

SIL INVESTMENTS LIMITED

(CIN: L17301RJ1934PLC002761)

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

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

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

NOTICE is hereby given that the Eighty First Annual General Meeting of the Shareholders of SIL Investments Limited, will be held on Monday, 31st August, 2015, 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 2015, together with the Reports of the Auditors & Directors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. S.K.Khandelia, (DIN No.00373797) who retires by rotation, and being eligible, offers himself 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 & Co. 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 in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals, as may be necessary, the approval of the Company be and is hereby accorded for the re-appointment of Mrs. Shalini Nopany (DIN:00077299) as the Managing Director of the Company for a further period of five years with effect from 25th January, 2015, on such terms and conditions including remuneration, as set out in the Explanatory Statement of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Mrs. Shalini Nopany, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule V appended to the Companies Act, 2013, or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay Mrs. Shalini Nopany 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 is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this resolution."

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 Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company be and is hereby authorized to pay remuneration to non-executive directors in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, an amount, by way of commission, either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, to any one or more or all of the existing Non-Executive Directors or Non-Executive Directors to be appointed in future, as the Board of Directors may from time to time, determine, and that such remuneration shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof) and subject to an individual limit of remuneration for each of the Non-Executive Directors during each of the five financial years commencing from 1st April, 2014.

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

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 in compliance with and subject to the provisions of the Companies Act, 2013 and the rules framed thereunder, the equity listing agreements entered into by the Company with Stock Exchanges and any relevant circulars and regulations issued by the Securities and Exchange Board of India (including circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014), 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
Membership No. A25417

Place: Kolkata
Date: 13.05.2015

NOTES FOR MEMBERS' ATTENTION

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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 Saturday, July 11, 2015.
6. Pursuant to Section 170 of the Companies Act, 2013, and Clause 16 of the Listing Agreement the Register of Members and Share Transfer Books of the Company will remain closed from 25th August, 2015 to 31st August, 2015 (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 / unencashed 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 2007-08 to 2013-14 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 29.09.2015 to those Members or their mandates:
 - a) Whose names appear as Beneficial Owners at the end of the business hours on Saturday, July 11, 2015 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 Saturday, July 11, 2015 after giving effect to valid transfer requests, received on or before Saturday, July 11, 2015.
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 August 21, 2015. 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 August 21, 2015. 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 August 21, 2015.
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
 3. Calcutta Stock Exchange Ltd.*
7, Lyons Range,
Kolkata 700 001
- * Company's application for voluntary delisting has been pending with the Calcutta Stock Exchange Ltd. since October, 2003.
12. Particulars pursuant to Clause 49 (VIII)(E) of the Listing Agreement with the Stock Exchanges 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 81st 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

addresses are registered with the Company / Depository Participant(s) for communication purpose. Physical copy of the notice of the 81st 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 in the permitted mode.

14. Members are requested to send all their documents and communications pertaining to shares to **Sharepro Services (India) Pvt. Ltd.**, Registrar and Transfer Agent (RTA) of the Company at their address at Samhita Complex, Gala No. 52 to 56, Building No. 13A-B, Near Sakinaka Telephone Exchange, Andheri - Kurla Road, Sakinaka, Mumbai - 400072 (Maharashtra), Telephone No. 022-6772 0300/400, Fax No. 022-2859 1568 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. Registered Office: Pachpahar Road, Bhawanimandi (Rajasthan)-326502.
Mumbai Office: Solaris Building No.1, D-Wing, 4th Floor, Solaris Complex, Saki Vihar Road, Powai, Andheri (E)-400072.
17. 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 2014-15 will be available on the website of the Company at www.silinvestments.in.
18. 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.
19. Pick-up Coach Facility
For the convenience of members intending to attend the Company's AGM scheduled to be held at 10.30 a.m. on August 31, 2015, the Company will provide transport from Bhawanimandi Railway Station (East) to the venue and back. The pickup coach will leave from "Bhawanimandi Railway Station" Rajasthan at 09.45 a.m. on the date of AGM to reach RTM Mill (venue of the AGM) in time for the meeting and will leave for Station after the meeting.
Members wishing to avail of this facility may kindly be present in time at the pick-up point at Bhawanimandi Railway Station.

20. 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 Clause 35B of the Listing Agreement, 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 27, 2015 (9:00 am) and ends on August 30, 2015 (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 24, 2015, 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 with a copy marked to evoting@nsdl.co.in

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 Participant(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:

EVEN (Remote e-voting Event Number), USER ID, PASSWORD/PIN

- (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 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 24, 2015.
- X. Any person, who acquires shares of the Company and becomes member of the Company after July 17, 2015 i.e. the BENPOS date considered for dispatch of the notice and holding shares as of the cut-off date i.e. August 24, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kumaresan@shareproservices.com.
- 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 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 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
Membership No. A25417

Place: Kolkata
Date: 13.05.2015

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

Item No: 5

The Board of Directors at its meeting held on 28th January, 2015 has re-appoint Mrs. Shalini Nopany as Managing Director of the Company for a period of 5 years w.e.f. 25th January, 2015 in accordance with the provisions laid down in Section 197 and Schedule V of the Companies Act, 2013 subject to the approval of the Shareholders in the Annual General Meeting. Having regard to the qualifications and experience of Mrs. Shalini Nopany, the Board of Directors considered her to be a fit and proper person for re-appointment as Managing Director. Mrs. Shalini Nopany's reappointment and remuneration are in accordance with the Schedule V of the Companies Act, 2013 as detailed below:

- i) Period: Five years from 25th January, 2015 to 24th January, 2020.

- II) Basic Salary: Rs. 2,00,000/- per month
The Remuneration Committee may recommend to the Board to increase the emoluments at appropriate intervals after taking into account the Company's performance, within the limits contained in the Companies Act, 2013 or any amendment or otherwise as may be permissible in law.
- III) Commission : The Managing Director will be entitled to commission on net profit, subject to the statutory limits of 1% imposed by the Companies Act and the Board of Directors. Presently, the Commission amount shall be restricted to Rs 7.00 lakh.
- IV) In addition to the Basic Salary as above, the Company shall pay, contribute or provide the following benefits/facilities to the Managing Director:
- Gratuity
As per the Payment of Gratuity Act.
 - Medical Reimbursement
Reimbursement of expenses incurred for self and the family as per Rules of the Company.
 - Leave
40 days leave on full pay and allowances, as per the Rules of the Company.
 - Leave Encashment
As per the Rules of the Company
 - Leave Travel Assistance
Leave Travel Assistance for the Managing Director and her family once in a year as per the Rules of the Company, subject to the maximum of 5% of the prevailing annual Basic Salary.
 - Personal Accident Insurance/Group accident Insurance
The Company shall provide Personal Accident Insurance cover to the Managing Director provided that the premium payable by the Company in respect of such policy shall not exceed Rs.12,000/- per annum.
 - Telephone
The Managing Director shall be provided with telephone for transacting official business of the company and charges for personal long distance calls, if any, shall be chargeable to the Managing Director.
 - Car
The Managing Director shall be provided by the Company with a chauffeur driven car for Company's business.

Notes:

- The appointee shall be entitled to reimbursement of all actual expenses incurred in connection with the business of the Company, including traveling, conveyance, and hotel accommodation.
 - 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.
 - Perquisites shall be subject to the ceiling prescribed under Schedule V of the Companies Act, 2013.
 - Encashment of Leave at the end of the tenure shall not be included in the computation of the ceiling on perquisites.
- V. Minimum remuneration:

The Managing Director shall be paid the aforesaid remuneration and perquisites as minimum remuneration in the event of

absence or inadequacy of profits in any financial year.

VI. 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 Companies Act, 2013.

Mrs. Shalini Nopany, herself and Mr. C. S. Nopany, being her husband 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:6

The Shareholders at their meeting held on 6th August, 2010 had approved payment of Commission upto 1% of the net profits of the Company to the Directors of the Company which eventually got expired due to lapse of time. Hence payment of commission to the Directors as permitted by Articles of Association of the Company, is proposed to be renewed for a period of five years w.e.f. 1st April, 2014. The payment of commission will be within the percentage prescribed in Section 197 of the Companies Act, 2013.

Your Directors recommend the resolution for your approval

Item No:7

As per Revised Clause 49 (VII) of the Equity Listing Agreement 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 vide Certificate No.NBFC-ND-S1-B.10.00211 dated 22.05.2009 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 along with the relative ceiling limits as fixed by the Board at present:

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
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 cumulative 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 Agreement 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 special 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 transactions, (if any, from time to time), with these Related Parties, as stated in Resolution at Item No. 7, and considering the nature of business of the Company, on terms and conditions approved by the Audit Committee. The transactions shall be construed as "Ordinary Course of Business"; and shall be "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 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
Membership No. A25417

Place: Kolkata
Date: 13.05.2015

ANNEXURE

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Particulars	Mrs. Shalini Nopany	Mr.S.K. Khandelía
Date of birth	13.03.1968	03.01.1951
DIN No.	00077299	00373797
Date of appointment	26.10.2009	25.08.2008
Qualification	B.Com (Hons.), MBA	B.Com., FCA
Expertise in specific functional areas	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.	Mr. S. K. Khandelía, is Fellow Member of the Institute of Chartered Accountants of India and presently is the Group President of Sutlej Textiles and Industries Limited. Mr. S. K. Khandelía has served for more than 30 years.
Directorships held in other companies (excluding foreign companies)	La Monde Trading & Investment Private Limited Gladiolus Traders Pvt. Limited New India Retailing & Investment Ltd. RTM Investment & Trading Co. Ltd. SCM Investment & Trading Co. Ltd. Sidh Enterprise Limited Nilgiri Plantations Limited Deepshikha Trading Co. Private Limited	Headway Securities Private Limited Rajashi Commotrade Pvt Ltd SMAA Tradeinvest Pvt Ltd Blend Financial Solutions Pvt Ltd SMAA Enterprises Pvt Ltd
Memberships/ Chairmanships of Committees of other Indian public companies	Member-Stakeholders' Relationship Committee: New India Retailing & Investment Ltd.	-
Number of Shares held in the company	NIL	NIL

SIL INVESTMENTS LIMITED

(CIN: L17301RJ1934PLC002761)

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

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

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

May 13, 2015

Dear Shareholder,**Sub: Green Initiative in Corporate Governance.**

As a responsible Corporate Citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India (MCA) vide its Circular Nos.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011.

The Green Initiative endeavors to reduce consumption of paper, in turn preventing deforestation and contributes towards a green and clean environment-a cause that we at SIL Investments Ltd. are committed to. This initiative is also aligned to our Mission Statement of demanding that everything we do leads to a clear, healthier, safer environment. In furtherance of these initiatives, the company invites its shareholders to participate in the Green Initiatives to affirm its commitment towards future generations.

Keeping in view the above, your company proposes to send documents like Notice convening Annual General Meeting, Audited Financial Statements, Directors' Report, and Auditors' Report etc in electronic form. For supporting this initiative:-

- 1) If you hold shares in electronic form, kindly intimate your email ID to your Depository Participant (DP). The same will be deemed to be your registered email address for serving notices/documents.
- 2) If you hold shares in physical form, kindly intimate your email ID to the Company's Registrar & Transfer Agent (RTA) at the following address:

Sharepro Services (India) Pvt.Ltd.
Samhita Complex,
Gala No. 52 to 56, Building No. 13A-B
Near Sakinaka Telephone Exchange,
Andheri – Kurla Road, Sakinaka,
Mumbai 400 072

- 3) You may also register your E-mail ID with us on our company's website www.silinvestments.in, after quoting your Client ID and DP ID. However a request letter in confirmation should be sent to us duly signed by the first/sole holder as per the specimen signature recorded with the RTA and should mention your correct folio number.

If you do not register your email ID, a physical copy of the Annual Report and other communication/documents will be sent to you free of cost, as per the current practice. These documents will also be available on the Company's website www.silinvestments.in.

It may be noted that you will be entitled to be furnished free of cost, with a copy Annual Report and all other documents required by law upon receipt of a requisition from you, any time, as a member of the Company.

We strongly urge you to support this 'Green Initiative' and opt for electronic mode of communication by advising your email ID to your DP/Sharepro Services (India) Pvt Ltd.

We solicit your support to join in this initiative in reducing the impact on the environment and receive all communications electronically.

Thanking You.

Yours truly,

For SIL Investments Ltd.

Lokesh Gandhi
Company Secretary
Membership No. A25417

ROUTE MAP



SIL INVESTMENTS LIMITED

(CIN: L17301RJ1934PLC002761)

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

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

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

FORM NO. MGT -11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L17301RJ1934PLC002761

Name of the Company : **SIL INVESTMENTS LIMITED**

Registered Office : Pachpahar Road, Bhawanimandi - 326502 (Rajasthan)

Name of the member (s) :			
Registered Address :			
E-mail ID :			
Folio No. / Client ID		DP ID	

I / We, being the member(s) of _____ shares of the above name company, hereby appoint

1. Name :
Address :
E-mail ID :
Signature
or failing him / her
2. Name :
Address :
E-mail ID :
Signature
or failing him / her
3. Name :
Address :
E-mail ID :
Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighty First Annual General Meeting of the Company, to be held on 31st August, 2015 at 10.30 a.m. at the Registered Office at Pachpahar Road, Bhawanimandi- 326502 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

		Vote (Optional see Note no. 2)	
Sr. No.	RESOLUTIONS	For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements (Standalone & Consolidated) for the year ended March 31, 2015		
2.	Approval of Dividend		
3.	Re-appointment of Mr. S.K.Khandelia as a Director, who retires by rotation.		
4.	Appointment of M/s. Singhi & Co., as Statutory Auditors and fixing their remuneration.		
Special Business			
5.	Re-appointment of Mrs. Shalini Nopany as the Managing Director of the Company.		
6.	To pay remuneration to non-executive directors by way of commission which shall not exceed the limits as prescribed by Section 197 of the Companies Act, 2013.		
7.	Power to enter into loan contracts / arrangements / transactions (deemed to be related party transactions) with the entities / qualified corporate bodies within the overall limit prescribed.		

Signed this _____ day of _____ 2015.

Signature of Shareholder : _____

Signature of Proxy holder (s) : _____

**Affix Rs.1
Revenue
Stamp**

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

(CIN: L17301RJ1934PLC002761)

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

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

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

NECS MANDATE FORM

- [illegible]

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.

Place:

Signature of the First holder

Date :

Name of the First holder

Note: In case, shares are held in electronic form, kindly submit ECS particulars to your Depository Participants(DPs)

Certificate of the Shareholder's Bank

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

Bank Stamp:

Signature of the authorized

Date:

Official of the Bank

Note: Please attach a Photocopy of Cheque issued by your Bank relating to your bank account for verifying the accuracy of the code number.

