

SIL Investments Limited

CIN No.-L17301RJ1934PLC002761

Registered Office : Pachpahar Road, Bhawani Mandi - 326502 (Rajasthan)

Tel.: (07433) 222082; Fax : (07433) 222916; Mob.: 09769484106

E-mail : investor.grievances@silinvestments.in; Website : www.silinvestments.in

04th July, 2024

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001. Scrip Code: 521194	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G-Block, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051. Scrip Code: SILINV
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Dear Sirs,

Sub: Notice of 90th Annual General Meeting of the Company

This is further to our letter dated 01st July, 2024 wherein the Company had informed that the Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, 30th July, 2024 through Video Conference / Other Audio-Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

We are submitting herewith the Notice of AGM for the financial year 2023-24, which is also being sent through electronic mode to the Members.

The same is available on the Company's website at **www.silinvestments.in**

You are requested to take note of the same.

Thanking you.

Yours faithfully
For **SIL Investments Limited**

Lokesh Gandhi
Company Secretary and Compliance Officer

Encl.: a/a

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NOTICE is hereby given that the Ninetieth Annual General Meeting of the Members of SIL Investments Limited, will be held on Tuesday, 30th July, 2024 at 11.00 a.m. through Video Conference (VC) or any Other Audio Visual Means (OAVM) 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, 2024, 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, 2024, 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.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with applicable rules made thereunder, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Reserve Bank of India (RBI) guidelines on appointment of statutory auditors, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the

Members of the Company be and is hereby accorded for appointment of M/s. DMKH & Co., Chartered Accountants (ICAI Firm Registration Number: 0116886W), who have confirmed their eligibility to be appointed in terms of Section 141 of the Act and said RBI Guidelines, as the Statutory Auditor of the Company, to hold office for a period of 3 (three) consecutive years from the conclusion of the 90th Annual General Meeting till the conclusion of the 93rd Annual General Meeting of the Company to be held in the year 2027.

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 Auditor of the Company, from time to time including the actual travelling and 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."

B. AS SPECIAL BUSINESS:**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 196, 197, 203 and Schedule V of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approvals, as may be necessary, the approval of the Members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mrs. Shalini Nopany (DIN - 00077299) as the Managing Director of the Company for the period of three years commencing from 25th January, 2025 to 24th January, 2028 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions including remuneration 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 Mrs. Shalini Nopany including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of appointment, as may be agreed to between the Board and Mrs. Shalini Nopany 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 modification(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 be and is hereby authorized to settle any question, difficulty or doubt, and to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

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 Mr. Sanjay Kumar Maheswary (DIN - 00497335) who was appointed as an Additional Director of the Company with effect from 24th June, 2024 by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Rules framed thereunder, as amended from time to time, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV to the Act and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015), as amended from time to time, Mr. Sanjay Kumar Maheswary, who is eligible for appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, 2015 be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years commencing from 24th June, 2024, not 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.”

By order of the Board
For SIL Investments Limited

Lokesh Gandhi

Company Secretary and

Compliance Officer

Membership No.: F9053

Place: Kolkata

Date: 24th June, 2024

NOTES FOR MEMBERS' ATTENTION

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) relating to the businesses under Item No. 5, 6 and 7 to be transacted at the 90th Annual General Meeting (AGM) as set out in the Notice, is annexed hereto.
2. The Ministry of Corporate Affairs (MCA), in continuation to previous Circulars has further extended the relaxation of convening the AGM through Video Conference (VC) / Other Audio Visual Means (OAVM) vide Circular dated 25th September, 2023. The Securities and Exchange Board of India (SEBI) has also extended the same relaxation vide its Circular dated 07th October, 2023 (collectively referred to as "said Circulars"). In view of this, the 90th AGM is being conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. National Securities Depositories Limited (NSDL) will be providing the facility for voting through remote e-Voting, for participation in the AGM through VC / OAVM facility and e-Voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in note no. 13 below and is also available on the website of the Company at www.silinvestments.in.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM 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 AGM through VC / OAVM on their behalf and participate thereat, including casting votes by electronic means.
4. The Annual Report including Notice of the 90th AGM 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) (DPs) 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 Annual Report including Notice of the 90th AGM of the Company will also be available on the website of the Company at www.silinvestments.in. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and from the website of NSDL i.e. www.evoting.nsdl.com
5. Particulars pursuant to Regulation 36(3) of Listing Regulations, 2015 and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, pertaining to the Directors being appointed / 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, Embassy, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400 083, Telephone No. (+91) 8108116767, 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. **'SWAYAM' – Investor Self-Service Portal**

During the year under review, RTA of the Company has launched 'SWAYAM', Investor Self-Service Portal, designed exclusively for the Members serviced by the RTA of the Company.

'SWAYAM' is a secure, user-friendly platform that empowers Members to effortlessly access information through a dashboard and avail various services in digital mode. Following are the key features and benefits of 'SWAYAM' Portal:

 - Updated status on electronic holdings across various companies serviced by the RTA and its subsidiaries.
 - Tracking of corporate actions.
 - Generate and track service requests/complaints raised on this portal.
 - Members holding shares in physical form can register on the said Portal only after updating their KYC details in their folio.

Members can visit and access the 'SWAYAM' Portal at <https://swayam.linkintime.co.in/#>.
8. As per the provisions of Section 72 of the Act, facility for making nomination is available to individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website under the weblink at <http://www.silinvestments.in/ImportantAnnouncementforPhysicalShareholders.aspx> Members holding shares in demat mode

should file their nomination with their DPs for availing this facility.

9. In accordance with SEBI circular dated 16th March, 2023, the Company has sent/will be sending out intimations to those Members, holding shares in physical form, whose PAN, KYC and/or Nomination details are not updated, requesting them to update the details.
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website under the weblink at <http://www.silinvestments.in/ImportantAnnouncementforPhysicalShareholders.aspx> Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat / electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares / issuance of equity shares in physical form have been disallowed by SEBI.
11. SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) / Automated Clearing House (ACH) / Real Time Gross Settlement (RTGS) / Direct Credit / IMPS / NEFT etc. In order to receive the dividend without any delay, Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR - 1' along with original cancelled cheque bearing the name of the Member to RTA / Company to update their bank account details and all eligible Members holding shares in demat mode are requested to update with their respective DPs before Monday, 15th July, 2024, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s). Members holding shares in

physical form may communicate these details to the RTA - **Link Intime India Pvt. Ltd.**, at their address C-101, Embassy, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, Telephone No. (+91) 8108116767, rnt.helpdesk@linkintime.co.in, before Monday, 15th July, 2024 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their PAN card.

12. 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.
13. **PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM**
 - I. Members will be provided with a facility to attend the AGM 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 AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and the window for login shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM 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 AGM without restriction on account of 'first come first serve' basis.
- III. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - IV. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 19th July, 2024, by 5.00 p.m. through email on 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 AGM.
14. 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 (as amended), 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 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 AGM (e-Voting at the AGM).





- II. The Members who have cast their vote by remote e-Voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- III. The remote e-Voting period commences on 26th July, 2024 (9:00 am) and ends on 29th July, 2024 (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 23rd July, 2024, 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 09th 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
<p>Individual Members holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 company name or e-Voting service provider i.e. 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 & voting during the meeting. 4. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users logging through Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and select My Easi New Tab and then use your existing My Easi username and password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi / Easiest, option to register is available on the CDSL website www.cdslindia.com and users may click on login and then select My Easi New Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com 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 able to see the e-Voting option where the e-Voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.
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. Upon 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 evoting@nsdl.com or call at 022 - 4886 7000
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 call at toll free no. 1800 22 55 33

B. Login method for e-Voting and joining virtual meeting 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.nsd.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders / 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 e-services i.e. IDeAS, you can log-in at <https://eservices.nsd.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. 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 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, 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.nsd.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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP 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 AGM on NSDL e-Voting system

How to cast your vote electronically and join AGM 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 the 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 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, Members are requested to provide duly filled and signed Form ISR 1 alongwith self-attested copy of the PAN card and self-attested copy of any document (eg. Aadhaar Card, Driving License, Voter Identity Card, Passport) in support of the address of the Member, to Link Intime India Private Limited, C-101, Embassy, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083, Contact No. (+91) 81081 16767.
2. In case shares are held in demat mode, Members are requested to register / update their email addresses with the relevant Depository Participants (DP).

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.com 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 09th 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 AGM:

- i. The procedure for e-Voting at the AGM is same as the instructions mentioned above for remote e-Voting.
- ii. As mentioned hereinabove, only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.

- iii. Members who have voted through remote e-Voting will be eligible to attend the AGM 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 AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

Instructions for Members for attending the AGM through VC / OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC / OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC / OAVM link placed under "**Join General Meeting**" menu. The link for VC / OAVM will be available in Shareholder / Member 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to investor.grievances@silinvestments.in from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number.

Only those Members who have registered themselves as speaker by 5.00 p.m. on 19th July,

2024 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.

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. of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to mihenhalani@gmail.com with a copy marked to evoting@nsdl.com.

Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their Login.

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: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com
- 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 23rd July, 2024.
- 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.com or 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 AGM.
- VIII. Mr. Mihen Halani of M/s. Mihen Halani & Associates, Practicing Company Secretaries 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 AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. 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.
- X. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection by Members during the AGM. All documents referred to in the Notice shall also be available for electronic inspection. Members seeking to inspect such documents can send an email to investor.grievances@silinvestments.in.

15. Dividend

- Pursuant to Regulation 42 of the Listing Regulations, 2015 and the relevant provisions of the Act, the record date fixed for the purpose of Dividend entitlement is Tuesday, 23rd July, 2024.
- The Dividend for the financial year ended 31st March, 2024, as recommended by the Board, if approved at the AGM, will be paid on or after 03rd August, 2024 to those Members whose name appear in the Register of Members of the Company as on the record date, subject to deduction of tax at source, where applicable.
- The Company provides the facility to Members for remittance of dividend directly

in electronic mode. 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 alongwith a photocopy of a leaf of their cheque book bearing bank account number, on or before 15th July, 2024. The said details in respect of 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 work on 15th July, 2024. For shares held in physical form, the said details should be sent to the Company / RTA for appropriate action.

- In line with the said circulars issued by the MCA and SEBI, in case the Company is unable to pay the dividend to any Member by electronic mode, due to non-availability of their latest bank account details, the Company shall dispatch the dividend warrant / cheque to such Member by post.
- Members holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.
- Members may note that pursuant to the changes introduced by the Finance Act, 2020, the Company would be required to withhold taxes at the prescribed rates on the Dividend paid to its Members. The withholding tax rate would vary depending on the residential status of the Member and the documents submitted by them and accepted by the Company. Accordingly, the above referred final dividend will be paid to the Members after deducting the tax at source as follows:

Resident Member:

It may be noted that tax would not be deducted on payment of Dividend to Resident Individual Members, if total dividend to be paid in a financial year does not exceed Rs. 5,000/-. Where the dividend payable exceeds Rs. 5,000/- for financial year 2023 - 24, please refer to the table below for the details:

SIL INVESTMENTS LIMITED

Particulars	Applicable Rate	Documents required (if any)
With PAN	10%	<p>Update / Verify the PAN, and the residential status as per Income Tax Act, 1961 if not already done, with the depositories (in case of shares held in demat mode) and with the Company's RTA - Link Intime India Private Limited (in case of shares held in physical mode) by sending an email to rnt.helpdesk@linkintime.co.in</p> <p>If Member is classified as "Specified Person" as per the provision of section 206AB, tax will be deducted at the rate higher of the following:</p> <ol style="list-style-type: none"> Twice the rate specified in the relevant provision of the Income Tax Act, 1961; or Twice the rate or rates in force; or The rate of 5%. <p><i>Specified Person means a person who has not filed the returns of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in each of these two previous years.</i></p> <p>For the purpose of identifying whether a Member is categorized as "Specified Person" as per the provision of section 206AB, the tax department has started functionality check on the tax portal. The Company will be relying on the information verified by the utility available on the Income Tax website.</p>
Without PAN / Invalid PAN	20%	-
Submitting Form 15G / Form 15H	NIL	<p>Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and older), fulfilling certain conditions.</p> <p>The aforementioned forms for tax exemption can be downloaded from Link Intime's website. The url for the same is as under: https://www.linkintime.co.in/client-downloads.html</p> <p>On this page select the General tab. All the forms are available under head "Form 15G/15H/10F".</p>
Submitting Order under Section 197 of the Income Tax Act, 1961	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from tax authority.
An Insurance Company as specified under Section 194 of the Income Tax Act, 1961	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested PAN.

Particulars	Applicable Rate	Documents required (if any)
a) Mutual Fund specified under clause (23D) of Section 10 of the Income Tax Act, 1961	NIL	Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN and registration certificate.
b) Alternative Investment Fund (AIF) established in India		Self-declaration that their income is exempt under Section 10 (23FBA) of the Income Tax Act, 1961 and they are established as Category I or Category II AIF under the SEBI Regulations, alongwith self-attested copy of PAN and registration certificate.

Non-Resident Member:

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	<ul style="list-style-type: none"> - Update / Verify the PAN and legal entity status as per the Income Tax Act, 1961, if not already done, with the depositories or with the Company's RTA, as the case may be. - Provide declaration whether the investment in shares has been made under the general FDI route or under the FPI route. - Self-attested copy of SEBI Registration certificate.
Other Non-Resident Members	20% (plus applicable surcharge and cess) OR Tax Treaty Rate** (whichever is lower)	<p>Update / Verify the PAN and the residential status as per Income Tax Act, 1961, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's RTA - Link Intime India Private Limited (in case of shares held in physical mode) by sending an email to rnt.helpdesk@linkintime.co.in</p> <p>In order to apply the Tax Treaty rate, all the following documents would be required:</p> <ol style="list-style-type: none"> 1) Copy of Indian Tax Identification number (PAN), if available. 2) Valid Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Member is a resident. 3) Form 10F duly filled and signed. 4) Self-declaration from Non-resident, primarily covering the following: <ul style="list-style-type: none"> - Non-resident is eligible to claim the benefit of respective tax treaty; - Non-resident receiving the dividend income is the beneficial owner of such income; and - Dividend income is not attributable / effectively connected to any Permanent Establishment (PE) or Fixed Base in India.
Submitting Order u/s 197 of the Income Tax Act, 1961 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from tax authority.

** The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial Tax Treaty rate shall depend upon the completeness of the documents submitted by the Non - Resident Member and review to the satisfaction of the Company.

Kindly note that the aforementioned documents / declarations are required to be submitted to our RTA, Link Intime India Private Limited at its dedicated link mentioned below - <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 23rd July, 2024, 5.00 p.m. Indian Standard Time (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post 23rd July, 2024, 5:00 p.m. (IST). It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible. All communications / queries in this respect should be addressed and sent to our RTA at its email address rnt.helpdesk@linkintime.co.in. Please note no tax exemption forms sent on this mail id will be entertained and this mail is specifically for dividend tax related queries.

If the tax on said dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the aforementioned details / documents on or before 23rd July, 2024, the Member may claim an appropriate refund in the return of income filed with their respective tax authorities.

No claim shall lie against the Company for such taxes deducted.

- Pursuant to provisions of Section 124(5) of the Act, dividends which remain unclaimed / un-encashed for a period of 7 years is required to be transferred to the Investor Education and Protection Fund of the Central Government established under sub-section (1) of Section 125 of the Act. Therefore, Members who have not encashed their dividend for the financial year 2016-17 to 2022-23 should lodge their request for the same with the 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 seven consecutive years to the demat account of IEPF Authority. In accordance with the aforesaid IEPF Rules, the Company after sending notices to all 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 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 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 March, 2024 are available on the website of the Company 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 no. 5, 6 and 7 mentioned in the accompanying Notice.

Item No. 5

The Reserve Bank of India (RBI) vide its circular dated 27th April, 2021 had issued guidelines for Appointment of Statutory Auditors of Commercial Banks (excluding Regional Rural Banks), Urban Co-operative Banks and NBFCs (including Housing Finance Companies) (the Guidelines). As per the said Guidelines, the NBFCs with an asset size of Rs. 1,000 crore or above, shall appoint Statutory Auditors for a period not exceeding three years, subject to the Statutory Auditors satisfying the eligibility norms prescribed by the RBI. M/s. SGCO & Co., LLP, the current Statutory Auditors of the Company have completed their tenure of three financial years in terms of the Guidelines issued by the RBI.

In view of the above, 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. DMKH & Co., Chartered Accountants (ICAI Firm Registration Number: 0116886W) as Statutory Auditors, for a tenure of 3 (three) consecutive years, commencing from financial year: 2024-25 to 2026-27 and they shall hold office from conclusion of the ensuing Annual General Meeting till conclusion of the 93rd Annual General Meeting (AGM) of the Company to be held in 2027.

M/s. DMKH & Co., have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013 (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 AGM till the conclusion of the 93 rd AGM of the Company to conduct the audit of accounts of the Company from FY: 2024-25 to 2026-27.
Proposed statutory audit fee payable to auditors	For FY 2024-25 - Rs. 10.00 lakhs For FY 2025-26 - Rs. 10.50 lakhs For FY 2026-27 - Rs. 11.00 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 no material change in the fees payable to M/s. DMKH & Co.
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. DMKH & Co., Chartered Accountants (ICAI Firm Registration Number: 0116886W) ('DMKH'), was established in the year 1990. DMKH is a Multi-Disciplinary Accountancy firm and is catering to over 200 plus client groups across diverse sectors. Their range of services include Audit & Assurance, Governance, Risk and Compliance (GRC), Direct & Indirect Tax Advisory, Management Consultancy and Business Valuations.

	They have a team size of 160 plus professionals. They operates across nine offices throughout India, with its headquarters located in Mumbai and branches in eight key locations i.e. Pune, Ahmedabad, Gandhinagar, Surat, Vadodara, Udaipur, Ballari and Delhi.
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None of the directors / or the key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 5 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

The Board at its meeting held on 10th May, 2024 upon the recommendation of the Nomination and Remuneration Committee has re-appointed Mrs. Shalini Nopany (DIN - 00077299) as Managing Director of the Company for a period of 3 (three) years with effect from 25th January, 2025 to 24th January, 2028 subject to the approval of the Members of the Company on the following terms and conditions:

i)	Salary	Rs. 11,20,000/- (Rupees Eleven Lakhs Twenty Thousand only) per month.
ii)	Gratuity	As per the Payment of Gratuity Act.
iii)	Leave	40 days leave on full pay and allowances, as per the Rules of the Company.
iv)	Leave Encashment	As per the Rules of the Company.
v)	Personal Accident Insurance / Group Accident Insurance	The Company shall provide Personal Accident Insurance cover to the Managing Director.
vi)	Telephone	The Company shall provide telephone for transacting official business of the Company and charges for personal long distance calls, if any, shall be chargeable to the Managing Director.
vii)	Car	The Company shall provide a chauffeur driven car for Company's business.
viii)	Minimum Remuneration	In the event of any loss or inadequacy of profits in any financial year during her tenure, the Company shall remunerate the Managing Director by way of salary, perquisites or allowances as specified above, exceeding the limits as stipulated in Schedule V of the Act (including any statutory modification or re-enactment thereof, for the time being in force) pursuant to the provisions of Schedule V of the Act.
ix)	Retirement by Rotation	Mrs. Shalini Nopany, shall not be liable to retire by rotation as a Director subject to the provisions of Section 152 of the Act.
x)	Period of Appointment	The term of appointment will be effective for a period of three years from the date of her appointment.
xi)	Other Terms and Conditions	<ol style="list-style-type: none"> 1. Subject to provisions of Section 197 of the Act, (including any statutory modification or re-enactment thereof, for the time being in force) the Board of Directors of the Company may alter / vary the terms and conditions (including remuneration) of the said appointment from time to time, at its discretion. Such alteration or variation, in terms however, shall be in compliance with the applicable provisions of the Act. 2. The Managing Director shall be entitled to reimbursement of all actual expenses incurred in connection with the business of the Company, including traveling, conveyance, and hotel accommodation. 3. Provision for use of Company's Car, telephone at residence and other communication facilities shall not be included in the computation of perquisites for the purpose of calculating the ceiling.

Mrs. Shalini Nopany, satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Companies Act, 2013 for being eligible to be appointed as Managing Director of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

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

Considering her qualifications and wide experience, the Board of Directors in consultation with Nomination and Remuneration Committee have considered her to be a fit and proper person for re-appointment as Managing Director.

Save and except Mr. C. S. Nopany and Mrs. Shalini Nopany and their relatives, none of the other directors, key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 6 of the Notice.

The Board recommends the special resolution set out at Item No. 6 of the Notice for approval by the Members.

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SCHEDULE V TO THE ACT

I. GENERAL INFORMATION

1. Nature of industry:
NBFC - The Company is engaged in the business of investments and lending activities.
2. Date of commencement of commercial production: N.A.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
4. Financial performance based on given indicators:
(Rs. in lakhs)

Particulars	Standalone	
	Year ended 31 st March, 2024	Year ended 31 st March, 2023
Total Income	4,277.04	4,053.97
EBITDA	3,372.29	3,533.11
Less: Depreciation	140.06	141.06

Particulars	Standalone	
	Year ended 31 st March, 2024	Year ended 31 st March, 2023
EBIT	3,232.23	3,392.05
Less: Finance Cost	43.38	362.88
Profit before exceptional items and tax	3,188.85	3,029.17
Add: Exceptional items	-	-
Profit Before Tax	3,188.85	3,029.17
Less: Tax	801.28	700.88
Profit after Tax	2,387.57	2,328.29

5. Foreign investments or collaborations, if any:
As at March 31, 2024, the foreign holdings in the Company was at 0.65%.
The Company does not have any Foreign Collaborations.

II. INFORMATION ABOUT APPOINTEE

1. Background details:
The background details and profile of Mrs. Shalini Nopany are stated in "Annexure pursuant to Regulation 36 of Listing Regulations, 2015" to this Notice.
2. Past remuneration: The remuneration details for the F.Y. 2023-24 is given as under:

(Amount Rs.)

Sr. No.	Particulars	Salary etc.	Commis-sion	Perqui-sites	Retire-ment Benefits	Total
1.	Mrs. Shalini Nopany - Managing Director	83,03,904	-	-	9,80,691	92,84,595

3. Recognition or awards: N.A.
4. Job Profile and her suitability:

Mrs. Shalini Nopany, is a Commerce Graduate and also a Master of Business Administration. She has several years of experience in the management of NBFC companies.

She is a significant contributor and key management personnel in your Company and has played an influential role in implementing the strategies of your Company.

5. Remuneration Proposed:

Details of remuneration proposed for approval of the Members at this 90th Annual General Meeting of the Company are as provided in this explanatory statement for Item No. 6 of this Notice.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Considering the significant expertise of the Managing Director and acknowledging the responsibilities shouldered by her, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies to encourage good professionals with a sound career record.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to Mrs. Shalini Nopany as Managing Director as stated above, she does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel. She is not related to any Directors of the Company except Mr. C. S. Nopany (spouse).

III. OTHER INFORMATION**1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:**

The Company has been a consistent profit making Company and we expect the trend to continue in coming years.

The Special Resolution is proposed pursuant to the sub-section (1) of Section 197 of the Companies Act, 2013 as a matter of abundant precaution.

2. Steps taken or proposed to be taken for improvement:

Not Applicable as the Company has posted a net profit after tax of Rs. 23.88 crore for the year ended 31st March, 2024.

3. Expected increase in productivity and profits in measurable terms:

The Company has earned the profit of Rs. 23.88 crore during the year ended 31st March, 2024 and the Company is expected to do well in future.

IV. DISCLOSURES:

The disclosures as required on elements of

remuneration package, etc. have been made under "Report of Corporate Governance" forming part of the Annual Report for 2023 - 24.

Item No. 7

The Board of Directors on the recommendation of the Nomination and Remuneration Committee ('NRC') had appointed Mr. Sanjay Kumar Maheswary as an Additional Independent Director of the Company. In terms of Section 161 of the Companies Act, 2013 (the Act), Mr. Maheswary, holds office upto the forthcoming Annual General Meeting of the Company and is eligible to be appointed as a Director of the Company.

The Company has received a notice in writing from a Member of the Company in terms of Section 160 of the Act proposing the candidature of Mr. Maheswary for the office of Director of the Company. Mr. Maheswary has consented to act as a Director of the Company.

Mr. Sanjay Kumar Maheswary is a member of The Institute of Chartered Accountants of India (ICAI). He has over four decades of experience in finance, audit and accounting and has handled assignments in diverse fields such as sugar, automobiles, paper, etc. Mr. Maheswary is an Independent Director of The Indian Wood Products Co. Ltd. since 2004. He was Chairman of Calcutta chapter of the Institute of Internal Auditors - Florida, USA.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the Listing Regulations, 2015, Mr. Maheswary is eligible to be appointed as an Independent Director of the Company and has given necessary declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16 of the Listing Regulations, 2015. Mr. Maheswary has also confirmed that he has not been debarred from holding the office of director by virtue of any order passed by SEBI or any other authority. Mr. Maheswary has further provided a confirmation that he has registered himself with the Independent Directors' data bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Maheswary fulfills all the criteria prescribed in the Act, Rules framed under the Act and the Listing Regulations, 2015 for appointment as an Independent Director. A copy of the draft letter for appointment of Mr. Maheswary setting out the terms and conditions of his appointment will be available for inspection for the Members at the Registered Office of the Company

during office hours on all working days till the date of the AGM.

The Board considers that Mr. Maheswary's extensive leadership experience, skills, diverse knowledge and business expertise will be of immense benefit to the Company.

Mr. Maheswary would be entitled to sitting fees for attending meetings of the Board of Directors and Committees of which he is a Member. In addition, he would be entitled to commission as determined by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, Members' approval is being sought for appointment of Mr. Maheswary as an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 24th June, 2024, not liable to retire by rotation, by way of a Special

Resolution as Mr. Maheswary has attained the age of 75 years.

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

Save and except Mr. Maheswary and his relatives, none of the other directors, key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 7 of the Notice.

The Board recommends the special resolution set out at Item No. 7 of the Notice for approval by the Members.

By order of the Board
For SIL Investments Limited

Lokesh Gandhi

Company Secretary and
Compliance Officer
Membership No.: F9053

Place: Kolkata
Date: 24th June, 2024

ANNEXURE

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

Particulars	Mr. C. S. Nopany	Mrs. Shalini Nopany
Designation	Non-Executive Chairman	Managing Director
Age	58 years	56 years
DIN	00014587	00077299
Date of appointment	18 th June, 1993	26 th October, 2009
Qualification	CA, Masters Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburgh, USA.	B.Com. (Hons.), 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.	Mrs. Shalini Nopany, is a Commerce Graduate and also a Master of Business Administration. She 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. Avadh Sugar & Energy Limited 4. Magadh Sugar & Energy Limited 5. New India Retailing & Investment Limited 6. Yashovardhan Investment & Trading Company Limited 7. Ronson Traders Limited 8. Morton Foods Limited 	<ol style="list-style-type: none"> 1. Palash Securities Limited 2. New India Retailing & Investment Limited 3. SCM Investment & Trading Co. Limited 4. RTM Investment & Trading Co. Limited 5. Sidh Enterprises Limited 6. Nilgiri Plantations Limited
Memberships / Chairmanships of Committees of other Indian public companies	<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 	<p>Nomination & Remuneration Committee:</p> <ol style="list-style-type: none"> 1. New India Retailing & Investment Limited - Member <p>Stakeholders' Relationship Committee:</p> <ol style="list-style-type: none"> 1. New India Retailing & Investment Limited - Member
Listed entities from which the person has resigned in the past three years	None	None
Number of Shares held in the Company	1,209 Shares	Nil
Inter-se relationships between Directors	Spouse of Mrs. Shalini Nopany.	Spouse of Mr. C. S. Nopany.

No. of Board meetings attended during the financial year 2023-24	4 of 5	5 of 5
Details of Remuneration last drawn (Rs.) (including sitting fees)	Rs. 87,500/-	Rs. 92,84,595/-
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable
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.	Mrs. Shalini Nopany is proposed to be re-appointed as a Managing Director of the Company, 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 terms and conditions contained in the explanatory statement to the notice.

Particulars	Mr. Sanjay Kumar Maheswary
Designation	Independent Director
Age	78 years
DIN	00497335
Date of appointment	24 th June, 2024
Qualification	B.Com. (Hons.), C.A.
Expertise in specific functional areas	Mr. Sanjay Kumar Maheswary has over four decades of experience in finance, audit and accounting and has handled assignments in diverse fields such as sugar, automobiles, paper, etc. Mr. Maheswary is the Independent Director of The Indian Wood Products Co. Ltd. since 2004. He was Chairman of Calcutta chapter of the Institute of Internal Auditors – Florida, USA.
Directorships held in other public companies (excluding foreign companies)	1. The Indian Wood Products Co. Ltd.
Memberships / Chairmanships of Committees of other Indian public companies	<p>Audit Committee:</p> <p>1. The Indian Wood Products Co. Ltd. - Chairman</p> <p>Stakeholders Relationship Committee:</p> <p>1. The Indian Wood Products Co. Ltd. - Member</p> <p>Nomination & Remuneration Committee:</p> <p>1. The Indian Wood Products Co. Ltd. - Chairman</p>

Listed entities from which the person has resigned in the past three years	None
Number of Shares held in the Company	Nil
Inter-se relationships between Directors	Nil
No. of Board meetings attended during the financial year 2023-24	N.A.
Details of Remuneration last drawn (Rs.) (including sitting fees)	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer the explanatory statement set out in Item No. 7 of the notice.
Terms and conditions of appointment / re-appointment	Mr. Sanjay Kumar Maheswary is proposed to be appointed as an Independent Director of the Company on the terms and conditions contained in the explanatory statement to the notice.
Details of proposed remuneration	As may be approved by the Board of Directors of the Company, in compliance and conformity with the applicable statutory provisions.

SIL INVESTMENTS LIMITED

(CIN: L1730RJ1934PLC002761)

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

Phone 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. / DP Id.
(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 "v" in the appropriate box)
8. Account Types : Savings Current
(Mark "v" 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.

Certificate of the Members Bank

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

Bank Stamp:

Date:

Signature of the Authorized
Official of the Bank

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.