



**SILGO RETAIL LIMITED**

**CIN:L32111RJ2016PLC049036**

**Date: February 28, 2026**

To

**National Stock Exchange India Limited**

Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai-400051

**COMPANY NAME: SILGO RETAIL LIMITED**

**NSE SYMBOL: SILGO**

**Sub: SUBMISSION OF NOTICE OF 04<sup>th</sup> EXTRA-ORDINARY GENERAL MEETING (EGM) PURSUANT TO REGULATION 30 OF SEBI (LODR) REGULATIONS, 2015**

**Dear Sir / Madam,**

We hereby inform you that pursuant to the applicable provisions of the companies act, 2013 and the rules made thereunder, and in compliance with regulation 30 of the SEBI (Listing obligations and Disclosure requirements) Regulations, 2015 along with the relevant circulars issued by the ministry of corporate affairs (MCA) and the Securities And Exchange Board of India (SEBI) permitting conducting of shareholders' meetings through video conference (VC) / other audio visual means (OAVM), the company is convening its Extra-ordinary General Meeting (EGM)\* through VC/OAVM.;

In this regard, please find enclosed herewith the Notice of the 04<sup>th</sup> EGM of the members of SILGO RETAIL LIMITED. The EGM is scheduled to be held on Monday, 23 March, 2026 at 1:00 P.M. IST through VC/OAVM, without physical presence of the members at a common venue. The instructions for attending the EGM and for e-voting by the shareholders are provided in the enclosed Notice.

**Thanking You**

**Yours faithfully,**

**For SILGO RETAIL LIMITED**

**Tripti Rathi**

**CS & Compliance officer**

**M.no. A52232**



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

Notice is hereby given that the 4<sup>th</sup> Extra-Ordinary General Meeting (“EGM”) for the Financial Year 2025-26 of the members of Silgo Retail Limited (“the Company”) will be held on **Monday March 23, 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 Alteration of Articles of Association of the Company**

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 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company in the following manner:

**Calls on Shares**

**1. Replacing Article 16(i)**

The existing Article 16(i) be and is hereby substituted with the following:

*16(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium)*

**2. Replacing Article 19(i)**

The existing Article 19(i) be and is hereby substituted with the following:

*19(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the “due date”), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board*

**3. Replacing Article 21(b)**

The existing Article 21(b) be and is hereby substituted with the following:

*21. The Board-*

*(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.*



#### **4. Inserting Article 21(c)**

A new Article 21(c) be and is hereby inserted immediately after Article 21(b) as under:

##### *21. The Board-*

*(c) The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company*

#### **Forfeiture of Shares**

#### **5. Inserting Article 37(i) to Article 37(xi)**

New Articles 37(i) to Article 37(xi) under the head "Forfeiture of Shares" be and is hereby inserted as under:

*37. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.*

*37 (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.*

*37 (iii) The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.*

*37 (iv) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.*

*37 (v) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.*

*37 (vi) The transferee shall thereupon be registered as the holder of the share*

*37 (vii) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.*

*37 (viii) The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.*



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37 (ix) *The Board may at any time before any shares so forfeited shall have been sold, reallocated or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.*

37 (x) *The Board may subject to the provisions of the Act, accept from any member on such terms and conditions as they think fit, a surrender of his shares or stock or any part thereof.*

37 (xi) *The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making necessary disclosures to the Stock Exchange(s).”

**Date: February 28, 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 4<sup>th</sup> 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 **Friday, February 20, 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. **Friday, March 13 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](http://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](http://www.nseindia.com)). Any member seeking a copy of this Notice may also write to us at [cs@silgo.in](mailto:cs@silgo.in).
10. **The remote e-voting period commences on Friday, March 20, 2026 at 09:00 A.M. (IST) and will end on Sunday, March 22, 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., **Friday, March 13 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 **Saturday, February 28, 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](http://www.silgo.in) and also on the on CDSL website [www.cdslindia.com](http://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](mailto: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. **Monday, March 23, 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](mailto: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](mailto:cs@silgo.in) & RTA email id [info@bigshareonline.com](mailto: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](mailto:cs@silgo.in) & RTA email id [info@bigshareonline.com](mailto:info@bigshareonline.com).
22. **THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**
  - i. The voting period begins on **Friday, March 20, 2026 at 09:00 A.M. (IST) and will end on Sunday, March 22, 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, March 13, 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	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting</li></ol>



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



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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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.</li></ul>
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.



	<ul style="list-style-type: none"><li>• 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)</li></ul>
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- xii. After entering these details appropriately, click on “SUBMIT” tab.
- xiii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xiv. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xv. Click on the EVSN for Silgo Retail Limited.
- xvi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xvii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xviii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xx. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xxi. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xxii. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxiii. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for remote e-Voting or sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- xxiv. Note for Non – Individual Shareholders and Custodians:



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533 or to the Company at [cs@silgo.in](mailto:cs@silgo.in)

**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](mailto: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](mailto:info@silgo.in). These queries will be replied to by the company suitably by email.
- X. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**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](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.

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

**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](http://www.silgo.in) and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed.

<b>Date: February 28, 2026</b> <b>Place: Jaipur</b>	<b>For Silgo Retail Limited</b>  <b>Tripti Rathi</b> <b>(Company Secretary &amp; Compliance Officer)</b> <b>M.No.: A52232</b>
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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1: To consider and approve Alteration of Articles of Association of the Company**

The Articles of Association (“AOA”) of the Company are proposed to be altered in order to update and clarify certain provisions relating to Calls on Shares, Powers of the Board in respect of advance monies, and applicability of provisions relating to calls and forfeiture to other securities including debentures, in line with applicable provisions of the Companies Act, 2013 and good corporate governance practices.

The Board of Directors of the Company, at its meeting held on February 28, 2026, approved the proposed amendments to the Articles of Association, subject to approval of the Members of the Company.

The proposed alterations are summarised below:

**Calls on Shares**

- **Article 16(i)** the Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium)
- **Article 19(i)** If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the “due date”), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.
- **Article 21(b)** upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him
- A new **Article 21(c)** The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company

These changes are clarificatory in nature and provide operational flexibility to the Board.

**3. Forfeiture of Shares**

The Company proposes to amend its Articles of Association by inserting a detailed set of provisions under the head “Forfeiture of Shares”, by introducing new Articles 37(i) to 37(xi).

The existing Articles do not comprehensively set out the procedural and consequential framework relating to forfeiture, surrender, sale, re-allotment and extinguishment of rights attached to forfeited



shares. In order to ensure clarity, legal certainty, and alignment with the provisions of the Companies Act, 2013, it is proposed to incorporate a detailed forfeiture mechanism in the Articles of Association.

The proposed new Articles 37(i) to 37(xi), inter alia are as follows

*37. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.*

*37 (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.*

*37 (iii) The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.*

*37 (iv) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.*

*37 (v) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.*

*37 (vi) The transferee shall thereupon be registered as the holder of the share*

*37 (vii) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.*

*37 (viii) The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.*

*37 (ix) The Board may at any time before any shares so forfeited shall have been sold, reallocated or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.*

*37 (x) The Board may subject to the provisions of the Act, accept from any member on such terms and conditions as they think fit, a surrender of his shares or stock or any part thereof.*

*37 (xi) The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.*

Pursuant to Section 14 of the Companies Act, 2013, alteration of the Articles of Association requires approval of the Members by way of a Special Resolution.

A copy of the existing Articles of Association together with the proposed amendments is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Extra-Ordinary General Meeting and shall also be available at the Meeting.



## SILGO RETAIL LIMITED

CIN: L32111RJ2016PLC049036

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out in Item No. 01 of the Notice for approval of the Members.

<b>Date: February 28, 2026</b> <b>Place: Jaipur</b>	<b>For Silgo Retail Limited</b>  <b>Tripti Rathi</b> <b>(Company Secretary &amp; Compliance Officer)</b> <b>M.No.: A52232</b>
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