

SIL INVESTMENTS LIMITED

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

MINUTES OF THE ANNOUNCEMENT OF THE RESULTS BY AND ON BEHALF OF THE COMPANY ON 17TH OCTOBER, 2014 AT BHAWANIMANDI, REGARDING THE POSTAL BALLOT HELD BY THE COMPANY.

Background

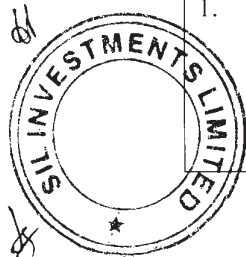
Vide a resolution of the Board passed on 25th July, 2014, the Board of Directors of SIL Investments Limited had decided to hold/conduct a postal ballot, for passing resolutions as contained in the Notice to the Shareholders as approved by the Board. Approval of the Members of the Company was sought through a Postal Ballot seeking consent from the shareholders for

- (a) creation of charge on the total assets of the company to secure its borrowings under Section 180 (1) (a) of the Companies Act, 2013; and
- b) adoption of new Articles of Association in place of existing Articles of Association as per the notice dated 25th July, 2014.

The Board had appointed Shri Rajendra Chouhan, Practising Company Secretary, Jaipur as the scrutinizer for conduct of the ballot in a fair and transparent manner. The Postal Ballot Notice dated 25th July, 2014, pursuant to Section 110 of the Companies Act, 2013, for passing the following Resolutions by postal ballot, was dispatched to the members of the Company on 12.09.2014. The Postal Ballot Forms and the self-addressed business reply envelopes were also sent for use of Members. The Shareholders were requested to return the postal ballot forms duly completed alongwith assent (for) or dissent (against), so as to reach the scrutinizer on or before the close of working hours on 17th October, 2014.

After due scrutiny of all the postal ballot forms received, Mr. Rajendra Chouhan, Practising Company Secretary, scrutinized the votes cast through a) Postal ballot forms and through b) e-voting done by the members upto the close of working hours of 11th October, 2014 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members). Mr. Rajendra Chouhan, Practising Company Secretary, submitted his report as under :

Sr. No. of Resolution	Particulars of Special Resolution	Total no. of Valid Votes	Total Votes cast in favor		Total Votes cast in against	
			No. of Shares	% of votes	No. of Shares	% of votes
1.	Creation of charge on the total assets of the Company to secure its borrowings under section 180(1)(a) of the Companies Act, 2013.	8328281	8325581	99.968	2700	0.032



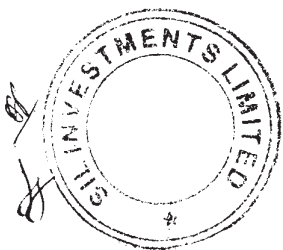
2.	Adoption of new Articles of Association in place of existing Articles of Association.	8328263	8327863	99.995	400	0.005
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The Authorized Director Shri S.S.Maheshwari, after receiving the Scrutinizer's Report, announced that the Special Resolutions contained in the Postal Ballot Notice were duly passed by the shareholders with overwhelming majority. The resolutions duly approved by the Members were as under :

1. PASSED AS A SPECIAL RESOLUTION:

TO APPROVE CREATION OF CHARGE ON THE TOTAL ASSETS OF THE COMPANY TO SECURE ITS BORROWINGS:-

“RESOLVED THAT in supersession of all earlier resolutions passed by the shareholders of the Company under Section 293(1)(a) and pursuant to section 180(1)(a) 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, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging on such terms and conditions and at such time or times, and in such form and manner, as it may think fit, the whole or substantially the whole of the Company's any one or more of the undertakings or all the undertakings, including the present, and/or future properties, whether moveables or immoveables in favour of the financial institutions/banks/any other investing agencies/trustees for the holders of the debentures/ bonds/other instruments issued/to be issued and loans raised/to be raised by the Company from financial institutions/ banks/any other investing agencies or any other person(s)/ bodies corporate upon the terms and conditions as may be decided by the Board of Directors of the Company, to secure loans, debentures, bonds,working capital facilities, or other instruments, in any currency, in accordance with the relevant statutory provisions and guidelines issued in that behalf on private placement basis or otherwise, as the case may be, of an aggregate value not exceeding the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid financial institutions/banks/other parties or any of them under the respective agreements/documents entered into/to be entered into by the Company in respect of the said loans/debentures/ bonds or other instruments.



RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank pari passu with the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board of Directors and as may be agreed to by and between the concerned parties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise with the aforesaid parties or any of them and execute any and all agreements and documents, necessary for creating mortgages and/or charges as aforesaid and accepting or making any alterations, changes, variations to or in the terms and conditions and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company.”.

2. PASSED AS A SPECIAL RESOLUTION:

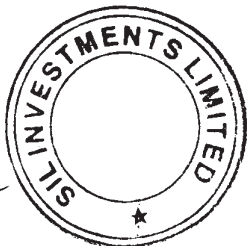
TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY , BY ADOPTING NEW SET OF ARTICLES OF ASSOCIATION CONTAINING REGULATIONS CONFORMING TO THE COMPANIES ACT, 2013.

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

Place : Mumbai

Date : 11th November, 2014



FOR SIL INVESTMENTS LIMITED

X

AUTHORIZED DIRECTOR

DIRECTOR-IN-CHARGE