

SIL INVESTMENTS LIMITED

(CIN: L17301RJ1934PLC002761)

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

Tel. No: (07433) 222052/82/90 Fax: (07433) 222354/222916

Email: investor_grievance@sutlej-rtm.co.in Website: www.silinvestments.in

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 and Companies (Management and Administration Rules, 2014)

To

The Members of SIL Investments Limited.

Dear Shareholders,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) [including any statutory modification or re-enactment thereof for the time being in force] whereby the Company seeks approval of the Members, for the following businesses and that the draft resolutions appended below are proposed to be passed by the members as Special Resolution(s) through Postal Ballot:

1. To approve creation of charge on the total assets of the Company to secure its borrowings.
2. To alter the Articles of Association of the Company, by adopting new set of Articles of Association containing regulations conforming to the Companies Act, 2013.

The proposed resolutions and explanatory statement stating the material facts and the reasons thereof are appended below and a postal ballot form is enclosed for your consideration.

The Company has appointed Mr. Rajendra Chouhan, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Members are, therefore, requested to carefully read the instructions printed for voting by “post” or through “electronic means”.

The Scrutinizer will submit his report to the Chairman/Managing Director/Authorized Director after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on or before **17th October, 2014** through Notice Board at the Registered Office of the Company and on the Company’s Website and press advertisements.

Please read carefully the instructions printed on the enclosed Postal Ballot Notice and Form and return the Form duly completed in all respects in the attached self-addressed, postage pre-paid envelope, so as to reach the scrutinizer before the close of working hours on **11th October, 2014**. Members may choose to vote using e-voting facility, the details whereof are specified under instructions to the Postal ballot Form.

In the event the draft Resolutions as set out are assented to by requisite majority of Members by means of a Postal Ballot [the number of votes cast in their favour being not less than three times the number of votes cast, if any, against the said Resolutions], they shall be deemed to have been passed as Special Resolutions at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered to be the date of Extraordinary General Meeting and the date of passing of the said Special Resolutions.

1. To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

“**RESOLVED THAT** in supersession of all earlier resolutions passed by the shareholders of the Company under Section 293(1)(a) and pursuant to section **180(1)(a)** and other applicable provisions, if any, of the Companies Act, 2013, and also that of the Companies Act, 1956 to the extent applicable in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging on such terms and conditions and at such time or times, and in such form and manner, as it may think fit, the whole or substantially the whole of the Company’s any one or more of the undertakings

or all the undertakings, including the present, and/or future properties, whether moveables or immoveables in favour of the financial institutions/banks/any other investing agencies/trustees for the holders of the debentures/ bonds/other instruments issued/to be issued and loans raised/to be raised by the Company from financial institutions/ banks/any other investing agencies or any other person(s)/ bodies corporate upon the terms and conditions as may be decided by the Board of Directors of the Company, to secure loans, debentures, bonds, working capital facilities, or other instruments, in any currency, in accordance with the relevant statutory provisions and guidelines issued in that behalf on private placement basis or otherwise, as the case may be, of an aggregate value not exceeding the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid financial institutions/banks/other parties or any of them under the respective agreements/documents entered into/to be entered into by the Company in respect of the said loans/debentures/ bonds or other instruments.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank pari passu with the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board of Directors and as may be agreed to by and between the concerned parties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise with the aforesaid parties or any of them and execute any and all agreements and documents, necessary for creating mortgages and/or charges as aforesaid and accepting or making any alterations, changes, variations to or in the terms and conditions and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company.”.

2. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013, and in this regard to consider and if thought fit, to pass with or without modification, the following as a Special Resolution :

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Brajmohan Prasad
Company Secretary**

Date : July 25, 2014

Place : Kolkata

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1

Pursuant to provisions of Section 180 (1)(a) of the Companies Act, 2013, the sale, lease or otherwise disposal of the whole or the substantially the whole of the undertaking of the company requires the approval of the members by way of a Special Resolution. The increasing business operations of the Company necessitate use of the borrowing limits by the Board of Directors upto the extent of the existing borrowing limit of Rs. 1,000 Crore. The Board is required to create charge on/mortgage the properties of the company to secure the borrowings. Creating charge/ mortgage on the property of the Company is deemed covered by the said provisions.

The Shareholders of the Company by an Ordinary Resolution at 69th Annual General Meeting of the Company held on 27th September, 2003 had accorded their consent to the Board of Directors for creation of mortgages or charges in order to secure the borrowings of the Company under Section 293(1)(a) of the Companies Act, 1956. The resolution passed under Section 293(1)(a) of the Companies Act, 1956 is valid only upto 1 year from the date of notification of section 180 of the Company Act, 2013 as per the General Circular No.4/2014 dated March 25, 2014 issued by the Ministry of Corporate Affairs, and after this date, the Board of Directors shall exercise the aforesaid powers only with the consent of the Company by a Special Resolution. As per Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management And administration Rules, 2014), consent of the members under Section 180(1)(a) of the Companies Act, 2013 is required to be obtained by means of voting by Postal Ballot.

Hence, your Directors recommend the aforesaid Resolution in Item No.1 of the accompanying Notice for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors / Key Managerial Personnel and their relatives who are members of the Company, is directly or indirectly, concerned or interested in this resolution except to the extent of their respective shareholding in the company.

Item No. 2

The existing Articles of Association ("AoA") of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

Hence with the coming into force of the Act, several regulations of the existing AoA of the Company which have turned redundant, require substantail alteration or deletions. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

Although Table F as such, shall not apply to the Company, and the Company shall be governed by the provisions of the AoA now placed for adoption by the Shareholders, the new AoA to be substituted in place of exiting AoA, remain broadly based on Table 'F' of the Act which sets out the model articles of association for Company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

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

Date : July 25, 2014
Place : Kolkata

**Brajmohan Prasad
Company Secretary**

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form

- 1) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, on or before 11th October, 2014, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- 2) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- 3) Pre-paid Envelopes containing Postal Ballot Form, if posted/deposited in person or sent by courier at the expense of the Members will also be accepted.

E-voting Facility

Process and Manner for members opting for e-voting is as under: –

(A) In case of Members receiving e-mail from NSDL:

- (i) Open e-mail and open PDF file viz. “silinvestments-evoting.pdf” with your client ID or Folio No. as password containing your user ID and Password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder-Login.
- (iv) Put user ID and Password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select Electronic Voting Event Number (EVEN) of SIL Investments Ltd.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: cschouhanr007@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Members receiving Postal Ballot Form by Post:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (A) above, to cast vote.

(C) If you have already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

(D) In case of any queries/grievances connected with the electronic voting, Shareholders may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or contact Mr. V. Kumaresan, Vice President, Sharepro Services (I) Pvt. Ltd., Unit : SIL Investments Ltd., 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka, Andheri (E), Mumbai 400072, Mobile : 098.702.42679, Tel : 022.677.20300 / 400, Email : kumaresan@shareproservices.com.

General

- 1) The Scrutinizer will submit the report to the Chairman/Director after completion of the scrutiny and the results of the Postal Ballot will be announced on or before 17th October, 2014 at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company’s website for information of the Members, besides being communicated to the stock exchanges on which the shares of the Company are listed. The date of declaration of the Postal Ballot results will be taken as the date of passing the Resolutions.
- 2) Members can opt for only one mode of voting i.e either by physical ballot or by electronic mode. In case, any member casts vote through physical ballot as well as electronic mode, then voting done through physical ballot shall prevail and voting done by electronic mode will be treated as invalid.
- 3) The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

SIL INVESTMENTS LIMITED

(CIN: L17301RJ1934PLC002761)

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

Tel. No: (07433) 222052/82/90 Fax: (07433) 222354/222916

Email: investor_grievance@sutlej-rtm.co.in Website: www.silinvestments.in

POSTAL BALLOT FORM

SERIAL No.

1. **Name(s) of Shareholders(s)** :
(Including joint holders, if any)
(in block letters)
2. **Registered address of the sole / first named shareholder** :
3. **Registered folio No./ DP ID No./Client/ID No.*** :
*(Applicable to investors holding Shares in dematerialized form)
4. **Number of shares held** :
5. I/We hereby exercise my/our vote in respect of the **Special Resolutions** set out in the notice dated 25/07/2014 to be passed by means of postal ballot by sending my/our assent (**FOR**) or dissent (**AGAINST**) to the said resolution by placing the tick (✓) mark at the appropriate box below: (Tick in both boxes will render the ballot invalid)

| Sr. No | Item | Type of Resolution | No. of shares | I/We assent to the resolution (FOR) | I/We dissent to the resolution (AGAINST) |
|--------|---|--------------------|---------------|-------------------------------------|--|
| 1. | Special resolution to mortgage, hypothecate otherwise charge, dispose off as may be necessary of all immovable and movable properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 and to authorize the Board to perform all such acts, deeds, and things as may be necessary, desirable or expedient in connection therewith. | Special | | | |
| 2. | Substitution and Adoption of new Articles of Association in place of existing Articles of Association | Special | | | |

Place:

Date:

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

| EVEN (E-Voting Number) | USER ID | PASSWORD / PIN |
|------------------------|---------|----------------|
| | | |

Notes :

1. Please read the Instructions printed overleaf carefully before exercising your vote.
2. Please send your Postal Ballot Form in the Envelope enclosed herewith on or before 11th October, 2014.

INSTRUCTIONS :

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if sent by courier at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. Unsigned Postal Ballot Forms will be rejected.
6. A Member need not use all the votes nor needs to cast all the votes in the same way.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 11th October, 2014. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope other than as mentioned in Item No. 3 above.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on 05th September, 2014.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
12. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Postal Ballot Notice. The same will be hosted on the Company's website www.silinvestments.in for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed. The results will thereafter be published in newspaper(s).