

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

Notice is hereby given that the 3rd Extra-Ordinary General Meeting ("EGM") for the Financial Year 2025-26 of the members of Silgo Retail Limited ("the Company") will be held on **Wednesday February 11, 2026 at 01.00 P.M. (IST)** (Indian Standard Time) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business(es). The Registered Office of the Company situated at B-11, Mahalaxmi Nagar, JLN Marg, Jaipur, Rajasthan 302017 shall be the deemed venue for the meeting.

SPECIAL BUSINESS:

Item No. 1: To consider and approve for creation of Pledge/ Charge/ Mortgage/ Hypothecation/Assignment on the Assets of the Company and/or extending guarantees as per the provisions of Section 180(1)(a) of the Companies Act, 2013 – Special Resolution

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

"RESOLVED THAT in supersession of all earlier resolution(s) passed, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Act"**), and relevant rules made thereto including any statutory modification or re-enactment thereof, in accordance with the Articles of Association of the Company and pursuant to approval of Board of Directors (hereinafter referred to as the **"Board"** which term shall include any committee thereof), the consent of the members be and is hereby accorded to the Board to create pledge, mortgage, hypothecate and/or charge (by way of first, second or other subservient charge), in addition to the existing pledge, mortgages, charges and hypothecation created by the Company, on all or any movable or immovable, or tangible or intangible properties or investments of the Company, both present and future, pertaining to any one or more of the Company's units and/or the whole or part of any other undertaking of the Company where so ever situate (hereinafter collectively referred to as the **"Undertaking"**), and/or extend any guarantee to or in favour of any Financial Institutions/ Banks/ Security Trustees or other lending Institutions or Funds or overseas lenders, to secure their respective Rupee/ Foreign Currency Loans and/ or the issues of debentures, bonds or other financial Instruments or any other financial assistance extended or as may be extended (hereinafter collectively referred to as the **"Borrowing"**) by them to the Company and/or its subsidiaries / associate companies/ joint venture companies and/or any other person or body corporate as the Board may deem fit, from time to time, provided that the total amount of borrowings and/or guarantees together with/ excluding interest thereon at the respective agreed rates, compound or additional interest, premium on pre-payment or on redemption, charges, costs, expenses and all other monies payable by the Company and/or its subsidiaries / associate companies/ joint venture companies and/or any other person or body corporate as the Board may deem fit to the aforesaid parties or any of them under the agreements entered into/ to be entered into by the Company and/or its subsidiaries / associate companies/ joint venture companies and/or any other person or body corporate as the Board may deem fit in respect of the said Borrowings, shall not exceed **Rs. 500 Crore** (Rupees Five Hundred Crores) in the aggregate.

RESOLVED FURTHER THAT the Board which term shall be deemed to include any committee(s) constituted/to be constituted by the Board from time to time to exercise its powers including powers conferred by this resolution and Key Managerial Personnel, be and is hereby authorized severally on



behalf of the Company to undertake all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representatives) to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

Item No. 2: To consider and approve Borrowing Powers of the Company in compliance of the provisions of Section 180 (1)(c) of the Companies Act, 2013

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

“RESOLVED THAT in supersession of all earlier resolution(s) passed, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Act”**), and relevant rules made thereto including any statutory modification or re-enactment thereof, in accordance with the Articles of Association of the Company and pursuant to approval of Board of Directors (hereinafter referred to as the **“Board”** which term shall include any committee thereof), the consent of the members be and is hereby accorded to the Board for borrowing such sum(s) of monies (in foreign currency or Indian rupee), as it may consider fit for the existing and future business of the Company from time to time with or without security on such terms and conditions as it may deem fit and expedient in the interests of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company, its free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium provided that the maximum amount of the total amount so borrowed by the Board and outstanding at any point of time shall not exceed the sum of **200 Crore**

RESOLVED FURTHER THAT the Board which term shall be deemed to include any committee(s) constituted/to be constituted by the Board from time to time to exercise its powers including powers conferred by this resolution and Key Managerial Personnel, be and is hereby authorized severally on behalf of the Company to undertake all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representatives) to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

**Item No. 3: To consider and approve the giving of Corporate Guarantee under Section 185 of the Companies Act, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance loan and / or place inter-corporate deposits and/or make/give/extend, from time to time, any security over its assets and properties whether by way of pledge/mortgage/hypothecation, and/or provide guarantee to any other body corporate in which any of the Directors of the Company are interested / deemed to be interested, upto an aggregate amount not exceeding **Rs. 500 Crores** (Rupees five hundred Crore Only) outstanding at any point of time and on such terms and conditions, including interest and tenure, as they may in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the aforesaid transaction and execute such agreements, documents and writings / instruments and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director or Authorised Representative(s) of the Company in order to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved and confirmed."

Item No. 4: To consider and approve the giving of loans and guarantee, to provide security and make investment under section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 179, 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and provisions of the Foreign Exchange Management Act, 1999 (hereinafter referred to as "**FEMA**") read with rules, regulations, directions made thereunder including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, in accordance with the Articles of Association of the Company and pursuant to approval of Board of Directors (hereinafter referred to as the "**Board**" which term shall include any committee thereof), the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company:

- (i) to give any loan(s), and/or give any guarantee(s) and/or provide any security in connection with any loan(s) made to any person or other body corporates, whether in India or outside India, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to the aggregate of the loans and the amount for which guarantees or securities have so far been



provided to all persons or bodies corporate along with the additional loans, guarantees or securities proposed to be given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. **200 Crore** over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 and

- (ii) to invest/ acquire by way of subscription, purchase, conversion or otherwise, the securities of any other body corporate, whether in India or outside India, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to the aggregate of the investments so far made in all bodies corporate along with the additional investments made in all bodies corporate, from time to time, in future, shall not exceed a sum of Rs. **200 Crores** over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board which term shall be deemed to include any committee(s) constituted/to be constituted by the Board from time to time to exercise its powers including powers conferred by this resolution and Key Managerial Personnel, be and is hereby authorized severally on behalf of the Company to undertake all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representatives) to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

Date: January 19, 2026

Place: Jaipur

For Silgo Retail Limited

Tripti Rathi

(Company Secretary & Compliance Officer)

M.No.: A52232

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special Business to be transacted at the Extraordinary General Meeting ("EOGM"), and statement of additional information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), and as per Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India ("ICSI") is annexed and forms an integral part of the Notice.
2. Pursuant to the General Circulars dated September 19, 2024, April 13, 2020 and April 08, 2020 and other relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars") and Circular dated October 03, 2024 and Master Circular dated July 11, 2023 and other related Circulars issued by Securities and Exchange Board of India (hereinafter referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 3rd Extra-ordinary General Meeting ("EGM") of the Company for the Financial Year 2025-26 is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and hence physical attendance of the Members to the EGM venue is not required. The deemed venue for the EGM shall be the Registered Office of the Company i.e. B-11, Mahalaxmi Nagar, JLN Marg, Jaipur, Rajasthan 302017.
3. Since the EGM is being conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Pursuant to the abovementioned MCA Circulars, physical attendance of the members is not required at the EGM, and therefore members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
5. In accordance with the provisions of the Act, MCA Circulars and other provisions of the applicable law(s), Notice is being sent in electronic form only by email to those members whose names appear in the register of members/ register of beneficial owners as received from depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **January 16, 2026** and who have registered their email address with the Company/RTA or depository(ies) / depository participant(s) ("DPs") in accordance with the process outlined in this Notice.
6. Only those members whose names are appearing in the register of members / register of beneficial owners as on the Cut-Off Date i.e. **February 06, 2026** shall be eligible to cast their votes on the resolutions stated in this Notice. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only.
7. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice



due to non-registration of their e-mail addresses with the Company/ RTA/ depositories/DPs) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice.

8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting and voting at the EGM to its Members in respect of the business to be transacted. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. Instructions for the process to be followed for remote e-Voting and e-voting during the EGM are annexed to this EGM Notice.
9. Notice is also placed on the website of the Company i.e. www.silgo.in, and shall also be available on the websites of the Stock Exchanges on which the shares of the Company are listed i.e. NSE (www.nseindia.com). Any member seeking a copy of this Notice may also write to us at cs@silgo.in.
10. **The remote e-voting period commences on Sunday, February 08, 2026 at 09:00 A.M. (IST) and will end on Tuesday, February 10, 2026 at 05:00 P.M. (IST).** During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the Cut-off date, i.e., **February 06, 2026** may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL thereafter. Once the vote on the resolutions is cast by the member, the member shall not be allowed to change it subsequently.
11. Such remote e-voting facility is in addition to voting system that will be made available during the EGM. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM
13. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis
14. The Board has, on **Monday, January 19, 2026**, approved the appointment of CS Amritanshu Balani, proprietor of M/s A, Balani & Associates, Company Secretaries (ACS: 33746| COP no.: 13773), as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him, after completion of the scrutiny of the remote e-voting and voting at the EGM, within 2 (two) working days of conclusion of the EGM of the Company. The Scrutinizer's decision on the validity of votes cast will be final. The results of the e-voting along with the Scrutinizer's Report will also be placed on the Company's website i.e. www.silgo.in and also on the on CDSL website www.cdslindia.com and shall be simultaneously communicated to the Stock Exchanges where the



Company's Equity Shares are listed. The result of the e-voting will also be displayed at the registered office of the Company.

16. Pursuant to Section 113 of the Companies Act, 2013, Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email on amritanshubalaniandassociates@gmail.com
17. The resolutions, if approved by the requisite votes of shareholders by means of electronic voting, shall be deemed to have been passed on the date of EGM, i.e. **Wednesday, February 11, 2026**.
18. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode, during business hours except Saturday, Sunday and National Holidays from the date hereof up to the date of announcement of results of EGM. Members seeking to inspect such documents can send an email to cs@silgo.in mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect.
19. EGM is being convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars and other applicable laws.
20. **In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Procedure for registering the e-mail addresses for obtaining the EGM Notice and remote e-voting and voting at the EGM instructions by the Members whose email addresses are not registered with the DPs (in case of Members holding shares in demat form) or with RTA (in case of Members holding shares in physical form).**

21. REGISTRATION OF EMAIL ADDRESSES:

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's mail id cs@silgo.in & RTA email id info@bigshareonline.com.
- b) For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company mail id cs@silgo.in & RTA email id info@bigshareonline.com.

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

- i. The voting period begins on **Sunday, February 08, 2026 at 09:00 A.M. (IST) and will end on Tuesday, February 10, 2026 at 05:00 P.M. (IST)** and during EGM till the conclusion of the meeting. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Friday, February 06, 2026** may cast their vote electronically and that a person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are



otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.



	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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

xxiv. Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

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



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

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

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

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

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

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

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



- IV. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

26. Other Instructions:

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

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

Date: January 19, 2026 Place: Jaipur	For Silgo Retail Limited Tripti Rathi (Company Secretary & Compliance Officer) M.No.: A52232
---	---

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1: To consider and approve for creation of Pledge/ Charge/ Mortgage/ Hypothecation/Assignment on the Assets of the Company and/or extending guarantees as per the provisions of Section 180(1)(a) of the Companies Act, 2013**

The provisions of section 180(1)(a) of the Act mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution.

Explanation (i) to section 180(1)(a) of the Act states the meaning of an “undertaking” which is an undertaking in which the investment of the Company exceeds 20% (twenty per cent) of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

Explanation (ii) to section 180(1)(a) of the Act states that “substantially the whole of the undertaking” in any financial year shall mean 20% (twenty per cent) or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, the shareholders of the Company have accorded their consent to the Board of Directors of the Company for creation of Charge/ Mortgage on the undertakings of the Company for an aggregate amount of borrowing not exceeding Rs. 100 Crore (Rupees One Hundred Crore only) by passing a Special Resolution in their Extra Ordinary General Meeting held on August 01, 2018.

Keeping in view the future plans of the Company and/or its subsidiaries / associate companies/ joint venture companies and/or any other person or body corporate as the Board may deem fit, and to enable optimal financing structure, the Board has in its meeting held on Monday January 19, 2026, approved and proposed for seeking the shareholder approval for increasing the limit from Rs. 100 Crore (Rupees One Hundred Crore only) to Rs. 500 Crore (Rupees Five Hundred Crore only) for creation of Pledge/ Charge/ Mortgage/ Hypothecation/assignment and/or extend guarantee in order to secure the borrowings of the Company and/or its subsidiaries / associate companies/ joint venture companies and/or any other person or body corporate as the Board may deem fit, over and above the aggregate limits prescribed under the Act.

It is therefore necessary for the members to pass this Special Resolution under Section 180(1)(a) of the Act to enable the Board of the Company to create mortgage and/or charge and/or hypothecate and/or pledge and/or assignment on the undertakings of the Company and/or extend guarantee within the amount stated in the resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the aforesaid resolution.

The Board recommends this resolution set out in Item No. 01 of this notice for approval of the Members to be passed as a Special resolution

**Item No. 2: To consider and approve Borrowing Powers of the Company in compliance of the provisions of Section 180 (1)(c) of the Companies Act, 2013**

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, exercise the power to borrow money, where money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business.

Accordingly, the shareholders of the Company have accorded their consent to the Board of Directors of the Company for borrowing money for an aggregate amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore only) by passing a Special Resolution in their Extra Ordinary General Meeting held on August 01, 2018.

Now, taking into consideration the significant growth in the business operations, foreseeable future plans and the existing loans availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board from Rs. 100 Crore (Rupees One Hundred Crore only) to Rs. 200 Crore (Rupees Two Hundred Crore Only)

It is therefore necessary for the members to pass this resolution under section 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors of the Company to borrow moneys together with money already been borrowed by the Company for the purpose of the business of the Company in excess of the aggregate of the paid up share capital and free reserves of the Company at any point of time not exceeding Rs. 200 Crore (Rupees Two Hundred Crore Only) apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the aforesaid resolution.

The Board recommends this resolution set out in Item No. 02 of this notice for approval of the Members to be passed as a Special resolution.

**Item No. 3: To consider and approve the giving of Corporate Guarantee under Section 185 of the Companies Act, 2013:**

The Company is expected to render support for the business requirements of companies in the group, from time to time.

In this regard, as per section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that: (a) a special resolution is passed by the company in general meeting and (b) the loans are utilised by the borrowing company for its principal business activities.

In this regard, the members may please note that the board of directors of the Company would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal sources / accruals / any other appropriate sources, from time to time, only for the principal business activities of the entities forming part of the Company's group structure.

Hence, in order to enable the Company to advance loans / extend securities / guarantees to its subsidiaries and other group companies/ associates/ joint ventures/ firms/ body corporates in which the directors are interested directly or indirectly, under Section 185 of the Companies Act, 2013, the Company requires approval of the members by way of a special resolution.

In terms of section 102 of the Act, the matter of Special resolution, referred to above, is an item of special business.

Therefore, the said Special Resolution is proposed for the approval of members under item no 3 of the Notice.

All the relevant documents considered at the meeting can be inspected at the office hours on working days at the corporate office of the Company.

None of the directors of the Company or relatives are concerned or interested financial or otherwise, in respect of passing of the resolution set out above.

**Item No. 4: To consider and approve the giving of loans and guarantee, to provide security and make investment under section 186 of the Companies Act, 2013**

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013, the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the Act, where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the Act, prior approval by means of a Special Resolution passed at a General Meeting is necessary.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, it is necessary to empower the Board to provide loan, guarantee or provide security in connection with a loan for an amount up to Rs. **200 Crores** and to acquire by way of subscription, purchase or otherwise the securities of body corporate(s) for an amount of Rs. **200 crores**, in India or abroad.

Therefore, as per the provisions of Section 186 of the Companies Act, 2013, approval of the Members is sought for the prospective transactions of investments, loans, guarantees and securities over and above the aggregate limits prescribed under the Act.

None of the Directors of the Company including relatives is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board recommends this resolution set out in Item No. 04 of this notice for approval of the Members to be passed as a Special resolution.

Date: January 19, 2026
Place: Jaipur

For Silgo Retail Limited

Tripti Rathi
(Company Secretary & Compliance Officer)
M.No.: A52232



SILGO RETAIL LIMITED

CIN: L32111RJ2016PLC049036

Regd. Office: B-11, Mahalaxmi Nagar, Jawahar Lal Nehru Marg, Jaipur 302 017, (Rajasthan) INDIA
Phone No. : +91 7055570555 / Email : info@silgo.in / Website : www.silgo.in