

## SIL INVESTMENTS LIMITED

(CIN: L17301RJ1934PLC002761)

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

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

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

**NOTICE** is hereby given that the Eighty Second Annual General Meeting of the Shareholders of SIL Investments Limited, will be held on Saturday, 27th August, 2016, at 10.30 a.m. at the Registered Office of the Company at Pachpahar Road, Bhawanimandi 326502 (Rajasthan) to transact the following business:-

### A. AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company as at 31st March, 2016, together with the Reports of the Auditors & Directors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. C.S. Nopany [DIN: 00014587], who retires by rotation, and being eligible, offers him for re-appointment.
4. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors M/s. Singhi & Company, Chartered Accountants, (Registration No. 302049E) offer themselves for re-appointment.

### B. AS SPECIAL BUSINESS:

#### Item No. 5

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

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder and Regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Brij Mohan Agarwal (Director Identification Number 03101758), who was appointed as the Additional Director of the Company by the Board of Directors w.e.f. March 31, 2016 and who holds office up to the date of this Annual General meeting, be and is hereby appointed as the Director of the Company with effect from the date of this Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

#### Item No. 6

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 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (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 appointment and terms of remuneration of Shri Brij Mohan Agarwal as the Executive Director (Designated as “Director-In-Charge”) of the Company for the period of three years w.e.f. 31.03.2016, upon the terms and conditions set out in the Explanatory Statement of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Shri Brij Mohan Agarwal which shall be in accordance with the provisions of the Companies Act, 2013 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 Shri Brij Mohan Agarwal remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

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

**Item No. 7**

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

**"RESOLVED THAT** in compliance with and subject to the provisions of the Companies Act, 2013 and the rules framed thereunder, the Listing Regulations and any relevant circulars and regulations issued by the Securities and Exchange Board of India, as may be applicable, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into loan contracts / arrangements/ transactions (deemed to be related party transactions) with the entities / qualified corporate bodies within the overall limit prescribed (as listed in the explanatory statement to this resolution) from time to time.

**RESOLVED FURTHER THAT** the Board is hereby authorised to do, perform, or cause to be done all such acts, deeds, matters and things as may be necessary or desirable, and do all other acts and things as may be incidental, necessary or desirable to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Board is hereby authorised to delegate all or any of its powers conferred by the above resolutions to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

By Order of the Board  
For SIL Investments Limited

Lokesh Gandhi  
Company Secretary and Compliance Officer  
Membership No. A25417

Place: Kolkata  
Date: 12.05.2016

**NOTES FOR MEMBERS' ATTENTION**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

1. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person and such person cannot act as a proxy for any other person or shareholder.
2. In order to be effective, the instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time of holding the meeting. Proxies submitted on behalf of limited companies, bodies corporate, societies etc. must be supported by appropriate resolution /authority, as applicable. Blank Proxy Form is attached.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
5. The Record date for the purpose of determining eligibility for payment of Dividend, if any, to be declared at the Annual General Meeting shall be Friday, July 15, 2016.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 21st August, 2016 to 27th August, 2016 (both days inclusive) for the purpose of the Annual General Meeting.
7. Pursuant to provisions of Section 124(5) of the Companies Act, 2013 dividends which remained unclaimed / un-encashed for a period of 7 years are 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 Companies Act, 2013. Therefore, shareholders who have not encashed their dividend for the financial year 2008-09 to 2014-15 should lodge their request for the same to the RTA or the Company.
8. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares.
9. Dividend, if declared at the Meeting, will be paid on or before 25.09.2016 to those Members or their mandates:
  - a) Whose names appear as Beneficial Owners at the end of the business hours on Friday, July 15, 2016 in the list of Beneficial Owners to be furnished by Depositories (NSDL & CDSL) in respect of the shares held in electronic form; and
  - b) Whose names appear as Members on the Company's Register of Members on Friday, July 15, 2016 after giving effect to valid transfer requests, received on or before Friday, July 15, 2016.
10. Shareholders desirous of availing the facility of Electronic Credit of dividend are requested to fill up attached NECS form to this notice and return the same duly filled and signed alongwith a xerox copy of a leaf of their cheque book bearing bank account number, on or before 18th August 2016. The said details in respect of the shares held in electronic form should be sent to their respective Depository Participant (with a copy to the Company/RTA) for appropriate action before close of work on 18th August 2016. The said details in respect of the shares held in physical form should be sent to the Company/RTA for appropriate action before close of work on 18th August 2016.
11. The Company's Shares are listed on the following Stock Exchanges:
  1. Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai 400 001

2. National Stock Exchange of India Ltd.  
Exchange Plaza, 5th floor  
Plot No.C/1, G-Block, Bandra-Kurla Complex,  
Bandra (E), Mumbai 400 051
12. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Particulars of the Director being re-appointed / appointed, a brief resume, nature of his expertise in specific functional areas, names of Indian public limited companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se, are annexed hereto to this notice.
13. Electronic copy of the Notice of the 82nd Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participant(s) for communication purpose. Physical copies of the notice of the 82nd Annual General Meeting of the Company has also been sent separately to all the Shareholders, inter-alia, indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Pvt. Ltd.**, Registrar and Transfer Agent (RTA) of the Company at their address at C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Marg, Subhash Nagar, Bhandup West, Mumbai, Maharashtra 400078, Telephone No. 022 - 2596 3838, mt.helpdesk@linkintime.co.in, for both physical and demat segment of Equity Shares. Please quote on all such correspondence - "Unit - SIL Investments Limited".
15. Members are requested:
  - a. To bring their copies of Annual Report and Notice at the Meeting.
  - b. To submit their Attendance Slip, duly filled in, for attending the Meeting
  - c. To quote their folio number/DP ID and Client Id in all correspondence;
  - d. To Notify immediately for change of their address and bank particulars to the RTA in case the shares are held in physical form; And
  - e. in case the shares are held in dematerialized form, information should be passed on directly to their respective Depository Participant and not to the Company / RTA without any delay.
16. The route map for easy location of the venue of AGM is attached with the Notice. The Notice of AGM (including the route map) and Annual Report 2015-16 will be available on the website of the Company at [www.silinvestments.in](http://www.silinvestments.in).
17. No Gifts in AGM  
The members may kindly note that no gifts or gift coupons or cash in lieu of gifts will be distributed at or in connection with the AGM.
18. a) Registered Office:  
Pachpahar Road, Bhawanimandi (Rajasthan)-326502  
b) Mumbai Office:  
E- wing, 601, 6th Floor, Lotus Corporate Park, 185/A, Graham Firth Steel Compound,  
Off: Western Express Highway, Goregaon (East), Mumbai 400063.
19. The instructions and other information relating to voting through Electronic Means is given here as under:

#### **VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and

Administration) Amendment Rules, 2015 and Regulation 44 of SEBI ( Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on August 23, 2016 (9:00 am) and ends on August 26, 2016 (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 August 20, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "silinvestments remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote. If you have forgot your password, you can reset your password by using "Forget User Details / Password" option available available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Sil Investments Limited".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mihenhalani@gmail.com](mailto:mihenhalani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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- B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below at the bottom of the Attendance Slip/Ballot Form for the Annual General Meeting:
- | <b>EVEN (Remote e-voting Event Number)</b> | <b>USER ID</b> | <b>PASSWORD/PIN</b> |
|--|----------------|---------------------|
|--|----------------|---------------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 20, 2016.
- X. Any person, who acquires shares of the Company and becomes member of the Company after July 22, 2016 i.e. the BENPOS date considered for dispatch of the notice and holding shares as of the cut-off date i.e. August 20, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [santosh.jaiswal@linkintime.co.in](mailto:santosh.jaiswal@linkintime.co.in)
- XI. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM / EGM through ballot paper.
- XIII. Mr. Mihen Halani of Mihen Halani & Associates, Practicing Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/ Polling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.silinvestments.in](http://www.silinvestments.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchanges where the shares of the Company are listed.

By Order of the Board  
For SIL Investments Limited

Lokesh Gandhi  
Company Secretary and Compliance Officer  
Membership No. A25417

Place: Kolkata  
Date: 12.05.2016

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

**Item No: 5**

Shri Brij Mohan Agarwal was appointed as an Additional Director at the Board Meeting held on 31st March, 2016. The term of his office extends upto the date of this Annual General meeting. Notice as per the provision of Section 160 of the Companies Act, 2013 has been received in writing from members proposing the candidature of Shri Brij Mohan Agarwal for the Office of the Director of the Company.

Shri Brij Mohan Agarwal, is Commerce Graduate and also a M.B.A in Finance. Having regard to his background and wide experience, the appointment of Shri Brij Mohan Agarwal will be in the best interest of the Company. No Director other than Director concerned is interested in the resolution.

Your Directors recommend the resolution for your approval

**Item No: 6**

The Board of Directors in its Meeting held on March 31, 2016, has decided to appoint Shri Brij Mohan Agarwal as "Executive Director" (Designated as "Director-In-Charge") of the Company for the period of three years commencing w.e.f. 31.03.2016 in accordance with the provisions laid down in Section 196, 197 and Schedule V of the Companies Act, 2013 subject to the approval of the Shareholders in the Annual General Meeting.

Shri Brij Mohan Agarwal shall be entitled for payment of remuneration by way of commission, which shall be within the overall ceiling as per provisions of Section 196, 197 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and Rules made thereunder, as amended from time to time and shall be determined by the Board of Directors of the Company from time to time.

Shri Brij Mohan Agarwal shall not be liable to retire by rotation as a Director subject to the provisions of section 152 of the Companies Act, 2013.

The above may be treated as an abstract of the terms of appointment of Shri Brij Mohan Agarwal under Section 190 of the Companies Act, 2013.

Shri Brij Mohan Agarwal may be deemed to be concerned or interested in the resolution. Save and except above, none of the Directors are interested in this resolution.

Your Directors recommend the resolution for your approval.

**Item No. 7**

As per Regulation 23 of the SEBI ( Listing Obligation and Disclosure Requirements), Regulations, 2015 and Section 184 of the Companies Act, 2013 ("the Act") states that no company shall enter into transactions with a Related Party as defined under Section 2(76) of the Act , except with the consent of the Board and Members of the Company.

SIL Investments Ltd. ("the Company"), is a Non-Banking Financial Company (NBFC) (Investment Category), registered with Reserve Bank of India and is also listed on the Stock Exchanges. The core business of the Company is lending and borrowing of funds to / from Corporate Bodies, Companies, etc. apart from the investment which it holds in the various Bodies Corporate. A major chunk of the revenue generated by the Company is from the dividend income and the interest income which it earns by lending the funds, after setting off the interest paid to the lenders. A list of entities who may come in the ambit of "Related Parties" from amongst the Qualified Bodies Corporates (QBCs) to whom the Company lends its funds (either own or borrowed) is given below :

S. No.	Name of the Companies / Qualified Body Corporates (QBCs)	Limits / Amount (Rs. in Crore)
1.	Oudh Sugar Mills Ltd	20.00
2.	Upper Ganges Sugar & Industries Ltd	20.00
3.	SCM Investments & Trading Co Ltd	20.00
4.	RTM Investments & Trading Co Ltd	38.00
5.	Champaran Marketing Company Ltd.	20.00
6.	Hargaon Investment & Trading Co. Ltd.	20.00

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<b>S. No.</b>	<b>Name of the Companies / Qualified Body Corporates (QBCs)</b>	<b>Limits / Amount (Rs. in Crore)</b>
7.	Sutlej Textiles And Industries Limited	20.00
8.	Uttar Pradesh Trading Company Ltd.	20.00
9.	Yashovardhan Investment & Trading Co. Ltd.	20.00

**Note:** - The overall ceiling on the inter corporate Loans/deposits by SIL Investments Ltd. to all parties taken together, inclusive of list above, is presently Rs. 200 crore.

The Company advances the loans to various QBCs (including the aforesaid QBCs) in the Ordinary Course of its Business and on arms-length basis and on known parameters. The advance of loans to the aforesaid Qualified Bodies Corporates may however, come under the ambit of Related Party Transactions according to the revised guidelines of the Listing Regulations, 2015 and applicable provisions of the Companies Act, 2013.

SEBI has prescribed that all related party transactions shall require prior approval of the Audit Committee and all material transactions with related party shall require approval of the Members of the Company through ordinary resolution and the related parties shall abstain from voting on such resolutions. "Material Transaction" means any transaction entered either individually or taken together with previous transactions during a financial year, exceeding ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. The Company proposes to obtain approval of the shareholders for the transactions, if any, from time to time, with the Related Parties as stated in Resolution at Item No. 7, on terms and conditions approved by the Audit Committee. The transactions shall be in the "Ordinary Course of Business" and "on arm's length basis".

**Concern or interest of Directors:**

Under the applicable provisions of the Companies Act, 2013, Mr. C. S. Nopany and Mrs. Shalini Nopany may be deemed to be concerned or interested in the resolution. Save and except the above, none of the other Directors are interested in this resolution.

Your Directors recommend the resolution for your approval

By Order of the Board  
For SIL Investments Limited

Lokesh Gandhi  
Company Secretary and Compliance Officer  
Membership No. A25417

Place: Kolkata  
Date: 12.05.2016