

SIL INVESTMENTS LIMITED

(CIN: L17301RJ1934PLC002761)

Regd.Office: Pachpahar Road, Bhawanimandi 326 502 (Rajasthan)

Tel. No: (07433) 222082 Fax: (07433) 222916

Email:investor.grievances@silinvestments.in website:www.silinvestments.in

ADDENDUM TO THE ORIGINAL NOTICE DATED 12TH MAY, 2016

Notice is hereby given that in addition to the Agenda Items mentioned in the original Notice dated 12th May, 2016, the following items shall be transacted as Special Business at the 82nd Annual General Meeting of the Shareholders of SIL Investments Limited, to be held at the Registered Office of the Company at Pachpahar Road, Bhawanimandi - 326 502 (Rajasthan) on Saturday, the 27th day of August, 2016 at 10.30 a.m.:

AS SPECIAL BUSINESS:

Item no. 8

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Abhrajit Dutta (Director Identification Number 00546556), who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from August 02, 2016 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Shri Abhrajit Dutta for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company on continuation basis to hold office for 5 (Five) consecutive years commencing from August 02, 2016, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice .

RESOLVED FURTHER THAT the Board of Directors and/or the Company secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

By Order of the Board
For SIL Investments Limited

Lokesh Gandhi
Company Secretary & Compliance Officer
Membership No.:- A25417

Place: Kolkata

Date: 12.08.2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Shri Abhrajit Dutta was appointed as an Additional Director (Non-Executive Independent) at the Board Meeting held on 02nd August, 2016. Pursuant to the provisions of Section 160 of the Companies Act, 2013, he shall hold his office as an additional director up to the date of the next annual general meeting. Notice as per the provision of Section 160 of the Companies Act, 2013 has been received in writing from the member proposing the candidature of Shri Abhrajit Dutta for the office of the Director of the Company.

Brief resume of the Director of the Company (including his experience / expertise in specific functional areas):

Shri Abhrajit Dutta is a B.Com. Graduate from Kolkata University. He has over 26 years' experience. He is Director of Reedward Financial Advisory Services Pvt. Ltd., Karnasubarna Realty Pvt. Ltd., The Camperdown Pressing Co. Ltd., DA Energia Pvt. Ltd. Shri Abhrajit Dutta comes from a Bengali business family. He joined his family business of printing of General and security items in 1989 which is an established printing house since 1935, and empanelled with all the major P.S.U. and Private banks. He developed keen interest in stock market operations and became a partner in a Hundred year old firm called "M/s. Reedward & Co.", an active player in institutional and Govt. Securities broking.

Mr. Dutta has interest in civil construction and turn key projects handling and also had interest in retail, distribution and other businesses. He was part of several foreign assignments in the field of finance and has strong base in countries such as Singapore, Malaysia, UK, Mauritius and Isle of Man. He is member of "Indo Mauritius Friendship Forum" which was formed at the behest of Mauritian Government and the same is engaged in promoting and developing business relation between the two countries. Recently he was conferred the 'Senior Advisor' - West Bengal.

Having regard to his background and wide experience, the appointment of Shri Abhrajit Dutta will be in the best interest of the Company.

In the opinion of the Board, Shri Abhrajit Dutta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Abhrajit Dutta as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM. The period of office of Shri Abhrajit Dutta shall not be liable to determination by retirement of directors by rotation and if appointed at the ensuing annual general meeting, he shall continue to hold office of the Independent Director without break in his appointment.

Disclosure under Regulation 36(3) of the Listing Regulations, 2015 with the Stock Exchanges is set out in the annexure to the Explanatory Statement.

The Board of Directors of your Company recommends the ordinary resolution in relation to appointment of Shri Abhrajit Dutta as an Independent Director, for the approval by the shareholders of the Company.

Save and except Shri Abhrajit Dutta and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8

By Order of the Board
For SIL Investments Limited

Lokesh Gandhi
Company Secretary & Compliance Officer
Membership No.:- A25417

Place: Kolkata

Date: 12.08.2016

ANNEXURE

PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

| Particulars | Shri Abhrajit Dutta |
|---|---|
| DIN No. | 00546556 |
| Date of birth | 01.02.1969 |
| Date of appointment | 02.08.2016 |
| Qualification | B.Com. Graduate from Kolkata University |
| Expertise in specific functional areas | Shri Abhrajit Dutta is a B.Com. Graduate from Kolkata University. He has over 26 years' experience. He is Director inter alia, of Reedward Financial Advisory Services Pvt. Ltd., and is a Partner in "M/s. Reedward & Co.". He has been part of several foreign assignments solely or jointly in the field of finance and has strong bases in countries such as Singapore, Malaysia, UK, Mauritius, Isle of Man etc. He is member of "Indo Mauritius Friendship Forum" which was formed at the behest of Mauritian Government and the same is engaged in promoting and developing business relation between the two countries. |
| Terms and conditions of appointment | The director shall be appointed for a fixed term of five years commencing from August 02, 2016. He shall be entitled to Directors' Remuneration applicable as per the Articles of Association of the Company comprising of sitting fee, commission and allowances as applicable. |
| Remuneration sought to be paid | Sitting fees of Rs. 5000/- for attending per Board Meeting and Rs. 2500/- per Committee Meeting or such amount as may be decided by the Board, subject to the ceiling prescribed from time to time, under Companies Act, 2013 and Rules thereunder. |
| Directorships held in other companies (excluding foreign companies) | 1. Reedward Financial Advisory Services Pvt. Ltd., 2. Karnasubarna Realty Pvt. Ltd., 3. The Camperdown Pressing Co. Ltd., 4. DA Energia Pvt. Ltd. |
| Memberships/ Chairmanships of Committees of other Indian public companies | NIL |
| Number of Shares held in the company | NIL |

Note: The above addendum to the Notice & explanatory statement alongwith Notice dated 12.05.2016 of the ensuing 82nd AGM is available on the website of the Company (www.silinvestments.in). Further, as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 facility for e-voting is available to the members in respect of the aforesaid resolution also on NSDL (our e-voting service provider) website: <https://evoting.nsdl.com/>.

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FORM NO. MGT -II PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L17301RJ1934PLC002761
Name of the Company : **SIL INVESTMENTS LIMITED**
Registered Office : Pachpahar Road, Bhawanimandi – 326502 (Rajasthan)

| | |
|--------------------------|--|
| Name of the member (s) : | |
| Registered Address : | |
| E-mail ID : | |
| DP ID* | |
| Client ID* | |
| Folio No | |

* Applicable for investors holding shares in electronic form.

I / We, being the member(s) of _____ shares of the above named company, hereby appoint as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighty Second Annual General Meeting of the Company, to be held on Saturday, August 27, 2016 at 10:30 a.m. at the Registered Office at Pachpahar Road, Bhawanimandi-326 502 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

- Name : Address :
E-mail ID: Signature
or failing him / her
- Name : Address :
E-mail ID: Signature
or failing him / her
- Name : Address :
E-mail ID: Signature

**I/We direct my/our Proxy to vote on the Resolution in the manner as indicated below

| Sr. No. | RESOLUTIONS | Vote | |
|--------------------------|--|------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | Adoption of Audited Financial Statements (standalone & consolidated) for the year ended March 31, 2016 | | |
| 2. | Approval of Dividend | | |
| 3. | Re-appointment of Shri C S Nopany as a Director, who retires by rotation. | | |
| 4. | Appointment of M/s. Singhi & Co., as Statutory Auditors and fixing their remuneration. | | |
| Special Business | | | |
| 5. | Appointment of Shri Brij Mohan Agarwal as Director. | | |
| 6. | Appointment of Shri Brij Mohan Agarwal as Executive Director | | |
| 7. | Power to enter into loan contracts / arrangements / transactions (deemed to be related party transactions) with the entities / qualified corporate bodies within the overall limit prescribed. | | |
| 8. | #Appointment of Shri Abhrajit Dutta as Independent Non-Executive Director. | | |

As per the "Addendum to the Original AGM Notice dated 12.05.2016"

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this ____ day of _____ 2016.

Signature of Shareholder : _____

Signature of Proxy holder (s) : _____

Affix Rs.1
Revenue
Stamp

Notes:

- The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.