# SILGO RETAIL LIMITED

CIN: L36911RJ2016PLC049036

**SIL/2023-24/10** Date: **May 24, 2023**

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

Symbol: **"SILGO"**

**SUB: SUBMISSION OF ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED MARCH 31, 2023.**

Dear Sir/Madam,

Pursuant to Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Secretarial Compliance Report of our company certified by our Secretarial Auditors M/s. Mahendra Khandelwal & Company, Company Secretaries dated 23/05/2023 for the Financial Year ended March 31, 2023.

Please take on record the submission and oblige.

Thanking you,

Yours faithfully,
**SILGO RETAIL LIMITED**

TRIPTI SHARMA
Digitally signed by TRIPTI SHARMA
Date: 2023.05.24 13:11:57 +05'30'

SILGO RETAIL LIMITED

TRIPTI SHARMA
**(CS & COMPLIANCE OFFICER)**
**M. No. A52232**

Encl: As above

# MAHENDRA KHANDELWAL & COMPANY

**Company Secretaries**

**Address: - 202, Prism Tower, Opp. Old Lal Kothi Sabji Mandi Main Gate Tonk Road, Jaipur-302015**
**Phone No. 0141-4112199, Mobile: 09828046652**
**E-Mail:mahendra927@gmail.com**


## *ANNUAL SECRETARIAL COMPLIANCE REPORT OF SILGO RETAIL LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023*

We **MAHENDRA KHANDELWAL & Co., Practicing Company Secretaries** have examined all the documents and records made available to us and explanation provided by **SILGO RETAIL LIMITED having** CIN: L36911RJ2016PLC049036 and having its Registered Office at B-11, MAHALAXMI NAGAR, JAWAHAR LAL NEHRU MARG JAIPUR RJ 302017 IN ("the listed entity") the filings/submissions made by the listed entity to the Stock Exchanges, website of the listed entity and other document/filing and as may be relevant, which has been relied upon to make this certification for the Financial Year ended 31st March, 2023 ("01st April, 2022 to 31st March, 2023") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined,

include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Mahendra Khandelwal & Co. CS CP No. 4459 M.NO. FCS6266 Company Secretaries

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(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations 2018 and;

(j) other regulations as applicable and circulars/ guidelines issued there under;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations /Remarks by PCS* |
|---|---|---|---|
| 1. | **Secretarial Standards:**<br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | YES | NIL |
| 2. | **Adoption and timely updation of the Policies:**<br>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities<br>• All the policies are in conformity with SEBI Regulations and have been reviewed & | YES | NIL |

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|---|---|---|---|
| | updated on time, as per the regulations/circulars/guidelines issued by SEBI | | |
| 3. | **Maintenance and disclosures on Website:**<br>• The Listed entity is maintaining a functional website<br>• Timely dissemination of the documents/ information under a separate section on the website<br>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website | YES | NIL |
| 4. | **Disqualification of Director:**<br>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | YES | NIL |
| 5. | **Details related to Subsidiaries of listed entities have been examined w.r.t.:**<br>(a) Identification of material subsidiary companies<br>(b) Disclosure requirement of material as well as other subsidiaries | NA | The listed entity does not have any Subsidiaries. |

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| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations /Remarks by PCS* |
|---|---|---|---|
| 6. | **Preservation of Documents:**<br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | YES | NIL |
| 7. | **Performance Evaluation:**<br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | YES | NIL |
| 8. | **Related Party Transactions:**<br>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or<br>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained. | YES | NIL |

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|---|---|---|---|
| 9. | **Disclosure of events or information:**<br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | YES | NIL |
| 10. | **Prohibition of Insider Trading:**<br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | YES | NIL |
| 11. | **Actions taken by SEBI or Stock Exchange(s), if any:**<br>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein. | YES | NIL |

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| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations /Remarks by PCS* |
|---|---|---|---|
| 12. | **Additional Non-compliances, if any:**<br>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | YES | NIL |

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations /Remarks by PCS* |
|---|---|---|---|
| 1. | **Compliances with the following conditions while appointing/re-appointing an auditor** | | |
| | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or<br>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or<br>iii. If the auditor has signed the limited | NA | Statutory Auditors not resigned during the period so clause not applicable. |

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| | review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. | | |
| **2.** | **Other conditions relating to resignation of statutory auditor** | | |
| | i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:<br>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. | NA | Statutory Auditors not resigned during the period so clause not applicable. |

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| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations /Remarks by PCS* |
|---|---|---|---|
| | **b.** In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.<br>**c.** The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.<br>**ii.** Disclaimer in case of non-receipt of information:<br>- The auditor has provided an appropriate disclaimer in its audit | NA | Statutory Auditors not resigned during the period so clause not applicable. |

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|---|---|---|---|
| | report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor. | | |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019. | NA | Statutory Auditors not resigned during the period so clause not applicable. |

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

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

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

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| 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. | Stock Exchange | Delay in disclosing the Related Party Transactions for the half year ended March 2022. | Fine levied Amounting Rs. 20000 + GST @18% | The Company received Email/letter dated 14th July 2022 regarding delay in Submission of Related Party Transactions for the half year ended March 2022 which was a non-compliance of Regulation 23(9) of SEBI (LODR) Regulations, 2015 advising the Company to pay the applicable fine of Rs. 20,000/- plus GST@18% to the NSE. The Company paid the Said fine to the NSE on 22nd July 2022 through NEFT. |

(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 31st March 2023. | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---|---|---|---|---|
| NOT APPLICABLE | | | | |

For Mahendra Khandelwal & Co.
Company Secretaries

Date: 23/05/2023
Place: Jaipur

Mahendra Khandelwal & Company Secretaries CS CP No. 4459 M.NO. FCS6266

Mahendra Prakash Khandelwal
(Proprietor)
FCS No.:6266
CP No.:4459
UDIN: F006266E000356979