

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, 2018

You are cordially invited to attend the Eighty Fourth Annual General Meeting of the Company, to be held on Friday, 31st August, 2018 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 31st August, 2018 from Bhawanimandi Railway Station (East), Pachpahar Road, Dist. Jhalawar (Rajasthan), to reach the meeting venue comfortably.

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

You may also send your request by email to lokeshgandhi@silinvestments.in. Your requests must reach us latest by 29th August, 2018.

Yours truly,

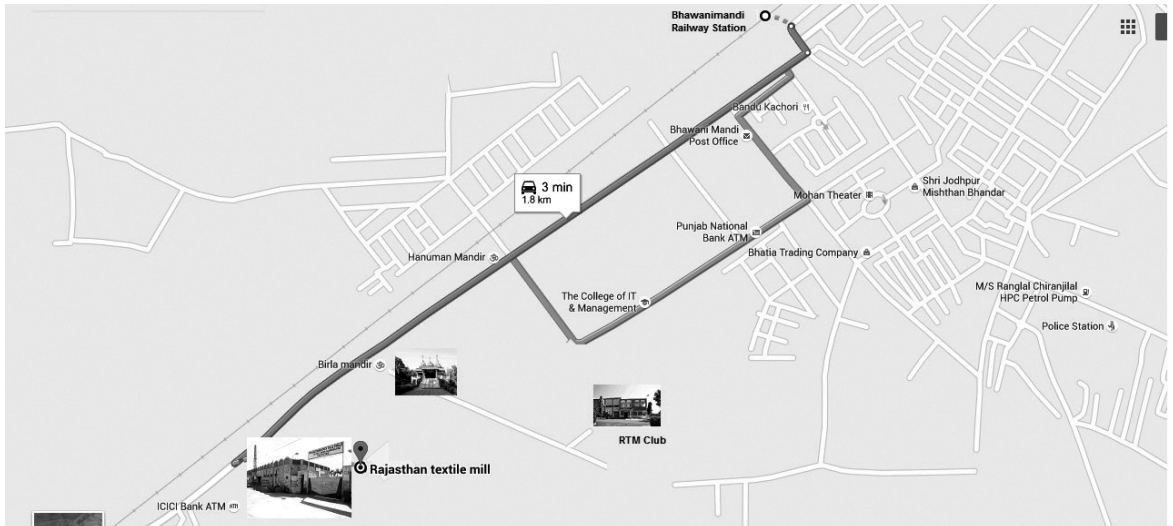
Brij Mohan Agarwal

Director- In- Charge

Place : Kolkata

Date: 08th May, 2018

ROUTE MAP



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

NOTICE is hereby given that the Eighty Fourth Annual General Meeting of the Shareholders of SIL Investments Limited, will be held on Friday, 31st August, 2018, at 10.30 a.m. at the Registered Office of the Company at Pachpahar Road, Bhawanimandi - 326502 (Rajasthan) to transact the following business:-

A. AS ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone Audited Financial Statements of the Company as at 31st March, 2018, together with the Reports of the Auditors and Directors thereon.
2. To receive, consider and adopt the consolidated Audited Financial Statements of the Company as at 31st March, 2018, together with the Reports of the Auditors thereon.
3. To declare Dividend, if any.
4. To appoint a Director in place of Mr. C. S. Nopay (DIN - 00014587) who retires by rotation and being eligible, offers himself for re-appointment.

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) authorised 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 aforesaid authorization 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 authorized to do, perform, or cause to be done all such acts, deeds, matters and things as may be incidental, necessary or desirable to give effect to the above resolution.

RESOLVED FURTHER THAT the Board is hereby authorized 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.”

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

Lokesh Gandhi

Company Secretary and

Compliance Officer

Membership No.: F9053

Place: Kolkata
Date: 08.05.2018

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. 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. 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 Companies Act, 2013, in respect of the special business to be transacted at the Annual General Meeting (AGM) as set out in the Notice, is annexed hereto.
5. Pursuant to Section 170 of the Companies Act, 2013, and Regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 25th August, 2018 to 31st August, 2018 (both days inclusive) for the purpose of the Annual General Meeting and Dividend.
6. The Dividend for the financial year ended 31st March, 2018, as recommended by the Board, if approved at the AGM, will be paid on or after 05th September, 2018 to those members whose name appears in the Register of Members of the Company as on the book closure dates.
7. Pursuant to provisions of Section 124(5) of the Companies Act, 2013, dividends which remains unclaimed / un-encashed for a period of 7 consecutive years is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government established under sub-section (1) of Section 125 of the Companies Act, 2013. Therefore, shareholders who have not encashed their dividend for the financial year 2010-11 to 2016-17 should lodge their request for the same with the Company's Registrar and Transfer Agent (RTA) or the Company. The new 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 IEPF Authority. In accordance with the aforesaid IEPF Rules, the Company after sending notices to all the shareholders whose shares were due to be transferred to the IEPF Authority and after publishing newspaper advertisement, have transferred the shares pertaining to those shareholders who had not encashed their dividends for 7 consecutive years to the IEPF Authority. The list of the shareholders whose shares have been transferred to the IEPF Authority is available on the website of the Company at www.silinvestments.in. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 31st August, 2017 (date of last AGM) 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 RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares.
9. 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 along with a photocopy of a leaf of their cheque book bearing bank account number, on or before 22nd August 2018. 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/RTA) for appropriate action before close of business on 22nd August 2018. The said details in respect of the shares held in physical form should be sent to the Company/RTA for appropriate action before close of business on 22nd August 2018.

10. The Company's Shares are listed on the following Stock Exchanges:

1. BSE 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.

11. Members of the Company had approved the appointment of M/s. Jitendra K. Agarwal & Associates, Chartered Accountants, as the Statutory Auditors at the Eighty Third AGM of the Company which is valid till Eighty Eight AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.

12. Particulars pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges of the Director being re-appointed / appointed are annexed hereto to this notice.

13. Electronic copy of the Notice of the 84th AGM 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) and physical copy is 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 Link Intime India Pvt. Ltd., RTA 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 and those who have received the Annual Report and Notice in electronic mode may request the same at the Registration Counter at the AGM.
- 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 RTA in case the shares are held in physical form; and in case the shares are held in dematerialized form, the information should be passed on directly to their respective Depository Participant and not to the Company / RTA, without any delay.

16. The route map for easy location of the venue of AGM is attached with the Notice. The Notice of AGM (including the route map) and Annual Report 2017-18 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. **Registered Office:**

Pachpahar Road,
Bhawanimandi (Rajasthan)-326502.

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 under:

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting and who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th August, 2018 (9:00 am) and ends on 30th August, 2018 (5:00 pm). During this period, members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th August, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the

company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN"

in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mihenhalani@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. You can also update your mobile number and e-mail id in the user profile details of the

folio which may be used for sending future communication(s).

- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th August, 2018.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after 20th July, 2018 i.e. the BENPOS date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 24th August, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or santosh.jaiswal@linkintime.co.in
- VIII. 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 through ballot paper.
- IX. Mr. Mihen Halani of Mihen Halani & Associates, Practicing Company Secretary has been appointed 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.
- X. The Chairman shall at the end of discussion on the resolutions on which voting is to be held at the AGM, allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper/Polling Paper" for all those members who are present at the AGM and who have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the AGM, will 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.
- XII. The Results declared along with 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: 08.05.2018

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

The following statement sets out all material facts relating to Item No. 5 mentioned in the accompanying Notice.

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") all material related party transactions require approval of the shareholders through an ordinary resolution.

Your 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 various bodies corporate.

A substantial portion 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. A list of entities who may come in the ambit of "Related Parties" from amongst the Qualified Bodies Corporate ("QBCs") to whom the Company lends its funds (either own or borrowed), is given below along with the relative ceiling limits as fixed by the Board:

Sr. No.	Name of Companies	Limits/ Amounts (Rs. in crore)
1.	Avadh Sugar & Energy Limited	50.00
2.	Magadh Sugar & Energy Limited	50.00
3.	SCM Investments & Trading Company Limited	20.00
4.	RTM Investments & Trading Company Limited	38.00
5.	Champaran Marketing Company Limited	20.00
6.	Hargaon Investment & Trading Company Limited	20.00
7.	Sutlej Textiles and Industries Limited	20.00
8.	Uttar Pradesh Trading Company Limited	20.00
9.	Yashovardhan Investment & Trading Company Limited	20.00

(The overall ceiling on the inter corporate loans / deposits by the Company to all parties taken together, inclusive of list above, is currently Rs. 200 crore)

The Company advances loans to various QBCs (including the aforesaid QBCs) in the ordinary course of its business and on an arms-length basis and on known parameters. The advance of loans to the above QBC's may however, come under the ambit of Material Related Party Transactions according to the SEBI (Listing Obligations and Disclosure Requirements) 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 approval of the shareholders is sought for transactions that may be entered into from time to time, with the Related Parties as stated above and on terms and conditions as approved by the Audit Committee and the Board. The transactions shall invariably be in the "ordinary course of business" and on "arm's length basis".

Concern or interest of Directors:

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.

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

Lokesh Gandhi

Company Secretary and
Compliance Officer
Membership No.: F9053

Place: Kolkata
Date: 08.05.2018

ANNEXURE

PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS, 2015 WITH THE STOCK EXCHANGES, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Particulars	Mr. C. S. Nopany
Designation	Non-Executive Chairman
Age	52 years
DIN No.	00014587
Date of appointment	18.06.1993
Qualification	CA, Masters Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburgh, 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, chemicals, etc. He was the past president of Indian Chamber of Commerce.
Directorships held in other public companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Chambal Fertilizers & 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:</p> <ol style="list-style-type: none"> 1. Ronson Traders Limited – Chairman <p>Nomination & Remuneration Committee:</p> <ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited – Member <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	1,209 Shares
Inter-se relationships between Directors	Spouse of Mrs. Shalini Nopany
No. of Board Meetings attended during the financial year 2017-18	5 of 7
Details of Remuneration last drawn (Rs.) (includes commission for FY 2017-18 payable after the 84th AGM of the Company)	Rs. 1,12,500/-
Terms and conditions of re-appointment	Mr. C. S. Nopany has been appointed as a Non-Executive Director, liable to retire by rotation.
Details of proposed remuneration	As per existing terms and conditions and in accordance with the provisions of Companies Act, 2013.

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

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

NECS MANDATE FORM

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

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3. Client Id No. (for Dematerialized shares) : _____
(i) – NSDL :

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(ii) – CDSL :

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4. Number of Shares : _____
5. Bank Name : _____
6. Branch Name & Address : _____

7. Status of the Investor : Resident Non-Resident
(Mark "✓" in the appropriate box)
8. Account Types : Saving Current
(Mark "✓" in the appropriate box)
9. Account Number : _____
10. Ledger Folio No. of the A/C : _____
11. Nine digit code number of the Bank :

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and Branch appearing on the Cheque

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.

Signature of the First Holder

Name of the First holder

Place:

Date :

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
Official of the Bank

Date:

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

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 - Form No. MGT-11]

CIN : **L1730RJ1934PLC002761**
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 Fourth Annual General Meeting of the Company, to be held on Friday, 31st August, 2018 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:

Sr. No.	Resolutions	Vote	
		For	Against
Ordinary Business			
1.	Adoption of Standalone Audited Financial Statements for the year ended 31 st March, 2018.		
2.	Adoption of Consolidated Audited Financial Statements for the year ended 31 st March, 2018.		
3.	Declaration of Dividend.		
4.	Re-appointment of Mr. C. S. Nopany as a Director, who retires by rotation.		
Special Business			
5.	Power 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.		

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 _____ 2018.

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.

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

08th May, 2018

Dear Shareholder,

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).

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, your 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:

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

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 of 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 / Link Intime India Pvt. Ltd. / the Company.

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 Limited**

Lokesh Gandhi

Company Secretary and Compliance Officer

Membership No.: F9053

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84th 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 Shareholder(s) if any	:
Registered Folio No./ DP ID No. & Client ID	:
Number of Shares held	:
Name of the Proxy/Representative, if any	:

I / We hereby record my / our presence at the Eighty Fourth Annual General Meeting of the Company being held on Friday, the 31st August, 2018 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 Proxy holder _____

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 Note No.19 to the Notice of the Eighty Fourth Annual General Meeting dated 08th May, 2018. The voting period starts from 09.00 a.m. on 27th August, 2018 and ends at 05.00 p.m. on 30th August, 2018.