SILGO RETAIL LTD.
CIN : L36911RJ2016PLC049036

SIL/2020-21

Date: July 02, 2020

The Manager
National Stock Exchange of India Ltd.
"EXCHANGE PLAZA",
Bandra – Kurla Complex,
Bandra (East), Mumbai- 400 051.
INDIA.

Symbol: **"SILGO"**

Dear Sir/Madam,

SUB: NOTICE OF 5TH ANNUAL GENERAL MEETING, BOOK CLOSURE AND EVOTING

We hereby inform you that in compliance of Ministry of Corporate Affairs (MCA) Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05,2020 and Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the 5th ANNUAL GENERAL MEETING (AGM) of the members of **SILGO RETAIL LIMITED** will be held on Monday, 03rd August, 2020 AT 2.30 P.M. IST through video conference (VC)/Other audio visual means (OAVM) without the physical presence of the Members at a common venue. The details on the manner of attending the AGM and casting votes by the shareholders through electronic mode are set out in the Notice of the AGM.

As per Regulation 34(1) of the SEBI(listing Obligations and Disclosure Requirements) Regulations, 2015 ('listing Regulations'), we are submitting herewith the Annual Report of the Company along with the Notice of 5th AGM for the financial year 2019-20, which is being sent through electronic mode to the Members, in compliance of above said Circulars. Notice of the AGM and Annual Report for the financial year 2019-2020 is also available on the website of the Company at www.silgo.in.

Further, as per Section 91 of the Companies Act, 2013 and Regulation 42 of the listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from **Monday, July 27, 2020 to Monday, August 3,2020 (both days inclusive),** for the purpose of 5th AGM of the Company.

Name of the stock exchange and symbol thereof	Type of Securities	Book Closure (both days inclusive)		Record Date	Purpose
		From	To		
National Stock exchange of India Ltd.- SILGO	Equity	July 27,2020 (Monday)	August 03, 2020 (Monday)	Not Applicable	Annual General Meeting

The details required pursuant to the provisions of the Companies Act, 2013 and listing Regulations are provided as under:

S. No.	Particulars	Details
1	The date for reckoning voting rights of the Members i.e. cut -off date	Thursday, July 23, 2020
2	Date of dispatch of Notice of AGM and Annual Report (in electronic mode)	Thursday, July 02, 2020
3	Date and time of commencement of remote e-voting	Friday, July 31, 2020 at 9:00 A.M.(IST)
4	Remote e-voting shall not be allowed beyond given the date and time/end of remote e-voting	Sunday, August 02, 2020 at 5:00 P.M. (IST)

Member may note that:

Remote e-voting The remote e-voting module shall be displayed by CDSL on aforesaid date and time for e-voting and the remote e-voting module shall be disabled by CDSL for voting thereafter. once the vote on a resolution is cast by the member shall not be allowed to change it subsequently;

E-voting at the AGM : Only those Shareholders, who will be present at the AGM through VC/OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM. Shareholders who have voted through remote e-voting will be eligible to attend the AGM and their presence shall be counted for the purpose of quorum, however such Shareholders shall not be entitled to cast their vote again at the AGM.

Hope you shall find the same in order and request you to take it on your records.

Please ignore the earlier submission of Notice filed today 02.07.2020 at 13:50:06 IST

Thanking You,

Yours Faithfully

For SILGO RETAIL LIMITED

Tripti Sharma
(CS & COMPLIANCE OFFICER)
M. No. A52232

NOTICE

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

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 along with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mrs. Anjana Jain(DIN: 01874461), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES:

3.To Increase the Authorized Share Capital of the Company.
To consider and if thought fir, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

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

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

4. Alteration in the Capital Clause of Memorandum of Association

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

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

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

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

5.To approve contact/arrangement for material Related Party Transactions with various related parties.

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

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) or enactment therefore for the time being in force) and also pursuant to the consent of the member of the Company be and is hereby accorded to the Material Related Party Transactions with all the related parties as mentioned in the explanatory statement as entered by the Company for the financial year 2020-21 of a value of Rs. 10 crores.

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

NOTES:

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

Requirements)Regulations, 2015 ("SEBI Listing Regulation"). Additional Information, pursuant to Para1.2.5 of SS-2 ("Secretarial Standard on General Meetings") and Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 in respect of re-appointment of Mrs. Anjana Jain as Non-executive director, who retires by rotation in the 5th Annual General Meeting are made part of their respective explanatory statements.

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI Listing Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 5th AGM of the Company is being held through VC / OAVM.

3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@silgo.in with a copy marked to helpdesk.evoting@cdslindia.com..

6. The Register of Members and Share Transfer Books of the Company will remain closed from27th July, 2020 to 3rd August, 2020 (both days inclusive) for the purposes of the Annual General Meeting. Board of Directors has not recommended Final Dividend for the Financial Year 2019-20.

7. The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment

instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).

8. Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:
   i. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
   ii. The Registrar & Share Transfer Agent of the Company (R&T Agent) (in case of the shares held in Physical form).

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

10. Members are requested to contact the Company's Registrar & Share Transfer Agent Bigshare Services Private Limited("Bigshare" or "Registrar & Share Transfer Agent")having address at 1st Floor, Bharat Tin Works Building, Opposite Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400 059; Tel.: (022) 62638200/02 Email id: admission@bigshareonline.com; Website: www.bigshareonline.comfor reply to their queries/redressal of complaints, if any, or contact Ms.Tripti Sharma , Company Secretary at the Registered Office of the Company (Phone No.: +0141-4919655; Email: cs@silgo.in).

11. To support the "Green Initiative" Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare in casethe shares are held by them in physical form. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.silgo.in, website of the Stock Exchanges i.e. National Stock Exchange of India Limited "Emerge Platform" and on the website of CDSL www.evotingindia.com.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFS Code, etc., to their

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

13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. The Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting is Friday, 26th June, 2020.

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

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

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

18. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("Bigshare") for assistance in this regard.

19. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 31st July, 2020 through Email on info@silgo.in. The same will be replied by/ on behalf of the Company suitably.

20. The Company has appointed Mr. Sharat kumar K Shetty, Proprietor of Sharatkumar K Shetty & Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the voting and process for the Annual General Meeting in a fair and transparent manner.

21. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of e-voting for all those Members who are present at the AGM through Video Conferencing.

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

23. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.silgo.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Head Office.

24. Pursuant to Section 108 of Companies Act, 2013 read with rules made there under and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing e-voting facility to its Members to exercise their votes electronically on the item of business given in the Notice through the electronic voting service facility provided by CDSL.

25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

i. The voting period begins on Friday, July 31, 2020 at 9.00 A.M. and ends on Sunday, August 2, 2020 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd July, 2020may cast their vote electronically and that a person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

ii. The Board of Directors has appointed Sharatkumar K Shetty, Proprietor of Sharatkumar K Shetty & Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

iv. The details of the process and manner for remote e-voting are explained herein below:

v. The shareholders should log on to the e-voting website www.evotingindia.com

vi. Click on "Shareholders" module.

vii. Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID
b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

viii. Next enter the Image Verification as displayed and Click on Login.

ix. If you are holding shares in Demat form and had logged on to www.evotingindia.comand voted on an earlier voting of any company, then your existing password is to be used.

x. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	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)

xi. After entering these details appropriately, click on "SUBMIT" tab.

xii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xiv. Click on the EVSN for Silgo Retail Limited.

xv. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xvi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xvii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xviii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xix. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xx. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xxi. Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xxii. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may

xxiii. follow the same instructions as mentioned above for remote e-Voting or sending a request at helpdesk.evoting@cdslindia.com

xxiv. Note for Non – Individual Shareholders and Custodians:

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

I. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

II. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.

III. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

IV. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

V. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss

due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

VI. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requisition advance atleast 2 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at info@silgo.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to mee ting mentioning their name, Demat account number/folio number, email id, mobile number at info@silgo.in. These queries will be replied to by the company suitably by email.

VII. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

I. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

II. For Demat shareholders -, please provide Demat account detials (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

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

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

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

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

* Based on disclosures received from Mrs. Anjana Jain.

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

Item No. 3 and 4

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

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

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

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

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

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

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

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

Item No. 5

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

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended; prescribe certain procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

Provisonto Section 188 providesthat nothing contained in sub-section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on an arm's length basis.
All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the following contracts /arrangements/ transactions are material in nature and require approval of unrelated shareholders of the Company by an Ordinary Resolution:

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

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

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

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

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