

# 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

22<sup>nd</sup> August, 2024

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

**Sub: Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we would like to inform that National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") have, vide their communication dated 21<sup>st</sup> August, 2024 ("**Exchange Letters**"), imposed fine on the Company with respect to certain non-compliance / delayed compliance under Regulation 17(1A) of the Listing Regulations.

The Company wishes to clarify that imposition of fine by NSE and BSE is pertaining to appointment of a non-executive director who has attained the age of 75 years. The contention of the Exchanges is that prior approval of the shareholders vide special resolution is required in the matter. The Company would like to state that imposition of the said fine is improper, since the shareholders' approval was obtained by the Company in accordance with applicable laws and also pursuant to the following orders passed by Securities Appellate Tribunal (SAT):

- a) Nectar Life Sciences Ltd. vs. SEBI and NSE in Appeal no. 185 of 2023 dated 27<sup>th</sup> April 2023;
- b) 20 Microns Ltd. vs. BSE & SEBI in Appeal no. 845 of 2023 dated 28<sup>th</sup> November 2023; and
- c) 20 Microns Ltd. vs. NSE & SEBI in Appeal no. 846 of 2023 dated 28<sup>th</sup> November 2023.

In these matters, it was held by SAT that:

- i. **The word "unless" as depicted in Regulation 17(1A) does not mean "prior approval" nor the requirement of passing a special resolution was a qualificatory condition for appointment of a person as a director, and**

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- ii. **Regulation 17(1A) and 17(1C) has to be read harmoniously with the provisions of Section 152(2) and 161(1) of the Companies Act which will make it clear that a person above the age of 75 years can be appointed by the Board of Directors. Such appointment is required to be approved subsequently within the prescribed period by a special resolution in the next general meeting by the members of the Company.**

In view of the said orders of SAT, we wish to submit that Regulation 17(1A) should be read in conjunction with the Regulation 17(1C) of Listing Regulations. These regulations do not use the word "prior approval" for any appointment / reappointment and allows a company to regularize the appointment / reappointment at the next general meeting or within a period of three months, whichever is earlier. As such, the intent of legislation is clear that prior approval is not required for such appointment / reappointment, and hence, there is no non-compliance of provisions of Regulation 17(1A) of the Listing Regulations.

We would like to further inform that the Company is in the process of making applications to NSE and BSE with detailed justifications highlighting that the Company is in due compliance of provisions of Regulation 17(1A) of the Listing Regulations and requesting for waiver of fines, imposed by the respective authorities.

The details as required under SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023 are enclosed in Annexure 1.

You are requested to take the same on your records.

Thanking you

Yours faithfully

For **SIL Investments Limited**

Lokesh Gandhi  
Company Secretary and Compliance Officer

Encl.: a/a

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## Annexure 1

Name of Authority	BSE and NSE
Nature and details of the action(s) taken, initiated or order(s) passed	Fine of Rs.16,520/- each by BSE and NSE
Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	21 <sup>st</sup> August, 2024
Details of the violation(s)/ contravention(s) committed or alleged to be committed	Regulation 17(1A) of the SEBI Listing Regulations, pertaining to delayed approval for appointment or continuation of Non-Executive Director who attained the age of seventy-five years.
Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	NIL except the fine mentioned above if not waived or reversed.