

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_grievance@sutlej-rtm.co.in website: www.silinvestments.in

NOTICE is hereby given that the Eightieth Annual General Meeting of the Shareholders of SIL Investments Limited, will be held on Saturday, 23rd August, 2014, 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 Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date, 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, 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 & Company, (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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sanjay Goenka (DIN 00420444), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. S.S. Maheshwari (DIN 02727712), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years 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.7

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Subroto Lahiri (DIN 01719327), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years 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.8

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

“RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the company held on 27th September, 2003 and pursuant to section 180(1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013, and also that of the Companies Act, 1956 to the extent applicable in this regard, the consent of the company be and is hereby accorded to the Board of Directors to borrow and raise for and on behalf of the Company, from time to time, such sum or sums of money on such terms and conditions as the Board may deem fit for the purposes of the Company either in foreign currency and/or in rupee currency, as may be deemed necessary, from any one or more persons, firms, bodies corporate, bankers, financial institutions or from others, amounting to in the aggregate a sum not exceeding Rs.1,000 crore (Rupees One Thousand Crore Only) notwithstanding that the monies to be borrowed together with the monies already borrowed by the company (apart from temporary loan obtained from the company’s bankers in the Ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the company and its free reserves, that is to say, the reserves not set apart for any specific purposes.

“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”.

By Order of the Board
For SIL Investments Limited

Brajmohan Prasad
Company Secretary
Membership No. F7492

Place: Kolkata
Date: 15th May, 2014

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 in 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 12, 2014.
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 Saturday, August 16, 2014 to Saturday, August 23, 2014 (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 2006-07 to 2012-13 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 21.09.2014 to those Members or their mandates:
 - a) Whose names appear as Beneficial Owners at the end of the business hours on Saturday, July 12, 2014 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 12, 2014 after giving effect to valid transfer requests, received on or before Saturday, July 12, 2014.
10. Shareholders desirous of availing the facility of Electronic Credit of dividend are requested to fill up attached ECS 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 14.08.2014. 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 14.08.2014. 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 14.08.2014.

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 (IV)(G) 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. 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**".
14. 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.
15. The instructions and other information relating to voting through Electronic Means is given here as under:

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for 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 participant(s)]:
 - i. Members whose e-mail addresses have been registered, need to open the attached PDF file ["silinvestments-evoting.pdf"] received from NSDL, giving your Client ID or Folio No. as default password (the file contains your "User ID" and "Password for e-voting") and follow steps B (ii) to B (xii) given below to cast your vote.
 - B. In case of a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
 - i. Members who have not registered their email address can use the *details as provided in the Attendance Slip attached to this Notice.
- * EVEN (E Voting Event Number) USER ID PASSWORD/ PIN**
- ii. Launch the 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 noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password 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 e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" of SIL Investments Limited.
 - viii. Now you are ready for e-Voting as the 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 Mr. Rajendra Chouhan of R. Chouhan & Associates, Practicing Company Secretary, on his e-mail id: cschouhanr007@gmail.com with a copy marked to evoting@nsdl.co.in.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- E. 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).
- F. The e-voting period commences on August 15, 2014 (10:00 a.m.) and ends on August 17, 2014 (10:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 4, 2014, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- G. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date i.e. July 4, 2014.
- H. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 4, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- I. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- J. The Results shall be declared at the 80th Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.silinvestments.in and on the website of NSDL within two (2) days of passing of the resolutions at the 80th Annual General Meeting of the

Company on 23rd August, 2014 and communicated to the BSE Limited/National Stock Exchange of India Limited/Calcutta Stock Exchange Limited.

By Order of the Board
For SIL Investments Limited

Brajmohan Prasad
Company Secretary
Membership No. F7492

Place: Kolkata
Date: 15th May, 2014

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

Item No: 5

Mr. Sanjay Goenka is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 24-07-2006 and his period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956..

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Sanjay Goenka being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (Five) consecutive years with effect from 23rd August, 2014. A notice proposing Mr. Sanjay Goenka as a candidate for the office of Director of the Company under Section 160 of the Act has been received from a member of the Company.

In the opinion of the Board, Mr. Sanjay Goenka fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Sanjay Goenka as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM.

The Board of Directors of your Company recommends the ordinary resolution in relation to appointment of Mr. Sanjay Goenka as an Independent Director, for the approval by the shareholders of the Company.

Save and except Mr. Sanjay Goenka and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5

Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is set out in the annexure to the Explanatory Statement.

Item No:6

Mr. S.S.Maheshwari is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 24-07-2006 and his period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956..

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. S.S.Maheshwari being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (Five) consecutive years with effect from 23rd August, 2014. A notice proposing Mr. S.S.Maheshwari as a candidate for the office of Director of the Company under Section 160 of the Act has been received from a member of the Company

In the opinion of the Board, Mr.S.S.Maheshwari fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. S.S.Maheshwari as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM.

The Board of Directors of your Company recommends the ordinary resolution in relation to appointment of Mr. S.S.Maheshwari as an Independent Director, for the approval by the shareholders of the Company.

Save and except Mr.S.S.Maheshwari and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is set out in the annexure to the Explanatory Statement.

Item No:7

Mr. Subroto Lahiri is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 31.10.2007 and his period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956..

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Subroto Lahiri being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (Five) consecutive years with effect from 23rd August, 2014. A notice proposing Mr. Subroto Lahiri as a candidate for the office of Director of the Company under Section 160 of the Act has been received from a member of the Company

In the opinion of the Board, Mr. Subroto Lahiri fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Subroto Lahiri as an Independent Director would be

available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of the AGM.

The Board of Directors of your Company recommends the ordinary resolution in relation to appointment of Mr. Subroto Lahiri as an Independent Director, for the approval by the shareholders of the Company.

Save and except Mr. Subroto Lahiri and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges is set out in the annexure to the Explanatory Statement.

Item no: 8

The Shareholders of the Company had by an Ordinary Resolution, at the 69th Annual General Meeting of the Company held on 27th September, 2003, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs.1000 crores under 293(1)(d) of the Companies Act, 1956.

Post promulgation of the Companies Act, 2013 and Section 180 of the said Act (Corresponding to Section 293 of the erstwhile Companies Act, 1956) coming into force/effect, the Board of Directors shall exercise the aforesaid powers only with the consent of the Company by a Special Resolution. The resolution passed under Section 293(1)(d) of the Companies Act, 1956 is valid only upto 31st March, 2015.

Hence, your Directors recommend the aforesaid Special Resolution in item no.8 in order to borrow monies not exceeding Rs.1,000 crores (Rupees One Thousand Crores Only).

It may be noted that Directors / Key Managerial Personnels and their relatives who are members of the Company, may be deemed to be concerned or interested in this resolution only to the extent of their respective shareholding in the company to the same extent as that of every other member of the Company.

By Order of the Board
For SIL Investments Limited

Brajmohan Prasad
Company Secretary
Membership No. F7492

Place: Kolkata
Date: 15th May, 2014

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 | Mr. C.S.Nopany | Mr. Sanjay Goenka | Mr. S.S.Maheshwari | Mr. Subroto Lahiri |
|---|--|--|---|--|
| Date of appointment | 18.06.1993 | 24.07.2006 | 24.07.2009 | 31.10.2007 |
| Qualification | CA, Masters Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburgh, USA | B.Com. | M.B.A.(Financial Management), B.Tech(Textile Tech) | B.Sc.(Honours), FCA. |
| Expertise in specific functional areas | He is an eminent industrialist having industrial experience in diverse fields like sugar, tea, shipping, textiles, fertilizers and chemicals, etc. He is past President of Indian Chamber of Commerce. | Involved in Stock Market operations as a member of International Stock Exchange of India Limited | Having wide experience in senior positions with large Industries. | He is a fellow member of the Institute of Chartered Accountants of India. He is the Managing Partner of the renowned Chartered Accountants Firm M/s G. Basu & Co., Kolkata |
| Directorships held in other public companies (excluding foreign companies) | <ol style="list-style-type: none"> 1. The Oudh Sugar Mills Ltd. 2. Sulej Textiles and Industries Ltd. 3. New India Retailing & Investment Ltd. 4. Uttar Pradesh Trading Co. Ltd. 5. Chambal Fertilizers & Chemicals Limited 6. Upper Ganges Sugar & Industries Ltd. 7. Yashovardhan Investments & Trading Co. Ltd. 8. Ronson Traders Ltd | RTM Investment & Trading Company Limited | Nil | SCM Investment & Trading Company Limited. |
| Memberships/ Chairmanships of Committees of other Indian public companies | Stakeholders Relationship Committee (i) Upper Ganges Sugar and Industries Ltd, Member (ii) Ronson Traders Limited, Chairman | Nil | Nil | Nil |
| Number of Shares held in the company | Nil | Nil | Nil | Nil |