



SILGO RETAIL LIMITED

CIN: L36911RJ2016PLC049036

SIL/JAI/2020-21

To,

**The Manager (Listing Department),
National Stock Exchange of India Ltd (NSE)
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051**

Date: December 31, 2020

Symbol: SILGO

Subject: Voting Results and Scrutinizer's Report on Postal Ballot.

Dear Sir/Madam,

In continuation of our letter dated our letter dated December 01, 2020 intimating the date of completion of dispatch of Postal Ballot Notice to the eligible shareholders of Silgo Retail Limited for the purpose of seeking approval of the members by the way of Postal Ballot for Capitalisation of Reserves and Issue of Bonus Equity Shares and Migration of Equity Shares of the Company from SME Exchange (NSE Emerge) to the Main Board of National Stock Exchange of India Limited (NSE), we enclose herewith:

1. Voting Results of the Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Annexure I)**
2. Scrutinizer's Report on Postal Ballot. **(Annexure II)**

The resolutions as set out in the Postal Ballot Notice, have been approved by the members with requisite majority and deemed to have been passed on December 30, 2020 being the last date of receipt of electronic votes.

The above documents are also available on the website of the Company at www.silgo.in and also on the E-Voting Website of CDSL namely www.evotingindia.com.

Thanking You.

Yours faithfully,

FOR AND ON BEHALF OF SILGO RETAIL LIMITED


TRIPTI SHARMA
COMPANY SECRETARY & COMPLIANCE OFFICER
M. No.: A52232

Encl: a/a

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

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SILGO RETAIL LIMITED

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Annexure I: Voting Results of the Postal Ballot
(As per Regulation 44(3) of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015)

Name of the Company	Silgo Retail Limited
Date of Postal Ballot Notice	November 28, 2020
Voting start date and time	December 01, 2020 at 9.00 am
Voting end date and time	December 30, 2020 at 5.00 pm
Total number of members as on record date i.e., November 27, 2020	68
No. of members present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoters Group	Not Applicable
Public	Not Applicable



SILGO RETAIL LIMITED

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Agenda wise disclosure:

Resolution required (Ordinary/Special)				1. Capitalisation of Reserves and Issue of Bonus Equity Shares (Ordinary Resolution)				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of Voting	No. of shares held* (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	53,10,000	53,09,600	99.99	53,09,600	0	100.00	0
Public - Institutions	E-Voting	-	-	-	-	-	-	-
Public – Non-Institutions	E-Voting	29,06,000	7,00,000	24.08	7,00,000	0	100.00	0
Total		82,16,000	60,09,600	73.14	60,09,600	0	100.00	0

* Shareholding as on November 27, 2020



SILGO RETAIL LIMITED

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Agenda wise disclosure:

Resolution required (Ordinary/Special)				2. Migration of Equity Shares of the Company from SME Exchange [NSE Emerge] to the Main Board of National Stock Exchange of India Limited [NSE] (Special Resolution)				
Whether promoter/promoter group are interested in the agenda/resolution				No				
Category	Mode of Voting	No. of shares held* (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	53,10,000	53,09,600	99.99	53,09,600	0	100.00	0
Public - Institutions	E-Voting	-	-	-	-	-	-	-
Public - Non-Institutions	E-Voting	29,06,000	7,00,000	24.08	7,00,000	0	100.00	0
Total		82,16,000	60,09,600	73.14	60,09,600	0	100.00	0

* Shareholding as on November 27, 2020

The aforesaid Special Resolution referred to at Sr. No. 2 shall be acted upon if and only if the votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] in favour of the proposal amount to at least two times the number of votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] against the proposal.

The resolutions as set out in the Postal Ballot Notice, have been approved by the members with requisite majority and deemed to have been passed on December 30, 2020 being the last date of receipt of electronic votes.

FOR AND ON BEHALF OF SILGO RETAIL LIMITED

TRIPTI SHARMA
COMPANY SECRETARY & COMPLIANCE OFFICER
M. No.: A52232

Date: December 31, 2020
Place: Jaipur

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

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SCRUTINIZER'S REPORT

(Pursuant to sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Board of Directors,
Silgo Retail Limited
B-11, Mahalaxmi Nagar, Jawahar Lal Nehru Marg,
Jaipur, Rajasthan – 302017

Subject: Scrutinizer's Report on Postal Ballot conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014

Dear Sir,

We, M/s. JMJA & Associates LLP, Practising Company Secretaries having office at Office No. 131, Bldg No.2, New Sonal Link Industrial Estate, Link Road, Malad West, Mumbai - 400064, have been appointed as Scrutinizers of **Silgo Retail Limited** ("the Company") pursuant to section 110 of the Companies Act, 2013 read with Companies (Management and administration) Rules, 2014, for the purpose of scrutinizing the Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on voting by electronic means carried out pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20, Rule 22 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014) (as amended), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations] (as amended), MCA General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020 and SEBI Circular No. SEBI / HO / CFD / CMD I / CIR / P / 2020 / 79 Dated May 12, 2020, for the businesses to be transacted through Postal Ballot referred to in the Postal Ballot Notice dated November 28, 2020 namely:

- a) Capitalisation of Reserves and Issue of Bonus Equity Shares;
- b) Migration of Equity Shares of the Company from SME Exchange [NSE Emerge] to the Main Board of National Stock Exchange of India Limited [NSE].

The Company's Management is responsible to ensure the compliance with the requirements of the Act read with the Rules, MCA and SEBI Circular/s relating to Voting by electronic Means, (Remote E-Voting), on all the Resolutions contained in the Postal Ballot Notice dated November 28, 2020.

Our responsibility as a Scrutiniser for the Voting by electronic Means, (Remote E-Voting), process is restricted to make a Scrutiniser's Report of the Votes cast "in favour" or "against" and "invalid, abstain or by interested parties" for all the Resolutions, based on the Report/s generated from the E-Voting system or platform provided by the Central Depository Services (India) Limited ("CSDL"), the authorised agency to provide the Remote E-Voting engaged by the Company.

We do hereby submit our report as under:

1. The Company had on November 30, 2020 completed the dispatch of the notice as per section 110 of the Companies Act, 2013 to the Members of the Company whose names appeared on the Register of Member/ List of Beneficiaries as on November 27, 2020, being a cut-off date.
2. On account of the threat posed by COVID – 19, and considering the relaxations granted by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"), the Postal Ballot Notices were sent only by email to all its members who have registered their email addresses with the Company / Company's Registrar and Share Transfer Agent (RTA) or Depository / Depository Participants and the communication of assent/dissent of the members took place through remote E-Voting system only provided by CDSL, the agency engaged by the Company to provide the Members with the facility of remote E-Voting.
3. The Company also published an advertisement in Financial Express (English newspaper) and Jansatta (Hindi newspaper) on Tuesday, December 01, 2020 informing about the dispatch of Postal Ballot Notice through email only for seeking consent of members of the Company by way of Ordinary and Special Resolution for the Special Businesses mentioned in the Postal Ballot Notice.
4. The remote E-Voting period commenced on Tuesday, December 01, 2020 at 9.00 AM and ended on Wednesday, December 30, 2020 at 05:00 PM [17:00 Hours]. The Remote E-Voting was disabled thereafter.
5. Subsequently, the votes cast through electronic means were unblocked on December 30, 2020 by using the Scrutinizer's login on e-voting platform of CDSL in the presence of two witnesses Mr. Jigar Shah and Ms. Anupriya Saxena who are not in the employment of the Company as prescribed in Sub-rule 4(xii) of the said Rule 20, as amended.
6. The votes were then reconciled with the records maintained by the Company and Company's RTA and were scrutinized.
7. The particulars of report downloaded from the website of CDSL have been entered in a separate register maintained for the purpose of Postal Ballot.
8. The report is based on the vote cast through e-voting, which was downloaded from the website (<https://www.evotingindia.com>)

9. The results of the voting are as under:

1) Resolution 1: Capitalisation of Reserves and Issue of Bonus Equity Shares (Ordinary Resolution)

Mode of Voting	Type of Shareholding	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution			Against (Dissent) the Resolution			Invalid or Abstain or By Interested Parties Voting
						No. of members	No. of Votes	% of holding	No. of members	No. of Votes	% of holding	
Remote E-Voting	Promoters & Promoters Group	6	53,10,000	53,09,600	99.99	4	53,09,600	100.00	0	0	0	0
	Public (Institution)	-	-	-	-	-	-	-	-	-	-	-
	Public – Others (Non-Institutional)	62	29,06,000	7,00,000	24.08	15	7,00,000	100.00	0	0	0	0
	Grand Total	68	82,16,000	60,09,600	73.14	19	60,09,600	100.00	0	0	0	0

2) Resolution 2: Migration of Equity Shares of The Company from SME Exchange [NSE Emerge] To the Main Board of National Stock Exchange of India Limited [NSE] (Special Resolution)

Mode of Voting	Type of Shareholding	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution			Against (Dissent) the Resolution			Invalid or Abstain or By Interested Parties Voting
						No. of members	No. of Votes	% of holding	No. of members	No. of Votes	% of holding	
Remote E-Voting	Promoters & Promoters Group	6	53,10,000	53,09,600	99.99	4	53,09,600	100.00	0	0	0	0
	Public (Institution)	-	-	-	-	-	-	-	-	-	-	-
	Public – Others (Non-Institutional)	62	29,06,000	7,00,000	24.08	15	7,00,000	100.00	0	0	0	0
	Grand Total	68	82,16,000	60,09,600	73.14	19	60,09,600	100.00	0	0	0	0

The aforesaid Special Resolution referred to at Sr. No. 2 shall be acted upon if and only if the votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] in favour of the proposal amount to at least two times the number of votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] against the proposal.

I further state that the votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] in favour of the Resolution No. 2 is atleast two times the number of votes cast by the Public Shareholders (Members) [Shareholders (Members) other than Promoters] against the Resolution No. 2. Further, votes casted by Promoters and Promoter Group w.r.t. Resolution no. 2 are not considered as required under Regulation 277 of SEBI (ICDR) Regulations, 2018.

The Register, all other papers and relevant records relating to Voting through Electronic Means (Remote E-Voting) shall remain in my safe custody until the Chairman considers, approves and declares the results of the Postal Ballot and the same are handed over to the Company Secretary for safe keeping by the Company.

You may declare the results of the Remote E-Voting in respect of the Postal Ballot Notice accordingly.

**For JMJA & Associates LLP,
Practising Company Secretaries
Peer Review Certificate No. 980/2020**

MANSI DAMANIA Digitally signed by
MANSI DAMANIA
Date: 2020.12.31
14:03:17 +05'30'

**Mansi Damania
Designated Partner
FCS: 7447 | COP: 8120
UDIN: F007447B001785828**

**Date: December 31, 2020
Place: Mumbai**