, 6th Floor, Pinnacle Business Park Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai-400 093 India Tel.: (022) 62638200/04 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).
10. 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. The Ministry of Corporate Affairs have exempted this year also from sending physical copies of annual report of 2022-23. Hence only soft copies of annual report being sent to all shareholders who have registered their Email-id with the Depository participant.  
  
SEBI vide their circular SEBI/ Head office / CFD / CMD 2 / CIR /b / 2022 / 62 DT.13.05.2022 has exempted for dispatching physical copies of Annual report for the year 2023.
11. 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, IFSC 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.
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. The Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting is Friday, September 01, 2023.
14. The Company has fixed Saturday, 23rd September, 2023 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended 31st March, 2023, if approved at the AGM.



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. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.
19. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts.
- 20. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after 1st April 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.silgo.in](http://www.silgo.in)**
21. Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent, Bigshare Services Pvt. Ltd. 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 27th September, 2023 through E-mail on [info@silgo.in](mailto:info@silgo.in). The same will be replied by/on behalf of the Company suitably.
22. The Company has appointed M/s. A Balani & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting and process for the Annual General Meeting in a fair and transparent manner.
23. 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.





24. 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.
25. 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](http://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.
26. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Head Office.
27. 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.
28. 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 **Wednesday, September 27, 2023 at 9.00 A.M. to 5.00 P.M. and ends on Friday, September 29, 2023 and during AGM till the conclusion of the meeting.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date September 22, 2023** 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. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.  
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.





In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting</li> </ol>



	<p>option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider</p>



<b>Depository Participants</b>	website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- vi. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- vii. Click on “Shareholders” module.
- viii. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- ix. Next enter the Image Verification as displayed and Click on Login.
- x. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- xi. If you are a first time user follow the steps given below:  
For Physical shareholders and other than individual shareholders holding shares in Demat.



**PAN** Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)

- Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.

**Dividend Bank Details OR Date of Birth (DOB)** Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- 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)

- xii. After entering these details appropriately, click on “SUBMIT” tab.
- xiii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xiv. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xv. Click on the EVSN for Silgo Retail Limited.
- xvi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xvii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xviii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xx. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



- xxi. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xxii. Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxiii. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for remote e-Voting or sending a request at [helpdesk.evoting@cdslindia.com](mailto: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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533 or to the Company at [cs@silgo.in](mailto:cs@silgo.in)

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

- I. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- III. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.



- IV. 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.
- V. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- VI. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- VII. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- VIII. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- IX. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requisition advance at least 2 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at [info@silgo.in](mailto: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](mailto:info@silgo.in). These queries will be replied to by the company suitably by email.
- X. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

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



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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.

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

- I. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- II. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- III. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- IV. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Other Instructions:**

- I. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, there after unblock the votes cast through remote e-voting and make, not later than 48 hours of 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.
- II. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.silgo.in](http://www.silgo.in) and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed.

<b>Date: August 28, 2023</b> <b>Place: Jaipur</b>	<b>For Silgo Retail Limited</b>  <b>Tripti Sharma</b> <b>(Company Secretary)</b>
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### Annexure to items 2,3 & 4 of the Notice

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]:

Name of the Director	Anisha Jain
Date of Birth	13.09.2001
Nationality	Indian
Date of First Appointment on the Board	22.08.2022
Qualification	Bachelor's in science from Babson College in Boston, USA.
Expertise in specific functional areas	Belongs to Promoter's Group and Experience in Business Marketing
Directorships held in other companies	<ul style="list-style-type: none"> <li>Stylick Creation Private Limited</li> </ul>
No. of Meeting of the Board attended during the year	1 (One)
Relationships between directors inter-se & Key Managerial Personnel	Daughter of Mr. Nitin Jain and Mrs. Anjana Jain, Directors of the company
Memberships / Chairmanships of committees of other companies	Silgo Retail Limited -Nomination and Remuneration Committee- Member
Number of Shares held in the Company	Nil

\* Based on disclosures received from Ms. Anisha Jain

Name of the Director	Gopal Singh
Date of Birth	27.05.1980
Nationality	Indian
Date of First Appointment on the Board	28 July 2018
Qualification	Graduate from University of Rajasthan
Expertise in specific functional areas	Experience in Financial Management
Directorships held in Public Companies as on 31st March, 2023	Nil





(excluding foreign Companies and Section 8 companies)	
No. of Meeting of the Board attended during the year	7 (Seven)
Relationships between directors inter-se & Key Managerial Personnel	None
Memberships / Chairmanships of committees of other companies as on 31st March, 2023	<p>Silgo Retail Limited</p> <ul style="list-style-type: none"> <li>- Audit committee – Chairman</li> <li>-Stakeholders Relationship Committee- Chairman</li> <li>-Nomination and Remuneration Committee - Member</li> </ul>
Terms of Appointment / Reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	<p>As per the letter of appointment of Independent Director uploaded on the website of the Company at <a href="http://www.silgo.in">www.silgo.in</a></p> <p>Re-appointed as Independent Director (Non-Executive) for the period of another 5 (Five) consecutive years i.e. from the 27th July, 2023 to 26th July, 2028, not liable to retire by rotation.</p> <p>Remuneration/commission/sitting Fee last drawn – 14000/- for F.Y. 2022-23.</p> <p>Independent Director is entitled to sitting fees for attending meetings of the Board &amp; Committees thereof and the commission not exceeding 1% of the net profits or as provided in Schedule V of the Act in the aggregate for all the Independent Directors, as may be approved by the Board of Directors in accordance with the provisions of the law.</p>
Number of Shares held in the Company	Nil

\* Based on disclosures received from Mr. Gopal Singh



Name of the Director	Shalabh Gupta
Date of Birth	23.09.1982
Nationality	Indian
Date of First Appointment on the Board	28 July 2018
Qualification	Certified Interior designer from ARCH Institute, Jaipur
Expertise in specific functional areas	Experience in Designing
Directorships held in other companies	Nil
No. of Meeting of the Board attended during the year	7 (Seven)
Relationships between directors inter-se & Key Managerial Personnel	None
Memberships / Chairmanships of committees of other companies	<p>Silgo Retail Limited</p> <p>-Nomination and Remuneration Committee – Chairman</p> <p>- Audit committee - Member</p> <p>-Stakeholders Relationship Committee- Member</p>
Terms of Appointment / Reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	<p>As per the letter of appointment of Independent Director uploaded on the website of the Company at <a href="http://www.silgo.in">www.silgo.in</a></p> <p>Re-appointed as Independent Director (Non-Executive) for the period of another 5 (Five) consecutive years i.e. from the 27th July, 2023 to 26th July, 2028, not liable to retire by rotation.</p> <p>Remuneration/commission/sitting Fee last drawn – 14000/- for F.Y. 2022-23.</p> <p>Independent Director is entitled to sitting fees for attending meetings of the Board &amp; Committees thereof and the commission not exceeding 1% of the net profits or as provided in Schedule V of the Act in the aggregate for all the Independent Directors, as may be approved by the Board of Directors in accordance with the provisions of the law.</p>
Number of Shares held in the Company	Nil



**\* Based on disclosures received from Mr. Shalabh Gupta**

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

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#### **Item No. 3 & 4**

Mr. Gopal Singh and Mr. Shalabh Gupta were appointed as Independent Directors of the Company at the Extra-ordinary General Meeting held on August 24, 2018, for a period of 5 years with effect from July 28, 2018 to July 27, 2023. and on the basis of performance evaluation and recommendation of Nomination and Remuneration Committee, they have been Re-appointed as Directors (Independent capacity) of the Company with effect from July 27, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above directors hold office only up to the date of the ensuing Annual General Meeting of the Company. The Board proposes to regularize their appointments and re-appoint them as Independent Directors of the Company under Section 149 and Regulation 16(1)(b) of the Listing Regulations, for another term of Five Years, commencing from July 27, 2023 to July 26, 2028 (both days inclusive).

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Gopal Singh and Mr. Shalabh Gupta, being eligible for appointment as Independent Directors, are proposed to be appointed as Independent Directors for another term of five consecutive years from July 27, 2023 to July 26, 2028 (both days inclusive). The Company has received a notice in writing from a member, proposing their candidature for the office of Director.

Mr. Gopal Singh and Mr. Shalabh Gupta have intimated to the Company that they are not disqualified from being appointed as a Director in terms of Section 164 of the Act and also given their consent to act as a Director. Mr. Gopal Singh and Mr. Shalabh Gupta also confirmed that they are not debarred or disqualified from being appointed or holding the office as a director of companies by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. Mr. Gopal Singh and Mr. Shalabh Gupta have also given declaration to the Company that they meet the criteria of independence as provided under the Act and the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

The Board is of the view that the re-appointment of Mr. Gopal Singh and Mr. Shalabh Gupta as Independent Directors are desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 & 4 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Gopal Singh and Mr. Shalabh Gupta themselves, are in any way concerned or interested, in the said resolutions. The Board recommends the said resolutions to be passed as Special Resolutions.



#### **Item No. 5**

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

The present Authorized Share Capital of the Company is 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. In order to create sufficient headroom for the issuance of new securities the Board of Directors propose to increase the Authorised Share Capital of the Company from Rs. 11 Crores to Rs. 25 Crores to accommodate the proposed issue of Securities.

As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorised share capital of the Company. Consequent to increase in the authorised share capital, it is necessary to change the existing capital clause of the Memorandum and Articles of Association of the Company. It is, therefore proposed to alter the Memorandum of Association and Articles of Association of the Company, pursuant to Section 13 and Section 14 of the Companies Act, 2013 respectively.

Therefore, the Board of Directors recommends the proposed resolution for your approval as a Special Resolution.

None of the Directors / Key managerial personnel / relatives of the Director or Key managerial personnel of the Company, may be deemed to be concerned or interested, financially or otherwise in the said resolution.

#### **Item No. 6**

##### **ISSUE OF EQUITY SHARES AGAINST THE OUTSTANDING LOANS OR BORROWINGS AVAILED BY THE COMPANY.**

The Members are aware that the Company is required, in the ordinary course of its business, to borrow money from the banks, financial institutions, promoters and promoter group of the Company, or any other body corporates, individuals or persons (hereinafter referred to as the "Lenders") for the business purposes of the Company and is required to enter into loan agreements, facility agreements or other similar arrangements or agreements with such Lenders ("Loan Agreements"). The terms and conditions of the Loan Agreements may require, inter alia, to include an option to convert the outstanding loans or financial assistances into the Equity Shares of the Company.

Pursuant to provisions of Section 62(3) and other applicable provisions, if any of the Companies Act, 2013 and Rules framed thereunder, the Company is required to obtain approval of its members by way of a special resolution for raising any loans which, inter alia, contain an option to convert such loans into equity shares of the Company.

Accordingly, to enable the Company; a) to enter into loan Agreements with the Lenders which, inter alia, contain an option to convert the outstanding loans, borrowings, advances or financial assistances ("Loans") availed or to be availed from the Lenders from time to time, into the Equity Shares of the Company in accordance with the terms and conditions as specified under the Loan Agreements executed or to be executed between the Company and the Lenders or an option to adjust and treat the outstanding amount of such Loans or any part thereof as an application money



while making application for subscribing to the Equity Shares of the Company offered through rights issue, preferential issue or other permissible mode in accordance with the applicable provisions of the Companies Act, 2013, regulations issued by the Securities and Exchange Board of India and other applicable laws and b) to issue and allot the Equity Shares of the Company against such Loans, the approval of members of the Company by way of a special resolution is sought at Item No. .... of this Notice.

The proposed resolution is in the interest of the Company and your Directors recommend the proposed Special Resolution mentioned at Item No..... of this Notice for shareholders' approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

#### **Item No. 7**

#### **TO APPROVE CONTACT/ARRANGEMENT FOR THE RELATED PARTY TRANSACTIONS WITH 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:

<b>Sr. No.</b>	<b>Name of Related Party</b>	<b>Relationship</b>	<b>Maximum Value of Transactions per annum (Rs. in Crore)</b>	<b>Nature and Material Terms/Particulars of the contract or arrangement</b>
1	M/s Creative Jewellery	Mr. Nitin Jain is interested as he is proprietor of this entity.	7.00	Sale and Purchase
2	M/s Creative Jewellery	Mr. Nitin Jain is interested as he is proprietor of this entity.	13.00	Loans



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

The Board recommends this resolution set out in Item No. 06 of this notice for approval of the members. Mr. Nitin Jain is interested in the said resolution.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

#### **Item No. 8**

As per the requirement of Regulation 17 (6) (a) and (ca) SEBI (LODR) Regulations, 2015, if any fees and compensation payable to a single Non-Executive Director exceeds fifty percent (50%) of the total remuneration payable to all the Non-Executive Directors, the same shall require approval of Shareholders by way of a Special Resolution.

Pursuant to above said provision, the Bank hereby seeking the approval of the shareholders for payment remuneration / fees to Mr. Tarun Kumar Rathi, which is likely to exceed fifty percent (50%) of the total remuneration payable to all the Non-Executive Directors during the financial year 2023-24.

#### **Details of the remuneration / fees payable to Mr. Tarun Kumar Rathi is given below:**

Sl. No.	Particulars	Amount (in Rupees)
1.	Annual Commission (including the payment of sitting fees for attending Meetings of the Board of Directors)	2,04,000/- p.a.

In view of the above, the Board recommends the special resolution as set out in item no. 8 for the approval of the Shareholders of the company.

Except Mr. Tarun Kumar Rathi, no other Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise, in the said Resolution.

#### **Item No. 9**

#### **COMMISSION TO NON-EXECUTIVE / INDEPENDENT DIRECTORS**

The Company's Non-Executive Directors / Independent Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation amongst others. The Company's Non-Executive Directors / Independent Directors have been shaping and steering the long-term strategy and make invaluable contributions towards level strategy, monitoring of risk management and compliances.



During the year, the Company commissioned a study of benchmarking the remuneration payable to Non-Executives Directors. The study was undertaken on the basis of industry, size, effective governance and expected contribution by the Board. In line with the recommendations made by the study commissioned, the Board of Directors at their meetings held on 28th August, 2023, recommended the proposal for remuneration payable to Non-Executive Directors of the Company, by way of commission or otherwise, not exceed 1% of the net profits of the Company calculated in accordance with the provisions of the Act, for the period of three years commencing from 1st April, 2023 (i.e. from 1st April, 2023 to 31st March, 2026) effective from the financial year 2023-24. The payment of such remuneration shall be in addition to the sitting fees for attending Board/Committee meetings.

In case of inadequacy of profits and / or No Profits in any Financial Year, the remuneration by way of Commission shall be paid to each Non-Executive Directors / Independent Directors of the Company for that relevant Financial Year as per the limits specified under Schedule V of Companies Act, 2013 and the rules framed thereunder, subject to the approval of the Board of Directors of the Company. The manner and the proportion in which distribution of Commission amongst the Non-Executive Directors / Independent Directors will be determined by the Board of Directors of the Company, from time to time.

Except Independent Directors since it relates to remuneration/ commission which may become payable to them, no other Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for the approval of the Members.

<b>Date: August 28, 2023</b> <b>Place: Jaipur</b>	<b>For Silgo Retail Limited</b>  <b>Tripti Sharma</b> <b>(Company Secretary)</b>
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