

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

Dear Members,

Invitation to attend the Annual General Meeting on 31st August, 2017

You are cordially invited to attend the Eighty Third Annual General Meeting of the Company, to be held on Thursday, August 31, 2017 at 10:30 a.m. at the Registered Office at Pachpahar Road, Bhawanimandi-326 502 (Rajasthan).

The notice convening the Annual General Meeting is attached herewith.

Your Company will be providing return transport facility at 9.30 a.m. on August 31, 2017 from Bhawanimandi Railway Station (East), Pachpahar Road, Dist. Jhalawar (Rajasthan), to reach the meeting venue comfortably.

Those of who wish to avail of this facility are requested to get confirmation to this effect on the following numbers: (07433) 222082 (Contact Person: Coporate Secretarial Team)

You may also send your request by email to lokeshgandhi@silinvestments.in

Your requests must reach us latest by August 29, 2017.

Yours truly,

Brij Mohan Agarwal
Director - In - Charge
SIL Investments Limited

Place : Bhawanimandi

Date :29.05.2017

ROUTE MAP



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NOTICE is hereby given that the Eighty Third Annual General Meeting of the Shareholders of SIL Investments Limited ("**the Company**"), will be held on Thursday, 31st August, 2017, at 10.30 a.m. at Pachpahar Road, Bhawanimandi 326 502 (Rajasthan) (the "**Registered Office**") of the Company to transact the following business:-

A. AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company as at 31st March, 2017, together with the Reports of the Auditors & Directors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. C.S. Nopany [DIN: 00014587], who retires by rotation, and being eligible, offers himself for re-appointment.

4. Appointment of Statutory Auditors

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

"RESOLVED THAT, pursuant to Sections 139 and 142 of the Companies Act, 2013 (the "**Act**") read with the relevant provisions under the Companies (Audit and Auditors) Rules, 2014 (the "**Audit Rules**") and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the audit committee of the Company (the "**Audit Committee**") and the board of directors of the Company (the "**Board**"), M/s Jitendra K. Agarwal & Associates, Chartered Accountants (ICAI Firm Registration No. 318086E) (the "**Auditors**") be and are hereby appointed as the statutory auditors of the Company in place of the retiring Auditors M/s. Singhi & Co., Chartered Accountants (Firm Reg. No.:- 302049E) for a term of five years commencing from the Company's financial year 2017-18 to hold office from the conclusion of the 83rd Annual General Meeting of the Company till the conclusion of the 88th Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

"RESOLVED FURTHER THAT the Board including any of its duly constituted and authorised committee(s) thereof ("**Committee(s)**") or the company secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

B. AS SPECIAL BUSINESS:

Item no. 5

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

"RESOLVED THAT in compliance with and subject to the provisions of the Companies Act, 2013 and the rules framed thereunder, the Equity Listing Agreement entered into by the Company with Stock Exchanges and any relevant circulars and regulations issued by the Securities and Exchange Board of India, as may be applicable, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into loan contracts / arrangements / transactions (deemed to be "material" related party transactions) with the entities / qualified corporate bodies, within the overall limit prescribed (as listed in the explanatory statement to this resolution), from time to time.

RESOLVED FURTHER THAT the authorization above said shall be deemed to include/shall extend to all such transactions deemed as "Material" Related Party Transactions consequent to orders of any court, Tribunal, Regulatory Agency etc. acting under authority of law.

RESOLVED FURTHER THAT the Board is hereby authorised to do, perform, or cause to be done all such acts, deeds, matters and things as may be necessary or desirable, and do all other acts, and things as may be incidental, necessary or desirable to give effect to the above resolution.

RESOLVED FURTHER THAT the Board is hereby authorised to delegate all or any of its powers conferred by the above resolutions to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

Item no.6

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

"RESOLVED THAT in partial modification of the resolution passed by the members of the Company at 81st Annual General Meeting held on 31st August, 2015 and pursuant to the provisions of section 196, 197, Schedule V, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), the approval of the members be and is hereby accorded for increase in the remuneration of Mrs. Shalini Nopany (DIN: 00077299), Managing Director of the Company from Rs. 2,00,000/- per month to Rs. 5,00,000/- per month with effect from January 01, 2017 for the remaining period of her tenure.

RESOLVED FURTHER THAT Mrs. Shalini Nopany, Managing Director shall not be eligible for Commission on net profits from or after January 01, 2017.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mrs. Shalini Nopany, Managing Director shall continue to remain within the prescribed limit mentioned in the said section.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification (if any), as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of her appointment as the Managing Director of the Company (including applicable prerequisites and existing allowances), as approved by the resolution passed at the Annual General Meeting of the Company held on August 31st, 2015, shall remain unchanged.

RESOLVED FURTHER THAT any one of the directors or company secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

Item No. 7

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 (**"Management Rules"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded that the register of members together with the index of members and register of other security holders together with index of other security holders, if any, required to be maintained under Section 88 of the Act and copies of the annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act, and other related books be shifted, kept and maintained at the office of the Link Intime India Pvt Ltd having its [registered office] at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083 (the **"Registrar and Share Transfer Agent"**) or such other place within Mumbai, where the Registrar and Share Transfer Agent may shift its office from time to time; or such other place as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT any one of the directors or company secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

**By Order of the Board
For SIL Investments Limited**

Lokesh Gandhi
**Company Secretary and
Compliance Officer
Membership No. F9053**

Place: Kolkata
Date: 29.05.2017

NOTES FOR MEMBERS' ATTENTION

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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.

1. Pursuant to Section 105 of Companies Act, 2013 (the **"Act"**) a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person and such person cannot act as a proxy for any other person or shareholder.
2. In order to be effective, the instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time of holding the meeting. Proxies submitted on behalf of limited companies, bodies corporate, societies etc. must be supported by appropriate resolution /authority, as applicable. The blank proxy form is attached.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. Explanatory Statement pursuant to Section 102 of the Act in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice, is annexed hereto.
5. The record date for the purpose of determining eligibility for payment of Dividend, if any, to be declared at the Annual General Meeting shall be Friday, July 14, 2017.
6. The register of members and share transfer books of the Company will remain closed from 25th August, 2017 to 31st August, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
7. Pursuant to provisions of Section 124(5) of the Act, dividends which have remained unclaimed / un-encashed for a period of 7 (seven) years are required to be transferred to the Investor Education and Protection Fund of the Central Government established under sub-section (1) of Section 125 of the Act. Therefore, shareholders who have not encashed their dividend for the financial year 2009-10 to 2015-16 should lodge their request for the same to Link Intime India Pvt Ltd (the "Registrar and Transfer Agent") or the Company. The new Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 (the "IEPF Rules") mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of Investor Education and Protection Fund Authority of the Ministry of Corporate Affairs ("IEPF Authority"). In accordance with the aforesaid IEPF Rules, the Company has sent notices to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published

- newspaper advertisement. Hence, the Company urges all the shareholders to en-cash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on the date of the last Annual General Meeting, i.e., 27th August, 2016 are available on the website of the Company www.silinvestments.in
8. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is mandatory to furnish a copy of PAN card to the Company or its Registrar and Transfer Agent in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
 9. Dividend, if declared at the meeting, will be paid on or before 30.09.2017 to those members or their mandates:
 - a) Whose names appear as the beneficial owners at the end of the business hours on Friday, July 14, 2017, in the list of beneficial owners to be furnished by depositories (NSDL & CDSL) in respect of the shares held in electronic form; and
 - b) Whose names appear as members on the Company's register of members on Friday, July 14, 2017, after giving effect to valid transfer requests, received on or before Friday, July 14, 2017.
 10. Shareholders desirous of availing the facility of electronic credit of dividend are requested to fill up NECS form attached to this notice and return the same duly filled and signed alongwith a photo copy of a leaf of their cheque book bearing bank account number, on or before 22nd August 2017. The said details in respect of the shares held in electronic form should be sent to their respective **depository participant** (with a copy to the Company/Registrar and Transfer Agent) for appropriate action before close of work on 22nd August 2017. The said details in respect of the shares held in physical form should be sent to the Company/Registrar and Transfer Agent for appropriate action before close of work on 22nd August 2017.
 11. The Company's shares are listed on the following Stock Exchanges:
 1. Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai 400 001
 2. National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor
Plot No.C/1, G-Block, Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051
 12. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of the director being re-appointed / appointed, brief resume, nature of his expertise in specific functional areas, names of Indian public limited companies in which he holds directorships and memberships/chairmanships of Board or its duly constituted Committee(s), shareholding and relationships between directors inter-se, are annexed hereto to this notice.
 13. Electronic copy of the Notice of the 83rd Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participant(s) for communication purpose. Physical copy of the Notice inter-alia, indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM, and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
 14. Members are requested to send all their documents and communications pertaining to shares to the Registrar and Transfer Agent of the Company at their address at C-101, 247 park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083, Maharashtra, Telephone No. 022 - 4918 6000, rnt.helpdesk@linkintime.co.in, for both physical and demat segment of equity shares. Please quote on all such correspondence **"Unit - SIL Investments Limited"**.
 15. Members are requested:
 - a. To bring their copies of annual report and Notice at the meeting if received physically.
 - b. To submit their attendance slip, duly filled in, for attending the Meeting
 - c. To quote their folio number/DP ID and Client Id in all correspondence;
 - d. To notify immediately change of their address and bank particulars to the Registrar and Transfer Agent (in case the shares are held in physical form); And in case the shares are held in dematerialized form, information should be passed on directly to their respective depository participant and not to the Company / Registrar and Transfer Agent, without any delay.
 16. The route map for easy location of the venue of Annual General Meeting (AGM) is attached with the Notice. The Notice of AGM (including the route map) and Annual Report 2016-17 will be available on the website of the Company at www.silinvestments.in.
 17. No Gifts in AGM
The members may kindly note that no gifts, gift coupons or any benefit in lieu of gifts, will be distributed at or in connection with the AGM.
 18. (a) **Registered Office:**
Pachpahar Road, Bhawanimandi (Rajasthan)-326502
(b) **Mumbai Office:**
E- wing, 601, 6th Floor , Lotus Corporate Park, 185/A, Graham Firth Steel Compound, Off: Western Express Highway, Goregaon (East), Mumbai 400063.
 19. The instructions and other information relating to voting through electronic means is given here as under:

- IX. Any person, who acquires shares of the Company and becomes member of the Company after July 21, 2017 i.e. the BENPOS date considered for dispatch of the notice and holding shares as of the cut-off date i.e. August 24, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or santosh.jaiswal@linkintime.co.in
- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM / EGM through ballot paper.
- XII. Mr. Mihen Halani of Mihen Halani & Associates, Practicing Company Secretary has been appointed for as the scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days 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 forthwith.
- XV. The results declared alongwith the report of the scrutinizer shall be placed on the website of the Company www.silinvestments.in and on the website of NSDL 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 Stock Exchanges where the shares of the Company are listed.

**By Order of the Board
For SIL Investments Limited**

Lokesh Gandhi
**Company Secretary and
Compliance Officer
Membership No. F9053**

Place: Kolkata
Date: 29.05.2017

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

The following Statement sets out all material facts relating to Item Nos. 4 to 7 mentioned in the accompanying Notice.

Item No. 4:

In terms of the provision of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

Pursuant to the provisions of Section 139 of the Act, read with applicable rules framed thereunder, M/s. Singhi & Company, Chartered Accountants, the present auditors of the Company complete their full term as Auditors.

In view of the above, M/s Jitendra K. Agarwal & Associates, Chartered Accountants (ICAI Firm Registration No. 318086E), are proposed to be appointed as sole auditors of the Company for a term of five years commencing from the Company's financial year 2017-18 to hold office from the conclusion of the 83rd Annual General Meeting, till the conclusion of the 88th Annual General Meeting, subject to ratification of their appointment by the members at every intervening Annual General Meeting on a remuneration plus applicable taxes, out-of-pocket expenses, etc., incurred in connection with the audit as may be decided by the Board of Directors of the Company (the "Board") in consultation with the auditors.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board recommends the passing of the ordinary resolution for appointment of M/s Jitendra K. Agarwal & Associates, Chartered Accountants (ICAI Firm Registration No. 318086E), as statutory auditors, in place of the retiring auditors M/s. Singhi & Company, Chartered Accountants. A written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the directors / or the key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 184 of the Companies Act, 2013 ("**the Act**") states that no company shall enter into transactions with a Related Party as defined under Section 2(76) of the Act, except with the consent of the Board and in case of Material Transactions with Related Party, with the consent of the Members of the Company.

SIL Investments Ltd. ("**the Company**"), is a Non-Banking Financial Company (NBFC) (Investment Category), registered with Reserve Bank of India and is also listed on the Stock Exchanges. The core business of the Company is lending and borrowing of funds to / from Corporate Bodies, Companies, etc. apart from the investment which it holds in the various Bodies Corporate. A major chunk of the revenue generated by the Company is from

the dividend income and the interest income which it earns by lending the funds, after setting off the interest paid to the lenders. List of entities who may come in the ambit of "Related Parties" are as follows:-

- a) Lending Activities:- Qualified Bodies Corporates (QBCs) to whom the Company lends/has lent its funds (either own or borrowed), is given below along with the relative ceiling limits as fixed by the Board at present:

Sr. No.	Name of Companies	Limits/ Amount (Rs. In Crores)
1.	Avadh Sugar & Energy Limited*	20.00
2.	Magadh Sugar & Energy Limited*	20.00
3.	SCM Investments & Trading Co Ltd	20.00
4.	RTM Investments & Trading Co Ltd	38.00
5.	Champan Marketing Company Ltd.	20.00
6.	Hargaon Investment & Trading Co. Ltd.	20.00
7.	Sutlej Textiles And Industries Limited	20.00
8.	Uttar Pradesh Trading Company Ltd.	20.00
9.	Yashovardhan Investment & Trading Co. Ltd.	20.00

(The overall ceiling on the inter corporate Loans/deposits by SIL Investments Ltd. to all parties taken together, inclusive of list above, is presently Rs. 200 crore.)

Notes: -

- *Due to approval of Composite Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT), Bench at Allahabad, on March 02, 2017, (and as covered by Para 52.2.9 & para 73.3 of the Scheme), the Company's exposures in ICDs in the Upper Ganges Sugar & Industries Ltd. and Oudh Sugar Mills Ltd. has been transferred or swapped in Magadh Sugar & Energy Limited and Avadh Sugar & Energy Limited, respectively.
 - The Board of Directors, at their Meeting No. BM-07/2015-16 dated 18th March, 2016, had approved the Composite Scheme of Arrangement and therefore, the List of QBCs stood amended mutatis mutandis.
- b) Due to approval of Composite Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT), Bench at Allahabad, on March 02, 2017, the Company's investments in 1547016 Equity shares of Upper Ganges Sugar & Industries Limited having face value of INR 10/- (Indian Rupees Ten Only) each, stands transferred or swapped in the following manner.
- Investment in 1547016 Equity Shares of M/s Upper Ganges Sugar & Industries Ltd.:-

	INVESTMENTS Non-Current investments (w.e.f. 30.03.2017)	Apportioned Value Amount (Rs. In Lakhs)
1	5,67,240 Equity Shares of M/s Avadh Sugar & Energy Limited of Rs.10/- each	1022.09
2	12,04,756 Equity Shares in M/s Magadh Sugar & Energy Limited of Rs.10/- each	703.98
3	13,38,430 Equity Shares in M/s Ganges Securities Limited of Rs.10/- each	90.65
		1816.72

The Company advances loans to various QBCs (including the aforesaid QBCs) in the Ordinary Course of its Business and on arms-length basis and on known parameters. The advance of loans to the Qualified Bodies Corporates in (a) above may however, come under the ambit of Material Related Party Transactions according to the Listing Regulations, 2015 and applicable provisions of the Companies Act, 2013.

Further, the aforesaid investments mentioned in (b) are Long-term Investments made by the Company. However, due to approval of Composite Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT), Bench at Allahabad, on March 02, 2017, the Company's investments in 1547016 Equity shares of Upper Ganges Sugar & Industries Limited having face value of INR 10/- (Indian Rupees Ten Only) each, stood transferred or swapped in the of M/s Avadh Sugar & Energy Limited, M/s Magadh Sugar & Energy Limited and M/s Ganges Securities Limited as detailed above. The aforesaid arrangement in (b) above, does not come under the ambit of Material Related Party Transactions; but by way of abundant caution the same is placed for the approval of the Shareholders as visualized under SEBI (LODR) Regulations, 2015 and applicable provisions of the Companies Act, 2013.

SEBI has prescribed that all related party transactions shall require prior approval of the Audit Committee and all material transactions with related party shall require approval of the Members of the Company through ordinary resolution and the related parties shall abstain from voting on such resolutions. "Material Transaction" means any transaction entered either individually or taken together with previous transactions during a financial year, exceeding ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. The Company proposes to obtain approval of the shareholders for transactions, (if any), as may be entered into from time to time, with the Related Parties as stated in Resolution at Item No. 5, and on terms and conditions as approved by the Audit Committee. The transactions shall invariably be in the "Ordinary Course of Business" and "on arm's length basis".

Concern or interest of Directors:

Under the applicable provisions of the Companies Act, 2013 and Listing Regulations, 2015, Mr. C. S. Nopany and Mrs. Shalini Nopany may be deemed to be concerned or interested in the resolution. Save and except the above, none of the other Directors are interested in this resolution.

Your Directors recommend the resolution for your approval.

Item No. 6

The Company at the 81st Annual General Meeting of the Company, held on August 31, 2015, had approved the re-appointment of Mrs. Shalini Nopany as Managing Director of the Company for a period of five years with effect from 25th January, 2015, approving inter alia, the terms of her appointment including remuneration payable to her in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013. The members had

inter alia, approved basic salary of Rs. 2,00,000 per month with the authority to the Remuneration Committee to recommend to the Board to increase the remuneration at appropriate intervals, after taking into account the Company's performance, within the limits contained in the Companies Act, 2013 (or any amendment thereto) or otherwise as may be permissible in law. The Members also authorized the Board of Directors of the Company to alter or vary the terms of appointment of Mrs. Shalini Nopany, including as to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/variation remained within the limits specified in Schedule V to the Companies Act, 2013, or any statutory amendment or re-enactment thereof.

Taking into consideration the present salary of the Managing Director and the performance of the Company, the Board of Directors at their meeting held on 06.02.2017, on the recommendations made by the Nomination and Remuneration Committee, has approved the proposal to increase the salary of Mrs. Shalini Nopany, Managing Director from Rs.2,00,000/- per month to Rs. 5,00,000/- per month without any entitlement to commission on net profits w.e.f. 01.01.2017. Except for the aforesaid revision in salary, all other terms and conditions of her appointment as the Managing Director of the Company, shall remain unchanged.

As the terms for revision in remuneration proposed above are well within/in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

None of the directors [except Mrs. Shalini Nopany, Managing Director and Mr. C.S.Nopany (being related to the Managing Director)] or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set forth as above for the approval of members as Ordinary Resolution.

Item No. 7:

The Securities and Exchange Board of India (SEBI) had found some irregularities in the dealings of Sharepro Services (I) Pvt. Ltd. (Sharepro), Registrar and Transfer Agent. SEBI vide an ex parte ad interim order bearing number WTM/RKA/MIRSD2/41/2016 dated March 22, 2016 (the "**SEBI Order**") had directed the companies who were clients of Sharepro to conduct a thorough audit of the records and systems of Sharepro for the last 10 years with respect to dividends paid and transfer of securities to determine whether dividends have been paid to actual / beneficial holders and whether securities have been transferred as per the provisions of the law. Further, SEBI had also advised clients of Sharepro to switchover their activities relating to a Registrar and Share Transfer Agent, either in-house or through another Registrar and Share Transfer Agent registered with SEBI.

In compliance with the aforesaid SEBI Order and pursuant to Regulation 30 of LODR read with Regulation 7 of the LODR, the Board at their meeting held on 31st March, 2016 had approved the appointment of M/S. LINK INTIME INDIA PRIVATE LIMITED (the "**Registrar and Transfer Agent**" or "**RTA**"), the contact details of which are provided hereunder, as new Registrar and Transfer Agent ("**RTA**") of the Company in place of the existing RTA, Sharepro with effect from 1st April, 2016.

Name of the RTA : Link Intime India Private Limited
Address of RTA : C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083
Telephone Number : 022 49186000
Fax Number : 022 49186060
Email ID : rnt.helpdesk@linkintime.co.in

As per the provisions of Section 94 of the Act read with the Companies (Management and Administration) Rules, 2014 ("**Management Rules**"), the Register of Members and other Security Holders, if any together with the index of members and other security holders, if any, maintained under Section 88 of the Act and copies of the annual return filed under Section 92 has to be kept and maintained at the Registered Office of the Company, unless a Special Resolution is passed by the Shareholders of the Company for keeping such Registers or copies of Returns at a place in India, other than Registered Office of the Company where one-tenth of the total number of members entered in the register of members reside.

Due to any change in RTA, your Company proposes to shift its register of members together with index of members and register of other security holders together with Index of other security holders, if any, and copies of the Annual Returns prepared, together with the copies of certificates and documents required to be annexed thereto and other related books, to the office of the RTA at C-101, 247 Park, L.B.S Marg, Vikhroli (West) Mumbai- 400083 or such at other place within Mumbai where the Registrar and Transfer Agent may shift its office from time to time.

None of the other directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set forth as above for the approval of members as Special Resolution.

**By Order of the Board
For SIL Investments Limited**

Lokesh Gandhi
**Company Secretary and
Compliance Officer
Membership No. F9053**

Place: Kolkata
Date: 29.05.2017

ANNEXURE

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

Particulars	Mr.C S Nopany
DIN No.	00014587
Date of birth	19.09.1965
Date of appointment	18.06.1993
Qualification	CA, Master Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburgh, Pennsylvania, USA.
Expertise in specific functional areas	Mr. C S Nopany, is an eminent industrialist having industrial experience in diverse fields like sugar, tea, shipping, textiles, fertilizers and chemicals etc. He is past President of Indian Chamber of Commerce.
Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Chambal Fertilisers & Chemicals Limited 2. Sutlej Textiles And Industries Limited 3. New India Retailing & Investment Limited. 4. Yashovardhan Investment & Trading Company Limited. 5. Ronson Traders Limited. 6. Magadh Sugar & Energy Limited 7. Avadh Sugar & Energy Limited 8. Ganges Securities Limited 9. Palash Securities Limited
Memberships/ Chairmanships of Committees of other Indian public companies	<p>Stakeholders Relationship Committee - Chairman :</p> <ol style="list-style-type: none"> 1. Ronson Traders Ltd. <p>Nomination & Remuneration Committee - Member</p> <ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited <p>Corporate Social Responsibility Committee -</p> <ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited - Member 2. Magadh Sugar & Energy Limited- Chairman
Number of Shares held in the company	1209

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

May 29, 2017

Dear Shareholders,

Sub: Green Initiative in Corporate Governance.

As a responsible Corporate Citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India (MCA) vide its Circular Nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011.

The Green Initiative endeavors to reduce consumption of paper, in turn preventing deforestation and contributes towards a green and clean environment-a cause that we at SIL Investments Ltd. are committed to. This initiative is also aligned to our Mission Statement of demanding that everything we do leads to a clear, healthier, safer environment. In furtherance of these initiatives, the company invites its shareholders to participate in the Green Initiatives to affirm its commitment towards future generations.

Keeping in view the above, your company proposes to send documents like Notice convening Annual General Meeting, Audited Financial Statements, Directors' Report, and Auditors' Report etc in electronic form. For supporting this initiative:-

- 1) **If you hold shares in electronic form**, kindly intimate your email ID to your Depository Participant (DP). The same will be deemed to be your registered email address for serving notices/documents.
- 2) **If you hold shares in physical form**, kindly intimate your email ID to the Company's Registrar & Transfer Agent (RTA) at the following address:

<p>M/s Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083 Email ID: rnt.helpdesk@linkintime.co.in Telephone No. 022 - 4918 6000</p>
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- 3) You may also register your E-mail ID with us on our company's website www.silinvestments.in, after quoting your Client ID and DP ID. However a request letter in confirmation should be sent to us duly signed by the first/sole holder as per the specimen signature recorded with the RTA and should mention your correct folio number.

If you do not register your email ID, a physical copy of the Annual Report and other communication/documents will be sent to you free of cost, as per the current practice. These documents will also be available on the Company's website www.silinvestments.in.

It may be noted that you will be entitled to be furnished free of cost, with a copy Annual Report and all other documents required by law upon receipt of a requisition from you, any time, as a member of the Company.

We strongly urge you to support this 'Green Initiative' and opt for electronic mode of communication by advising your email ID to your DP/M/s Link Intime India Private Limited

We solicit your support to join in this initiative in reducing the impact on the environment and receive all communications electronically.

Thanking You.

Yours truly,

For SIL Investments Ltd.

Lokesh Gandhi

Company Secretary and Compliance Officer

Membership No. F9053

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FORM NO. MGT -11

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 Third Annual General Meeting of the Company, to be held on Thursday, August 31, 2017 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:

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

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

3. Name :
 Address :
 E-mail ID :
 Signature

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

		Vote	
Sr. No.	RESOLUTIONS	For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements (standalone & consolidated) for the year ended March 31, 2017		
2.	Approval of Dividend		
3.	Re-appointment of Shri C S Nopany as a Director, who retires by rotation.		
4.	Appointment of M/s. M/s Jitendra K. Agarwal & Associates, Chartered Accountants (ICAI Firm Registration No. 318086E) as Statutory Auditors and fixing their remuneration.		
Special Business			
5.	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.		
6.	Revision in terms of remuneration of Mrs. Shalini Nopany, Managing Director of the Company		
7.	Maintenance of the Register of Members and Related Books at a Place other than the Registered Office of the Company		

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 _____ 2017.

Signature of Shareholder : _____

Signature of Proxy holder (s) : _____



Notes:

1. 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.
2. A Proxy need not be a member of the Company.
3. 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.

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NECS MANDATE FORM

1. Share holder's name (in Block letters) : _____
 {First holder}
 : _____
 {Joint holder(s)}
2. Folio Number (for Physical shares) :

--	--	--	--	--	--	--	--
3. Client Id No. (for Dematerialised shares) : _____
- (i) -NSDL :

--	--	--	--	--	--	--	--
- (ii) -CDSL :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
4. Number of Shares : _____
5. Bank Name : _____
6. Branch Name & Address : _____
7. Status of the Investor : _____
- (Mark "√" in the appropriate box) : Resident Non-Resident
8. Account Types : _____
- (Mark "√" in the appropriate box) : Saving Current
9. Account Number : _____
10. Ledger Folio No. of the A/C : _____
- (If appearing on Cheque Book) : _____
11. Nine digit code number of the Bank : _____
- and Branch appearing on the Cheque :

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I/We hereby declare that the particulars given above are correct and complete. If credit is not effected for reasons of incomplete or incorrect information, I/We would not hold the Company responsible.

Place: _____ Signature of the First holder
 Date : _____ Name of the First holder
 Note: In case, shares are held in electronic form, kindly submit ECS particulars to your Depository Participants(DPs)

Certificate of the Shareholder's Bank

Certified that the particulars of the Bank Account furnished above are correct as per our records.

Bank Stamp: _____ Signature of the authorized
 Date: _____ Official of the Bank

Note: Please attach a Photocopy of Cheque issued by your Bank relating to your bank account for verifying the accuracy of the code number.

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83rd Annual General Meeting

ATTENDANCE SLIP

(Please bring this attendance slip to the meeting hall and hand it over at the entrance)

(Only Shareholders or Proxies will be allowed to attend the meeting)

Sr. No.

Name and Address of the Shareholder :

Name(s) of the Joint Holder(s) if any :

Registered Folio No. / DP ID No. & Client ID :

No. of Shares held :

Name of the proxy/Representative, if any :

I / We hereby record my / our presence at the Eighty Third Annual General Meeting of the Company being held on Thursday, the 31st August, 2017 at 10.30 a.m. at the Registered Office of the Company at Pachpahar Road, Bhawanimandi 326502, Rajasthan.

Signature of Shareholder(s) 1. _____

2. _____

Signature of Proxyholder _____

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

ELECTRONIC VOTING PARTICULARS

EVEN (e-voting event number)	User ID	Password / PIN

Note: Please read the instructions for voting through electronic means printed under the Note No.19 to the Notice of the Eighty Third Annual General Meeting dated 29th May, 2017. The voting period starts from 09.00 a.m. on August 27, 2017 and ends at 05.00 p.m. on August 30, 2017.