

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 22nd August, 2019

You are cordially invited to attend the Eighty Fifth Annual General Meeting of the Company, to be held on Thursday, 22nd August, 2019 at 11.00 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 10.00 a.m. on 22nd August, 2019 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 number: (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 20th August, 2019.

Yours truly,

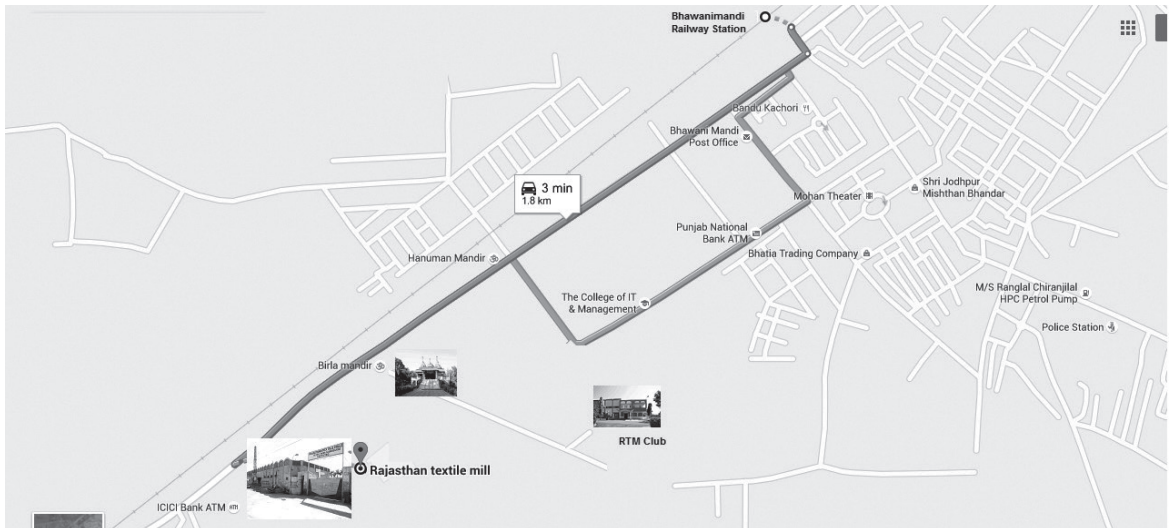
Lokesh Gandhi

Company Secretary and Compliance Officer

Place : Kolkata

Date: 10th May, 2019

ROUTE MAP



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

NOTICE is hereby given that the Eighty Fifth Annual General Meeting of the members of SIL Investments Limited, will be held on Thursday, 22nd August, 2019 at 11.00 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, 2019, 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, 2019, 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. Nopany (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 a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V to the Companies Act, 2013 (the Act) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other applicable provisions of the Act, (including any statutory modification/s or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Brij Mohan Agarwal (DIN: 03101758) as an “Executive Director” (Designated as ‘Director-in-Charge’) of the Company for a period of 3 (three) years with effect from 31st March, 2019, upon the terms and conditions set out in the Explanatory Statement of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter and / or vary the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Brij Mohan Agarwal which shall be in accordance with the provisions of the Act and the prescribed rules made thereunder (including any statutory modifications(s) or re-enactment thereof), for the time being in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay Mr. Brij Mohan Agarwal remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Act as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

Item no. 6

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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

Mr. Sanjay Goenka (DIN 00420444), who was appointed as an Independent Director and who holds office as an Independent Director upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from 23rd August, 2019 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one Director / Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this 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 Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shrikant Mantri (DIN: 01240147), who was appointed by the Board of Directors as an Additional Director (Independent) of the Company with effect from 10th May, 2019 and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Shrikant Mantri for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years commencing from 10th May, 2019, not be liable to retire by rotation.

RESOLVED FURTHER THAT any one Director / Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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 in compliance with and subject to the provisions of the Companies Act, 2013 and the rules framed thereunder and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), 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 from time to time, within the overall limit prescribed as listed in the explanatory statement hereto.

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: 10th May, 2019

NOTES FOR MEMBERS' ATTENTION

1. 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.
2. 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 as proxy and such person cannot act as a proxy for any other person or member.
3. 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 Annual General Meeting (AGM). 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.
4. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the AGM as set out in the Notice, is annexed hereto.
6. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) and the relevant provisions of the Companies Act, 2013, the Record Date fixed for the purpose of the Dividend entitlement is Wednesday, 21st August, 2019.
7. The Dividend for the financial year ended 31st March, 2019, as recommended by the Board, if approved at the AGM, will be paid on or after 27th August, 2019 to those members whose name appears in the Register of Members of the Company as on the Record Date.
8. Pursuant to provisions of Section 124(5) of the Companies Act, 2013, dividends which remains unclaimed / un-encashed for a period of 7 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, members who have not encashed their dividend for the financial year 2011-12 to 2017-18 should lodge their request for the same with the Company's Registrar and Transfer Agent (RTA) or the Company. The IEPF Rules mandate the companies to transfer the shares of members whose dividends remain unpaid / unclaimed for a period of 7 consecutive years to the demat account of IEPF Authority. In accordance with the aforesaid IEPF Rules, the Company after sending notices to all the members whose shares were due to be transferred to the IEPF Authority and after publishing newspaper advertisement, have transferred the shares pertaining to those members who had not encashed their dividends for 7 consecutive years to the IEPF Authority. The list of the members 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 members 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, 2018 (date of last AGM) are available on the website of the Company www.silinvestments.in. The members whose dividend / shares are transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund procedure as detailed on the website of the IEPF Authority <http://www.iepf.gov.in/>.
9. As per Regulation 40 of Listing Regulations, 2015, transfer of securities will not be processed unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per SEBI Circular.
10. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account

Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. The said details will also be required in the following cases viz. deletion of name, transmission of shares and transposition of shares.

Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

11. Members desirous of availing the facility of Electronic Credit of dividend are requested to fill up the 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 14th August, 2019. 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 14th August, 2019. The said details in respect of shares held in physical form should be sent to the Company/RTA for appropriate action.
12. Members of the Company had approved the appointment of M/s. JKVS & Co. (formerly known as M/s. Jitendra K. Agarwal & Associates), Chartered Accountants, as the Statutory Auditors at the Eighty Third AGM of the Company which is valid till the 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. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.
13. Particulars pursuant to Regulation 36(3) of Listing Regulations, 2015, in respect of Directors being re-appointed / appointed are annexed hereto to this notice.
14. Electronic copy of the Notice of the 85th 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.
15. 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 shares held in physical and demat form. Please quote on all such correspondence - "Unit - SIL Investments Limited".
16. 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 about 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.
17. 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 2018-19 will be available on the website of the Company at www.silinvestments.in
18. 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.

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 Listing Regulations, 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 AGM 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 AGM 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 19th August, 2019 (9:00 am) and ends on 21st August, 2019 (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 14th August, 2019, 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 is as under:

Step 1:

- 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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) Click on "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 members

1. Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority letter, etc. 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 Members and e-voting user manual for Members 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 14th August, 2019.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after 19th July, 2019 i.e. the BENPOS date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 14th August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ashok.sherugar@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 M/s. Mihen Halani & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process to ensure it is conducted in a fair and transparent manner.
- X. The Chairman at the AGM, at the end of discussion on the resolutions on which voting is to be held, 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, 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 48 hours 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 of the meeting 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 of the meeting 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: 10th May, 2019

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

The following statement sets out all material facts relating to item nos. 5 to 8 mentioned in the accompanying Notice.

Item No. 5

The members of the Company upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors had appointed Mr. Brij Mohan Agarwal as an Executive Director (designated as Director-in-Charge) of the Company for a period of 3 (three) years from 31st March, 2016 to 30th March, 2019. The Board of Directors at its meeting held on 06th February, 2019 upon recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Brij Mohan Agarwal as an "Executive Director" (designated as "Director-in-Charge") of the Company for a period of 3 (three) years commencing from 31st March, 2019 in accordance with the provisions laid down in Section 196, 197 and Schedule V of the Companies Act, 2013 (the Act) subject to the approval of the members of the Company.

Mr. Brij Mohan Agarwal, is a Commerce Graduate and also a M.B.A in Finance. Considering his qualification and wide experience, the re-appointment of Mr. Brij Mohan Agarwal will be in the best interest of the Company.

Mr. Brij Mohan Agarwal satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Act for being eligible to be appointed as an Executive Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The disclosure under Regulation 36(3) of the Listing Regulations, 2015 is set out in the Annexure to the Explanatory Statement.

Mr. Brij Mohan Agarwal shall be entitled for payment of remuneration by way of commission, which shall be within the overall ceiling as per provisions of Section 196, 197 and other applicable provisions, if any read with Schedule V of the Act and Rules made thereunder, as amended from time to time, which shall be determined by the Board of Directors of the Company.

Mr. Brij Mohan Agarwal shall not be liable to retire by rotation as a Director.

The above may be treated as an abstract of the terms of appointment of Mr. Brij Mohan Agarwal under Section 190 of the Act.

The Board of Directors of your Company recommends the special resolution set out in item no. 5 for approval of the members.

Save and except Mr. Brij Mohan Agarwal none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested, in the proposed resolution.

Item No. 6

As per the provisions of Sections 149, 152 and Schedule IV of the Act read with the relevant Rules thereunder as amended, the Company had appointed Mr. Sanjay Goenka as an Independent Director at the Annual General Meeting of the Company held on 23rd August, 2014 for a term of five consecutive years. The appointment was effective from 23rd August, 2014.

Mr. Goenka will be completing his first term of appointment on 22nd August, 2019. He is eligible for re-appointment for another term of five consecutive years subject to approval of the members by way of a special resolution.

Mr. Goenka has consented to his re-appointment and confirmed that he is not disqualified for re-appointment as an Independent Director.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Mr. Goenka, has recommended re-appointment of Mr. Goenka as Independent Director of the Company for a second term of 5 (five) consecutive years.

The Board, based on the performance evaluation of Mr. Goenka and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Goenka will be beneficial to the Company.

In terms of Section 149 and other applicable provisions of the Act, it is proposed to re-appoint Mr. Goenka as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years.

The Company has received a declaration from Mr. Goenka confirming that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and as per

Listing Regulations, 2015. In the opinion of the Board, he fulfills the conditions for re-appointment as an Independent Director and he is independent of the Management.

The disclosure under Regulation 36(3) of the Listing Regulations, 2015 is set out in the Annexure to the Explanatory Statement.

A copy of the draft letter for appointment of Mr. Goenka setting out the terms and conditions of his re-appointment will be available for inspection by the members at the Registered Office of the Company during office hours on all working days till the date of the Annual General Meeting.

The Board of Directors of your Company recommends the special resolution set out in item no. 6 for approval of the members.

Save and except Mr. Goenka none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested, in the proposed resolution.

Item No. 7

Mr. Shrikant Mantri was appointed as an Additional Director (Independent) at the Board meeting held on 10th May, 2019. Pursuant to the provisions of Section 160 of the Act, Mr. Mantri holds 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 Act has been received in writing from the member proposing the candidature of Mr. Mantri for the office of the Director (Independent) of the Company.

The Company has received a declaration from Mr. Mantri confirming that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and Listing Regulations, 2015.

Mr. Mantri is the founder and Group Chairman of GPSK Investment Group. He has experience of about forty years in the securities market, commodities market and other businesses.

Having regard to his background and wide experience, the appointment of Mr. Mantri will be in the best interest of the Company.

In the opinion of the Board, Mr. Mantri fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. It is proposed to appoint Mr. Mantri for a term of 5 (five) consecutive years w.e.f 10th May, 2019 and he shall not be liable to retire by rotation.

The disclosure under Regulation 36(3) of the Listing Regulations, 2015 is set out in the Annexure to the Explanatory Statement.

A copy of the draft letter for appointment of Mr. Mantri setting out the terms and conditions of his appointment will be available for inspection by the members at the Registered Office of the Company during office hours on all working days till the date of the Annual General Meeting.

The Board of Directors of your Company recommends the special resolution set out in item no. 7 for approval of the members.

Save and except Mr. Mantri none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested, in the proposed resolution.

Item No. 8

As per Regulation 23 of the Listing Regulations, 2015 and Section 184 of the Act, all material related party transactions require approval of the members 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 investment and I of funds by way of Inter Corporate Deposits.

A substantial portion of the revenue generated by the Company is from divid and interest income. A list of entities who may come in the ambit of "Related Parties" from amongst the Qualified Bodies Corporate ("QBCs") to whom the Company I its funds (either own or borrowed), is given below along with the relative ceilim 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 Im estments & Tradim Company Limited	20.00
4.	RTM Im estments & Tradim Company Limited	38.00
5.	Champaran Marketim Company Limited	20.00
6.	Hargaon Im estment & Tradim Company Limited	20.00
7.	Sutlej Textiles and Im ustries Limited	20.00

Sr. No.	Name of Companies	Limits/ Amounts (Rs. in crore)
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 Listing Regulations, 2015 and applicable provisions of the Act.

SEBI has prescribed that all Related Party Transactions shall require prior approval of the Audit Committee and all Material Transactions with Related Parties shall require approval of the members of the Company through ordinary resolution and the related parties shall abstain from voting on the 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 members 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".

The Board of Directors of your Company recommends the resolution set out in item no. 8 for approval of the members.

Save and except Mr. C. S. Nopany and Mrs. Shalini Nopany, none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested, in the proposed resolution.

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

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

Place: Kolkata
Date: 10th May, 2019

ANNEXURE

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

Particulars	Mr. C. S. Nopany	Mr. Brij Mohan Agarwal
Designation	Non-Executive Chairman	Executive Director
Age	53 years	48 years
DIN No.	00014587	03101758
Date of appointment	18 th June, 1993	31 st March, 2016
Qualification	CA, Masters Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburgh, USA.	B.Com., M.B.A.
Expertise in specific functional areas	Mr. C. S. Nopany is an eminent industrialist having industrial experience in diverse fields like finance, sugar, tea, shipping, textiles, fertilizers, chemicals, etc. He was the past president of Indian Chamber of Commerce.	Mr. Brij Mohan Agarwal has several years of experience in the management of NBFC companies.
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 	<ol style="list-style-type: none"> 1. Moon Corporation Ltd. 2. Ronson Traders Ltd. 3. RTM Investment & Trading Co. Ltd. 4. OSM Investment & Trading Co. Ltd. 5. SCM Investment & Trading Co. Ltd. 6. Sidh Enterprises Ltd. 7. Allahabad Canning Ltd.
Memberships / Chairmanships of Committees of other Indian public companies	<p>Stakeholders Relationship Committee:</p> <ol style="list-style-type: none"> 1. Ronson Traders Ltd. - 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 - Chairman 2. Magadh Sugar & Energy Limited - Chairman 	<p>Audit Committee:</p> <ol style="list-style-type: none"> 1. Sidh Enterprises Ltd. - Member 2. Ronson Traders Ltd.- Member 3. Allahabad Canning Ltd. - Member

Particulars	Mr. C. S. Nopany	Mr. Brij Mohan Agarwal
Number of Shares held in the Company	1,209	Nil
Inter-se relationships between Directors	Spouse of Mrs. Shalini Nopany.	Mr. Brij Mohan Agarwal is not related to any other Director.
No. of Board meetings attended during the financial year 2018-19	4 of 5	4 of 5
Details of Remuneration last drawn (Rs.) (including sitting fees)	Rs. 85,000/-	Rs. 50,000/-
Terms and conditions of appointment / re-appointment	Mr. C. S. Nopany is proposed to be re-appointed as a Director of the Company and is liable to retire by rotation.	Mr. Brij Mohan Agarwal is proposed to be re-appointed as an Executive Director (Designated as Director-in-Charge), for a period of 3 (three) years.
Details of proposed remuneration	As per existing terms and conditions and in accordance with the provisions of Companies Act, 2013.	As per existing terms and conditions and in accordance with the provisions of Companies Act, 2013.

Particulars	Mr. Sanjay Goenka	Mr. Shrikant Mantri
Designation	Independent Director	Independent Director
Age	53 years	66 years
DIN No.	00420444	01240147
Date of appointment	24 th July, 2006	10 th May, 2019
Qualification	B.Com.	B.Com. (Hons.)
Expertise in specific functional areas	Involved in Stock Market operations.	He is the Founder and Group Chairman of GPSK Investment Group. He has experience of about forty years in the securities market, commodities market and other businesses.
Directorships held in other public companies (excluding foreign companies)	RTM Investment and Trading Company Limited.	New India Retailing & Investment Limited
Memberships / Chairmanships of Committees of other Indian public companies	Nil	Audit Committee - New India Retailing & Investment Limited - Member
Number of Shares held in the Company	Nil	Nil
Inter-se relationships between Directors	Mr. Sanjay Goenka is not related to any other Director.	Mr. Shrikant Mantri is not related to any other Director.
No. of Board meetings attended during the financial year 2018-19	5 of 5	N.A.
Details of Remuneration last drawn (Rs.) (including sitting fees)	Rs. 1,15,000/-	N.A.
Terms and conditions of appointment / re-appointment	Mr. Sanjay Goenka is proposed to be re-appointed as an Independent Director.	Mr. Shrikant Mantri is proposed to be appointed as an Independent Director.
Details of proposed remuneration	As per existing terms and conditions and in accordance with the provisions of Companies Act, 2013.	As per existing terms and conditions and in accordance with the provisions of Companies Act, 2013.

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

NECS MANDATE FORM

1. Member'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 : Savings 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

Place:

Name of the First holder

Date :

Note: In case, shares are held in electronic form, kindly submit ECS particulars to your Depository Participants (DPs).

Certificate of the Members 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 cancelled Cheque issued by your Bank relating to your bank account for verifying the accuracy of the code number.

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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 - 326 502 (RAJASTHAN)**

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

* Applicable for members 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 Fifth Annual General Meeting of the Company, to be held on Thursday, 22nd August, 2019 at 11:00 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 Resolutions 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, 2019.		
2.	Adoption of Consolidated Audited Financial Statements for the year ended 31 st March, 2019.		
3.	Declaration of Dividend.		
4.	Re-appointment of Mr. C. S. Nopany as a Director, who retires by rotation.		
Special Business			
5.	Re-appointment of Mr. Brij Mohan Agarwal as Executive Director.		
6.	Re-appointment of Mr. Sanjay Goenka as an Independent Director.		
7.	Appointment of Mr. Shrikant Mantri as an Independent Director.		
8.	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 _____ 2019.

Signature of Member : _____

Signature of Proxy holder (s) : _____

Affix ₹ 1
Revenue
Stamp

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

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

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

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

10th May, 2019

Dear Member,

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 and safer environment. In furtherance of these initiatives, your Company invites its members 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 or to the Company at the Registered Office 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 / RTA / 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

