

# SIL INVESTMENTS LIMITED

(CIN: L17301RJ1934PLC002761)

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## NOTICE FOR EXTRA-ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extra-Ordinary General Meeting ("EGM") of the Members of SIL Investments Limited, will be held on Monday, 13<sup>th</sup> December, 2021 at 11.00 a.m. through Video Conference (VC) or any Other Audio-Visual Means (OAVM) to transact the following special busines:

### Item No. 1

#### APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY

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

**"RESOLVED THAT** in supersession of the ordinary resolution passed by the Members at the 83<sup>rd</sup> Annual General Meeting of the Company and pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the relevant rules thereunder, and pursuant to the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Reserve Bank of India ("RBI") Guidelines (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. SGCO & Co., LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 112081W/W100184), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines, be and are hereby appointed as the Statutory Auditors of the Company, to fill the casual vacancy in the office of the Company's Statutory Auditors caused due to resignation of M/s JKVS & Co., Chartered Accountants, (Firm Registration No.: 318086E) and they shall hold office from the conclusion of this Extra-Ordinary General Meeting till conclusion of the 88<sup>th</sup> Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending 31<sup>st</sup> March, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to fix the remuneration payable to the Statutory Auditors of the Company, from time to time including out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable, during the appointed period.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities / scope of work of the Statutory Auditors, negotiating, finalizing, amending, signing, delivering, executing,

the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company."

### Item No. 2

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 of Mr. Brij Mohan Agarwal (DIN: 03101758) as an "Executive Director" (Designated as 'Director-in-Charge') of the Company for a period of 5 (five) years with effect from 31<sup>st</sup> March, 2022, upon the terms and conditions set out in the Explanatory Statement annexed herewith.

**RESOLVED FURTHER THAT** the Board of Directors (including Nomination and Remuneration Committee) 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 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 which shall be in accordance with the provisions of Schedule V and other applicable provisions of the Act and prescribed rules made thereunder (including any statutory modifications(s) or re-enactment thereof), for the time being in force, subject to necessary sanctions and approvals, if any.

**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."

By order of the Board  
For SIL Investments Limited

**Lokesh Gandhi**

Company Secretary and

Compliance Officer

Membership No.: F9053

Place: Kolkata

Date: 15<sup>th</sup> November, 2021

## NOTES FOR MEMBERS' ATTENTION

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) relating to the special businesses set out in the Notice is annexed and forms part of this Notice.
2. In view of the continuing restrictions on the movement and gathering of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA) has vide its General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 read with General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 together read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 (collectively referred to as "said Circulars") permitted the holding of General Meetings through Video Conference (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) read with the said Circulars, the Company has decided to convene its ensuing Extra-Ordinary General Meeting (EGM) through VC / OAVM, and the Members can attend and participate in the ensuing EGM through VC / OAVM. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM. National Securities Depositories Limited (NSDL) will be providing the facility for voting through remote e-Voting, for participation in the EGM through VC / OAVM facility and e-Voting during the EGM. The procedure for participating in the meeting through VC / OAVM is explained in note no. 11 below and is also available on the website of the Company at [www.silinvestments.in](http://www.silinvestments.in)
3. As the EGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in terms of the provisions of Sections 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the EGM through VC / OAVM on their behalf and participate thereat, including casting votes by electronic means.
4. In view of the outbreak of COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies, EGM notice of the Company *inter alia* indicating the process and manner of e-Voting is being sent only by email, to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, Listing Regulations, 2015 read with the said Circulars issued by MCA and SEBI, the Notice of the EGM of the Company will be available on the website of the Company at [www.silinvestments.in](http://www.silinvestments.in). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Particulars pursuant to Regulation 36(3) of Listing Regulations, 2015 pertaining to the Director being re-appointed are annexed hereto to this notice.
6. Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Pvt. Ltd.**, Registrar and Share Transfer Agent (RTA) of the Company at their address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400083, Telephone No. 022 - 4918 6000, [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), for both physical and Demat segment of Equity Shares. Please quote on all such correspondence - "Unit – SIL Investments Limited".
7. In terms of the provisions of Regulation 40 of Listing Regulations, 2015 and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not to be processed from 1<sup>st</sup> April, 2019 unless the securities are held in dematerialized form with the depositories. In view of the same, Members are requested to take action to dematerialize the Equity Shares of the Company promptly.
8. In terms of circulars issued by SEBI, it is mandatory for all the security holders to register their Permanent Account Number (PAN) and Bank Account Details.  
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.
9. Members are requested:
  - a) To quote their folio number / DP ID and Client ID in all correspondence.
  - b) 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.
10. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and Members holding shares in physical form, are requested to submit the said details to the Company or RTA.

## 11. PROCEDURE FOR JOINING THE EGM THROUGH VC/OAVM

- I. Members will be provided with a facility to attend the EGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-Voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
  - II. For convenience of the Members and proper conduct of EGM, Members can login and join atleast 30 (thirty) minutes before the time scheduled for the EGM and the window for login shall be kept open throughout the proceedings of the EGM. The facility of participation at the EGM through VC / OAVM will be made available for 1,000 Members on 'first come first serve' basis. This will not include large Members (i.e. Members holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the EGM without restriction on account of 'first come first serve' basis.
  - III. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
  - IV. The attendance of Members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - V. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before 06<sup>th</sup> December, 2021, by 5.00 p.m. through email on [investor.grievances@silinvestments.in](mailto:investor.grievances@silinvestments.in). The same will be replied by / on behalf of the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EGM.
12. The instructions and other information relating to voting through electronic means is given hereunder:

### VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Act, 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 resolution proposed to be considered at the EGM by electronic means and the business may be transacted

through e-Voting. The Company has engaged the services of National Securities Depository Limited (NSDL), who will provide the e-Voting facility of casting votes to a Member using remote e-Voting system as well as e-Voting during the proceeding of the EGM (e-Voting at the EGM).

- II. The Members who have cast their vote by remote e-Voting prior to the EGM can also attend the EGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the EGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the EGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the EGM.
- III. The remote e-Voting period commences on 10<sup>th</sup> December, 2021 (9:00 am) and ends on 12<sup>th</sup> December, 2021 (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 06<sup>th</sup> December, 2021, 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.
- IV. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual Members holding securities in Demat mode

In terms of SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by listed companies, Individual Members holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click

Type of Members	Login Method
	<p>on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <ol style="list-style-type: none"> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> </ol>
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> </ol>

Type of Members	Login Method
	<ol style="list-style-type: none"> <li>After successful login of Easi/ Easiest the user will be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective e-Voting Service Provider (ESP) i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Members (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

**Helpdesk for Individual Members holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 1800 22 44 30

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43

**B) Login method for Members other than Individual Members holding securities in Demat mode and Members holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

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 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for Members other than Individual Members 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 by 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, please follow steps mentioned below in process for those Members whose email ID is not registered.
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 etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting

your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Procedure to be followed by those Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this Notice:**

1. In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

If you are an Individual Member holding securities in Demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in Demat mode.

3. Alternatively, Member may send an email request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password for e-Voting by providing the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.

**Instructions for Members for e-Voting at the EGM:**

- i. The procedure for e-Voting at the EGM is same as the instructions mentioned above for remote e-Voting.
- ii. As mentioned hereinabove, only those Members, who will be present at the EGM through VC / OAVM facility

and who would not have cast their vote by remote e-Voting prior to the EGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the EGM.

- iii. Members who have voted through remote e-Voting will be eligible to attend the EGM and their presence shall be counted for the purpose of quorum, however such Members shall not be entitled to cast their vote again at the EGM.

**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 email to [mihenhalani@gmail.com](mailto:mihenhalani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 or 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- V. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 06<sup>th</sup> December, 2021.
- VI. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [ashok.sherugar@linkintime.co.in](mailto:ashok.sherugar@linkintime.co.in)
- VII. 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 e-Voting at the EGM.
- VIII. Mr. Mihen Halani of M/s. Mihen Halani & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the entire e-Voting process in a fair and transparent manner.
- IX. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after completion of the scrutiny of e-Voting (votes cast during the EGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and will also be displayed on the Company's website, [www.silinvestments.in](http://www.silinvestments.in)

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

The following statement sets out all material facts relating to item nos. 1 and 2 mentioned in the accompanying Notice.

## Item No. 1

The Members of the Company at the 83<sup>rd</sup> Annual General Meeting (AGM) of the Company held on 31<sup>st</sup> August, 2017 had approved the appointment of M/s JKVS & Co. (JKVS), Chartered Accountants, (Firm Registration No.: 318086E) as the Statutory Auditors of the Company for a period of five consecutive years commencing from the conclusion of 83<sup>rd</sup> AGM till the conclusion of 88<sup>th</sup> AGM of the Company. Pursuant to the Reserve Bank of India (RBI) circular dated 27<sup>th</sup> April, 2021 pertaining to Guidelines for appointment of Statutory Auditors of Banks and Non-Banking Financial Company (NBFCs), the Audit Firms completing a tenure of three financial years in any NBFC shall not be eligible to continue to hold office as Statutory Auditors of that NBFC.

The current Statutory Auditors JKVS have completed a tenure of four financial years and therefore they are ineligible to continue as Statutory Auditors of the Company. Since the RBI Guidelines are being implemented for the first time for NBFCs from the financial year 2021 - 22 and in order to ensure that there is no disruption, the RBI has given flexibility to NBFCs to appoint new Statutory Auditors in the second half of the financial year ending 31<sup>st</sup> March, 2022. In view of the same, JKVS have tendered their resignation upon issuing the limited review report for the quarter and half year ended 30<sup>th</sup> September, 2021.

Pursuant to Section 139(8)(i) of the Companies Act, 2013 ("Act"), any casual vacancy in the office of an auditor caused as a result of the resignation of an auditor shall be approved by the company at a General Meeting convened within three months of the recommendation of the Board and the auditors shall hold the office till the conclusion of the next AGM.

The Board of Directors, on the recommendation of the Audit Committee and after considering the profile, experience and specialization, have recommended the appointment of M/s. SGCO & Co., LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 112081W/W100184) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s JKVS & Co., from the conclusion of this Extra-Ordinary General Meeting (EGM) till the conclusion of next AGM.

M/s. SGCO & Co., LLP, have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act and that they are not disqualified to be appointed as Statutory Auditors under Section 141 and other relevant provisions of the Act, the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Chartered Accountants Act, 1949 and that they are eligible for appointment as Statutory Auditors of NBFC's as per the RBI Guidelines.

## Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms of appointment	From the conclusion of this EGM till the conclusion of the 88 <sup>th</sup> AGM of the Company to conduct the audit of accounts of the Company for the financial year ending 31 <sup>st</sup> March, 2022.
Proposed statutory audit fee payable to auditors	For FY 2021-22 ₹ 8.50 lakhs (exclusive of certification fees, goods and service tax and reimbursement of out-of-pocket expenses) with authority to the Board to revise the fees during the appointed period, if required.
Material change in fee payable	There is a material change in the fees payable to M/s. SGCO & Co., LLP due to increase in the scope of audit necessitated by increase in compliances commensurate with the size and operations of the Company.
Basis of recommendation and auditor credentials	The recommendations are based on the fulfilment of the eligibility criteria prescribed by RBI guidelines and the Act with regard to the full-time partners, audit experience of the firms, capability, independence assessment, and audit experience of banks and NBFCs.  Brief Profile of Statutory Auditors M/s. SGCO & Co., LLP (Firm Registration No. 112081W/W100184) ('SGCO'), was established in the year 1992.  SGCO is a Multi-Disciplinary Accountancy firm and is catering to over 250 plus client groups across diverse sectors. Their range of services include Audit & Assurance, Governance, Risk, Compliance & IT, Direct & Indirect Tax Advisory, Transaction & Business Advisory, Valuations and Corporate & Allied Laws Advisory.

All relevant documents will be available for inspection by the Members at the registered office of the Company between 9:00 a.m. to 5:00 p.m., except on holidays up to and including the date of this EGM. The same will also be made accessible for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of the EGM.

The Board of Directors of your Company recommends the resolution set out in item no.1 for approval of Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, in the proposed resolution.

## Item No. 2

The Members of the Company upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors had 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 from 31<sup>st</sup> March, 2019 to 30<sup>th</sup> March, 2022. The Board of Directors at its meeting held on 15<sup>th</sup> November, 2021 upon recommendation of the Nomination and Remuneration Committee have re-appointed Mr. Brij Mohan Agarwal as an 'Executive Director' (designated as 'Director-in-Charge') of the Company for a period of 5 (five) years commencing from 31<sup>st</sup> March, 2022 on a remuneration of ₹ 50,000/- (Rupees Fifty Thousand only) per annum by way of Commission, 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 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, in accordance with the provisions of Section 196, 197 and other applicable provisions

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 / Nomination and Remuneration Committee 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. 2 for approval of Members.

Save and except Mr. Brij Mohan Agarwal and his relatives, 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: 15<sup>th</sup> November, 2021



**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:**

<b>Particulars</b>	Mr. Brij Mohan Agarwal
<b>Designation</b>	Executive Director
<b>Age</b>	51 years
<b>DIN</b>	03101758
<b>Date of appointment</b>	31 <sup>st</sup> March, 2022
<b>Qualification</b>	B.Com., M.B.A.
<b>Expertise in specific functional areas</b>	Have several years of experience in the management of NBFC companies.
<b>Directorships held in other public companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>1. Moon Corporation Ltd.</li> <li>2. Ronson Traders Ltd.</li> <li>3. RTM Investment &amp; Trading Co. Ltd.</li> <li>4. OSM Investment &amp; Trading Co. Ltd.</li> <li>5. Sidh Enterprises Ltd.</li> </ol>
<b>Memberships / Chairmanships of Committees of other Indian public companies</b>	<b>Audit Committee:</b> <ol style="list-style-type: none"> <li>1. Sidh Enterprises Ltd. - Member</li> <li>2. Ronson Traders Ltd. - Member</li> <li>3. OSM Investment &amp; Trading Co. Ltd. - Member</li> <li>4. RTM Investment &amp; Trading Co. Ltd. - Member</li> </ol>
<b>Number of Shares held in the Company</b>	Nil
<b>Inter-se relationships between Directors</b>	Mr. Brij Mohan Agarwal is not related to any other Director.
<b>No. of Board meetings attended during the financial year 2020-21</b>	4 of 4
<b>Details of Remuneration last drawn (₹) (including sitting fees)</b>	₹ 50,000/- p.a.
<b>Terms and conditions of appointment / re-appointment</b>	Mr. Brij Mohan Agarwal is proposed to be re-appointed as an Executive Director (Designated as Director-in-Charge), for a period of 5 (five) years.
<b>Details of proposed remuneration</b>	As per existing terms and conditions and in accordance with the provisions of Companies Act, 2013.