

# SIL Investments Limited

CIN No.-L17301RJ1934PLC002761

Registered Office : Pachpahar Road, Bhawani Mandi - 326502 (Rajasthan)

Tel.: (07433) 222082; Fax : (07433) 222916; Mob.: 09769484106

E-mail : investor.grievances@silinvestments.in; Website : www.silinvestments.in

03<sup>rd</sup> July, 2025

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

## **Sub: Notice of 91<sup>st</sup> Annual General Meeting of the Company**

This is further to our letter dated 30<sup>th</sup> June, 2025 wherein the Company had informed that the Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, 29<sup>th</sup> July, 2025 through Video Conference / Other Audio-Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and The Securities and Exchange Board of India (SEBI).

We are submitting herewith the Notice of AGM for the financial year 2024-25, which is also being sent through electronic mode to the Members.

Further, in terms with Regulation 36(1)(b) of the Listing Regulations, 2015, the Company has issued letters to those Shareholders whose e-mail addresses are not registered with the Company / Depository Participants, providing the web-link from where the AGM Notice and Annual Report can be accessed on the Company's Website.

The same is also available on the Company's website at **[www.silinvestments.in](http://www.silinvestments.in)**

You are requested to take note of the same.

Thanking you.

Yours faithfully  
For **SIL Investments Limited**

Lokesh Gandhi  
Company Secretary and Compliance Officer

Encl.: a/a

**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 Ninety First Annual General Meeting of the Members of SIL Investments Limited, will be held on Tuesday, 29<sup>th</sup> July, 2025 at 11.00 a.m. through Video Conference (VC) or any Other Audio Visual Means (OAVM) to transact the following business:

**A. AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the standalone Audited Financial Statements of the Company as at 31<sup>st</sup> March, 2025, together with the Reports of the Auditors and Directors thereon.
2. To receive, consider and adopt the consolidated Audited Financial Statements of the Company as at 31<sup>st</sup> March, 2025, together with the Reports of the Auditors thereon.
3. To declare Dividend, if any.
4. To appoint a Director in place of Mr. C. S. Nopany (DIN - 00014587) who retires by rotation and being eligible, offers himself for re-appointment.

**B. AS SPECIAL BUSINESS:**

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 204 and other applicable provisions of the Companies Act, 2013 (the Act) including any statutory modification(s) or re-enactment thereof, for the time being in force, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment or modification(s) thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. CSM & Co., peer reviewed firm of Company Secretaries in Practice (Firm Registration Number: P2025RJ105300), be and are hereby appointed as Secretarial

Auditors of the Company, for a term of five (5) consecutive years commencing from the financial year 2025 - 26 to hold office from the conclusion of this Annual General Meeting ('AGM') of the Company till the conclusion of 96<sup>th</sup> AGM of the Company to be held in the year 2030.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to fix the remuneration payable to the Secretarial Auditors of the Company, from time to time including the actual travelling and out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable, during the appointed period.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities / scope of work of the Secretarial Auditors, negotiating, finalizing, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company."

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 Regulation 2(1)(zc), 23, and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015') as amended from time to time, the applicable provisions of the Companies

Act, 2013 ('Act'), if any, read with Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/agreements/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Morton Foods Limited ('MFL') a related party of the Company, relating to transactions, the details of which are more particularly set out in the explanatory statement of this Notice on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 15,00,00,000/- (Rupees Fifteen crores only), provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions,

methods and modes in respect of executing necessary documents, including contract(s)/arrangement(s)/agreement(s) and other ancillary documents; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer/ Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved and confirmed in all respects."

By order of the Board  
**For SIL Investments Limited**

**Lokesh Gandhi**  
Company Secretary and  
Compliance Officer  
Membership No.: F9053

Place: Kolkata  
Date: 16<sup>th</sup> June, 2025

## NOTES FOR MEMBERS' ATTENTION

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) relating to the businesses at Item No. 5 and 6 to be transacted at the 91<sup>st</sup> Annual General Meeting (AGM) as set out in the Notice, is annexed hereto.
2. The Ministry of Corporate Affairs (MCA), in continuation to previous Circulars has further extended the relaxation of convening the AGM through Video Conference (VC) / Other Audio Visual Means (OAVM) vide Circular dated 19<sup>th</sup> September, 2024. The Securities and Exchange Board of India (SEBI) has also extended the same relaxation vide its Circular dated 03<sup>rd</sup> October, 2024 (collectively referred to as "said Circulars"). In view of this, the 91<sup>st</sup> AGM is being conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. National Securities Depositories Limited (NSDL) will be providing the facility for voting through remote e-Voting, for participation in the AGM through VC / OAVM facility and e-Voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in note no. 14 below and is also available on the website of the Company at [www.silinvestments.in](http://www.silinvestments.in).
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in terms of the provisions of Sections 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC / OAVM on their behalf and participate thereat, including casting votes by electronic means.
4. The Annual Report including Notice of the 91<sup>st</sup> AGM of the Company *inter alia* indicating the process and manner of e-Voting is being sent by email, to all the Members whose email IDs are registered with the Company / Depository Participant(s) (DPs) for communication purposes and to all other persons so entitled. For those Members whose email ids are not registered, a letter providing the details of the web-link from where the Annual Report and Notice of the AGM can be accessed is being sent via post / courier. Further, in terms of the applicable provisions of the Act, Listing Regulations, 2015 read with the said Circulars issued by MCA and SEBI, the Annual Report including Notice of the 91<sup>st</sup> AGM of the Company will be available on the website of the Company at [www.silinvestments.in](http://www.silinvestments.in). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and from the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Particulars pursuant to Regulation 36(3) of Listing Regulations, 2015 and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, pertaining to the Director being re-appointed is annexed hereto to this notice.
6. Members are requested to send all their documents and communications pertaining to shares to **MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Pvt. Ltd.)**, Registrar and Share Transfer Agent (RTA) of the Company at their address C-101, Embassy, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083, Contact details: +91 8108116767, [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com), for both physical and demat segment of Equity Shares. Please quote on all such correspondence - "Unit - SIL Investments Limited".
7. **'SWAYAM' – Member Self-Service Portal**  
The RTA of the Company has launched 'SWAYAM', Members Self-Service Portal, designed exclusively for the Members serviced by the RTA of the Company. 'SWAYAM' is a secure, user-friendly platform that empowers Members to effortlessly access information through a dashboard and avail various services in digital mode. Following are the key features and benefits of 'SWAYAM' Portal:
  - Updated status on electronic holdings across various companies serviced by the RTA and its subsidiaries.
  - Tracking of corporate actions.
  - Generate and track service requests / complaints raised on this portal.
  - Members holding shares in physical form can register on the said Portal only after updating their KYC details.
 The Members can visit and access the 'SWAYAM' Portal at <https://swayam.in.mpms.mufg.com>

8. As per the provisions of Section 72 of the Act, facility for making nomination is available to individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website under the weblink at

<http://www.silinvestments.in/>

ImportantAnnouncementforPhysicalShareholders.aspx

Members holding shares in demat mode should file their nomination with their DPs for availing this facility.

9. In accordance with SEBI circular dated 16<sup>th</sup> March, 2023, the Company has sent / will be sending out intimations to those Members, holding shares in physical form, whose PAN, KYC and / or Nomination details are not updated, requesting them to update the details.

10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website under the weblink at <https://www.silinvestments.in/ImportantAnnouncementforPhysicalShareholders.aspx>

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat / electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares / issuance of equity shares in physical form have been disallowed by SEBI.

11. SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend

to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) / Automated Clearing House (ACH) / Real Time Gross Settlement (RTGS) / Direct Credit / IMPS / NEFT, etc. In order to receive the dividend without any delay, Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR - 1' along with original cancelled cheque bearing the name of the Member to RTA / Company to update their bank account details and all eligible Members holding shares in demat mode are requested to update with their respective DPs before Friday, 18<sup>th</sup> July, 2025, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s). Members holding shares in physical form may communicate these details to the RTA - **MUFG Intime India Pvt. Ltd.**, at their address C-101, Embassy, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083, Contact details: +91 8108116767, [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com), before Friday, 18<sup>th</sup> July, 2025 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their PAN card.

12. Members are requested:

- To quote their folio number / DP ID and Client ID in all correspondence.
- To notify immediately change of their address and bank particulars to the RTA in case the shares are held in physical form; and in case the shares are held in dematerialized form, the information should be passed on directly to their respective Depository Participant and not to the Company / RTA, without any delay.

13. SEBI vide circular nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31<sup>st</sup> July, 2023 (updated as on 20<sup>th</sup> December, 2023) and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 04<sup>th</sup> August, 2023 read with master circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 11<sup>th</sup> August, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above

mentioned circulars, post exhausting the option to resolve their grievance with the Company / its RTA directly and through existing SCORES platform, the Members can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through our website at <https://www.silinvestments.in/>. Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/> and the same are also available on the website of the Company at <https://www.silinvestments.in/>.

#### **14. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM**

- I. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-Voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- II. For convenience of the Members and proper conduct of AGM, Members can login and join atleast 30 (thirty) minutes before the time scheduled for the AGM and the window for login shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on 'first come first serve' basis. This will not include large Members (i.e. Members holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
- III. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

IV. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 18<sup>th</sup> July, 2025, by 5.00 p.m. through email on [investor.grievances@silinvestments.in](mailto:investor.grievances@silinvestments.in). The same will be replied by / on behalf of the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

15. The instructions and other information relating to voting through electronic means is given hereunder:

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

- I. In compliance with provisions of Section 108 of the Act, 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 Listing Regulations, 2015 (as amended), the Company is pleased to provide Members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting. The Company has engaged the services of National Securities Depository Limited (NSDL), who will provide the e-Voting facility of casting votes to a Member using remote e-Voting system as well as e-Voting during the proceeding of the AGM (e-Voting at the AGM).
- II. The Members who have cast their vote by remote e-Voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- III. The remote e-Voting period commences on 25<sup>th</sup> July, 2025 (9:00 am) and ends on 28<sup>th</sup> July, 2025 (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 22<sup>nd</sup> July, 2025, 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.

IV. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode**

In terms of SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by listed companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of Members	Login Method
	<p>5. Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div data-bbox="610 347 820 402">  <b>App Store</b> </div> <div data-bbox="875 347 1116 393">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users logging through Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select My Easi New Tab and then use your existing My Easi username and password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi / Easiest, option to register is available on the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and users may click on login and then select My Easi New Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider- NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at toll free no. 1800 21 09911

**B. Login method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders / Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if Folio Number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c. How to retrieve your ‘initial password’?
    - i. If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - ii. If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ID is not registered.**

6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:
  - a. Click on **“Forgot User Details/ Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system**

### **How to cast your vote electronically and join AGM on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of the company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the

confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Members**

1. Institutional Members (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. of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [mihenhalani@gmail.com](mailto:mihenhalani@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

Institutional Members (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their Login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Procedure to be followed by those Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this Notice:**

1. In case shares are held in physical mode, Members are requested to provide duly filled and signed Form ISR 1 alongwith self-attested copy of the PAN card and self-attested copy of any document (eg. Aadhaar Card, Driving License, Voter Identity Card, Passport) in support of the address of the Member, to MUFG Intime India Private Limited, C-101, Embassy 247, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083, Contact No. (+91) 810 811 6767.

2. In case shares are held in demat mode, Members are requested to register / update their email addresses with the relevant Depository Participant.
3. If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.**
4. Alternatively, Members may send an email request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for obtaining User ID and Password for e-Voting by providing the details mentioned in Point (1) or (2) as the case may be.
5. In terms of SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Instructions for Members for e-Voting at the AGM:**

- i. The procedure for e-Voting at the AGM is same as the instructions mentioned above for remote e-Voting.
- ii. As mentioned hereinabove, only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- iii. Members who have voted through remote e-Voting will be eligible to attend the AGM and their presence shall be counted for the purpose of quorum, however such Members shall not be entitled to cast their vote again at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

**Instructions for Members for attending the AGM through VC / OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following

the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC / OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC / OAVM link placed under **"Join Meeting"** menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to [grievances@silinvestments.in](mailto:grievances@silinvestments.in) from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number.

Only those Members who have registered themselves as speaker by 5.00 p.m. on 18<sup>th</sup> July, 2025 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.

- V. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> July, 2025.

- VI. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)
- VII. 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 e-Voting at the AGM.
- VIII. Mr. Mihen Halani of M/s. Mihen Halani & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the entire e-Voting process in a fair and transparent manner.
- IX. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after completion of the scrutiny of e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than two working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL, and will also be displayed on the Company's website [www.silinvestments.in](http://www.silinvestments.in).
- X. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection by Members during the AGM. All documents referred to in the Notice shall also be available for electronic inspection. Members seeking to inspect such documents can send an email to [investor.grievances@silinvestments.in](mailto:investor.grievances@silinvestments.in).
- 15. Dividend**
- Pursuant to Regulation 42 of the Listing Regulations, 2015 and the relevant provisions of the Act, the record date fixed for the purpose of Dividend entitlement is Tuesday, 22<sup>nd</sup> July, 2025.
  - The Dividend for the financial year ended 31<sup>st</sup> March, 2025, as recommended by the Board, if approved at the AGM, will be paid on or after 30<sup>th</sup> July, 2025 to those Members whose name appear in the Register of Members of the Company as on the record date, subject to deduction of tax at source, where applicable.
- The Company provides the facility to Members for remittance of dividend directly in electronic mode. Members desirous of availing the facility of Electronic Credit of dividend are requested to fill up the NECS form attached to this notice and return the same duly filled and signed alongwith a photocopy of a leaf of their cheque book bearing bank account number, on or before 18<sup>th</sup> July, 2025. The said details in respect of 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 18<sup>th</sup> July, 2025. For shares held in physical form, the said details should be sent to the Company / RTA for appropriate action.
  - In line with the said circulars issued by the MCA and SEBI, in case the Company is unable to pay the dividend to any Member by electronic mode, due to non-availability of their latest bank account details, the Company shall dispatch the dividend warrant / cheque to such Member by post.
  - Members holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.
  - Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of Members w.e.f. 01<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company / RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
- A resident individual Member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at

source. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate.

Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Kindly note that the aforementioned documents / declarations are required to be submitted to our RTA, MUFG Intime India Private Limited at its dedicated link mentioned below - <https://web.in.mpms.mufg.com/BONDSformreg/BONDS-submission-of-form-15g-15h.html> on or before 22<sup>nd</sup> July, 2025, 5.00 p.m. Indian Standard Time (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post 22<sup>nd</sup> July, 2025, 5:00 p.m. (IST). It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible. All communications / queries in this respect should be addressed and sent to our RTA at its email address [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com). Please note no tax exemption forms sent on this mail id will be entertained and this mail is specifically for dividend tax related queries.

- Pursuant to provisions of Section 124(5) of the Act, dividends which remain unclaimed / un-encashed for a period of 7 years is 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 Act. Therefore, Members who have not encashed their dividend for the financial year 2017-18 to 2023-24 should lodge their request for the same with the RTA or the Company. The IEPF Rules mandate the companies to transfer the shares of Members whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. In accordance with the aforesaid IEPF Rules, the Company after sending notices to all Members whose shares were due to be transferred to the IEPF Authority and after publishing newspaper advertisement, have transferred the shares pertaining to those Members who had not encashed their dividends for 7 consecutive years to the IEPF Authority. The list of Members whose shares have been transferred to the IEPF Authority is available on the website of the Company at [www.silinvestments.in](http://www.silinvestments.in). **Hence, the Company urges all Members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 31<sup>st</sup> March, 2025 are available on the website of the Company [www.silinvestments.in](http://www.silinvestments.in)**

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

The following statement sets out all material facts relating to item no. 5 and 6 mentioned in the accompanying Notice.

**Item No. 5**

The Securities and Exchange Board of India has amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations, 2015) whereby listed companies are required to seek the approval of its Members for the appointment of Secretarial Auditor(s). The Secretarial Auditor(s) so appointed shall continue to hold office for a minimum period of five (5) consecutive years.

A listed company can appoint an individual Company Secretary in Practice as its Secretarial Auditor for only 1 term of 5 consecutive years and for 2 terms of 5 consecutive years in case of Secretarial Audit Firms subject to such stipulations as may be prescribed.

In view of the above, the Board of Directors of your Company, on the recommendation of the Audit Committee and after considering the profile, experience and specialization, have recommended the appointment of M/s. CSM & Co., peer reviewed firm of Company Secretaries in Practice (Firm Registration Number: P2025RJ105300) as the Secretarial Auditors for a period of five (5) consecutive years commencing from F. Y. 2025 - 26 to hold office from conclusion of the ensuing Annual General Meeting (AGM) till conclusion of the 96<sup>th</sup> AGM of the Company to be held in 2030.

M/s. CSM & Co. have given their consent to act as Secretarial Auditors of the Company and confirmed that their appointment (if made) would be within the prescribed limits under the Companies Act, 2013 (the Act) and Rules made thereunder and Listing Regulations, 2015. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Act, Rules made thereunder and Listing Regulations, 2015.

**Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Terms of appointment	From the conclusion of this AGM till the conclusion of the 96 <sup>th</sup> AGM of the Company to conduct the Secretarial Audit of the Company from FY: 2025 - 26 to 2029 - 30.
Proposed secretarial audit fee payable to auditors	Rs. 45,000/- (Rupees Forty Five Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for F.Y. 2025 - 26 and such fee as may be determined by the Board of Directors of the Company or any Committee of the Board of Directors for subsequent year(s).
Material change in fee payable	There is no material change in the fees payable to M/s. CSM & Co.
Basis of recommendation and auditor credentials	The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the Act, Rules made thereunder and Listing Regulations, 2015 with regard to experience of the partners, secretarial audits undertaken, capability, independent assessment, audit experience and evaluation of the quality of audit done in the past.  <b>Brief Profile of Secretarial Auditors</b> M/s. CSM & Co. is a peer-reviewed, professionally managed partnership firm of Company Secretaries registered with the Institute of Company Secretaries of India (ICSI). Their service offerings include corporate legal advisory, secretarial audits, governance, FEMA and SEBI compliance, amongst others.

## SIL INVESTMENTS LIMITED

None of the Directors / or the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 5 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 5 of the Notice for approval by the Members.

### Item No. 6

The Audit Committee and the Board of Directors of the Company have on 16<sup>th</sup> June, 2025 approved the proposal of entering into a transaction with Morton Foods Limited (MFL) by extending unsecured loan subject to the prior approval of the Members of the Company. MFL is deemed to be related party as per the Industry Standards pertaining to transactions with related party as prescribed by SEBI. Although the said Standards are not yet effective, the Company as a measure of good corporate governance, proposes to treat MFL as a Related Party. In view thereof transactions with MFL will be termed as material related party transactions and hence the approval of the Members is being sought for the transactions as set out in item No. 6 of the Notice pursuant to the applicable provisions of the Listing Regulations, 2015.

The said proposed transaction will be at arms' length basis as per the applicable provisions of the Act and Listing Regulations, 2015.

Details of the proposed Related Party Transactions ('RPTs') between the Company and MFL, including the information required to be disclosed in the Explanatory Statement pursuant to Regulation 23 of the Listing Regulations, 2015 read with the relevant SEBI Master Circulars and Industry Standards on "Minimum information to be provided for review of the Audit Committee and Members for approval of a Related Party Transaction" ('Standards') and applicable provisions of the Act, are as follows:

Sr. No.	Description	Details
1.	Name of the related party.	Morton Foods Limited ('MFL')
2.	Country of incorporation of the related party.	India
3.	Nature of business of the related party.	MFL is in the FMCG space and manufactures and markets canned fruits, vegetables and food products like jams, squashes, crushes, vegetable sauces, juices and breakfast cereals under the brand MORTON since 1959.  MFL serves Indian Army by way of supplying various products. MFL is now focusing on modern trade through e-commerce to expand its wings and to capture market share from the competitors in this high growth potential segment.
4.	Relationship between the listed entity and the related party.	Promoter of the Company holds more than 2% shareholding or voting rights in MFL.
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity, whether direct or indirect, in the related party.	The Company holds 6.71% in the equity share capital of MFL.
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	Nil
7.	Standalone turnover of the related party, MFL for FY 2024-2025.	Rs. 4,465.64 lakhs

<b>Sr. No.</b>	<b>Description</b>	<b>Details</b>
8.	Standalone net worth of the related party, MFL for FY 2024-2025.	Rs. (650.57) lakhs
9.	Standalone net profits/(loss) of the related party, MFL for FY 2024-2025.	Rs. (1,491.03) lakhs
10.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	
<b>FY 2024-2025</b>		
<b>Sr. No.</b>	<b>Nature of Transactions</b>	<b>Amount (INR)</b>
1.	Investment in equity shares	Rs. 2,87,17,664/-
11.	Total amount of all the transactions undertaken by the listed entity with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Nil
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	N.A.
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last three financial years.	None
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 15,00,00,000/-
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	27.36%
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	N.A.
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	33.59%

## SIL INVESTMENTS LIMITED

Sr. No.	Description	Details
19.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving unsecured loan.
20.	Details of the proposed transaction.	The Company proposes to grant an unsecured loan not exceeding Rs. 15,00,00,000/-.
21.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	One year with the option to roll over the said facility for further period of one year at a time at the discretion of the Board subject however, the total tenure shall not exceed three years.
22.	Indicative date / timeline for undertaking the transaction.	The Loan will be disbursed within a period of 1 year from the date of approval by the Members.
23.	Whether omnibus approval is being sought?	No
24.	Value of the proposed transaction during a financial year.	Rs. 15,00,00,000/- in one or more tranches.
25.	Whether the RPTs proposed to be entered into are:  (i) not prejudicial to the interest of public shareholders, and  (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
26.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity.	The Company has invested a part of its surplus funds in bonds yielding approx. 8.00% return. The rate of interest for unsecured loans is in the range of 9.00 -9.25% for a tenure of one year. It is proposed to grant the unsecured loan at a rate of interest of 9.25% p.a. and hence the transaction would qualify as a transaction in the ordinary course of business and on an arm's length basis and would be in the interest of the Company and all stakeholders.
27.	Details of the promoter(s) / director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.	Hargaon Investment & Trading Co. Limited, Uttam Commercial Limited, Ronson Traders Limited and Ganges Securities Limited are promoters of the Company and each hold more than 2% shareholding in MFL.  Hargaon Investment & Trading Co. Limited is also promoter of MFL.  Mr. C. S. Nopany, Non-Executive Chairman and Promoter of the Company is also a Director of MFL, however, he does not hold any shares of MFL.
	a. Name of the director / KMP	Mr. C. S. Nopany, Non-Executive Chairman.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	Nil

Sr. No.	Description	Details
28.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>a. Name of the director / KMP/ partner</p> <p>b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.</p>	<p>Nil</p> <p>N.A.</p> <p>N.A.</p>
29.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A.
30.	Other information relevant for decision making.	Nil
31.	Source of funds in connection with the proposed transaction.	The loan shall be given from internal accruals and other available liquid assets.
32.	<p>Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:</p> <p>a. Nature of indebtedness</p> <p>b. Total cost of borrowing</p> <p>c. Tenure</p> <p>d. Other details</p>	<p>No</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p>
33.	Material covenants of the proposed transaction	<p>The Company proposes to grant an unsecured loan for an amount not exceeding Rs. 15,00,00,000/- (Rupees Fifteen crore only) for a period of one year with an option to roll over the loan for a further period of one year at a time at the discretion of the Board, subject however, the total tenure of the loan shall not exceed three years.</p> <p>The Company shall however have an option to recall the loan on demand.</p>
34.	Rate of interest at which the listed entity is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and it's standing and financial position.	N.A.
35.	Proposed interest rate to be charged by listed entity from the related party.	9.25% per annum
36.	Maturity / due date.	One year from the date of disbursement with an option to roll over for further period of one year at a time at the discretion of the Board, subject however the total tenure shall not exceed three years.
37.	Repayment schedule & terms.	For a tenure of one year and the said loan being repayable on demand of the Company.

**SIL INVESTMENTS LIMITED**

<b>Sr. No.</b>	<b>Description</b>	<b>Details</b>
38.	Whether secured or unsecured?	Unsecured
39.	If secured, the nature of security & security coverage ratio.	N.A.
40.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To meet working capital and general funding requirements of MFL.
41.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)).	MFL has not availed of any credit rating. It is in the business of manufacture and sale of FMCG products since 1959. It has a presence in Eastern and Northern India and has a good brand recall.  MFL has consolidated its position as a company offering premium products and has good credit worthiness.  MFL has not defaulted in payment of its obligations.
42.	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	
	FY 2022-2023	NIL
	FY 2023-2024	NIL
	FY 2024-2025	NIL

The Audit Committee has also noted that the relevant disclosures for decision-making on the proposal were placed before the Committee and that the promoter(s) will not derive any undue advantage from the RPT at the expense of public shareholders. The Committee has also reviewed and took note of the certificate from the Chief Financial Officer and Promoter Director of the Company confirming that the RPT(s) are not prejudicial to the interest of public shareholders of the Company and nor are the terms and conditions of the proposed RPT(s) unfavorable to the Company, compared to terms and conditions, had the Company entered into similar transaction(s) with an unrelated party.

Apart from the Director and Key Managerial Personnel mentioned in the table above and / or their relatives, no other Directors or Key Managerial Personnel and / or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set forth in the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the ordinary resolution as set out in Item No. 6 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, 2015, no Related Party shall vote to approve the Resolution at Item No. 6 in the accompanying Notice, whether the entity is a Related Party to the particular transaction or not.

By order of the Board  
**For SIL Investments Limited**

Place: Kolkata  
Date: 16<sup>th</sup> June, 2025

**Lokesh Gandhi**  
Company Secretary and Compliance Officer  
Membership No.: F9053

**ANNEXURE**

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

<b>Particulars</b>	Mr. C. S. Nopany
<b>Designation</b>	Non-Executive Chairman
<b>Age</b>	59 years
<b>DIN</b>	00014587
<b>Date of appointment</b>	18 <sup>th</sup> June, 1993
<b>Qualification</b>	CA, Masters Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburgh, USA.
<b>Expertise in specific functional areas</b>	Mr. C. S. Nopany is an eminent industrialist having industrial experience in diverse fields like finance, sugar, tea, shipping, textiles, fertilizers, chemicals, etc. He was the past president of Indian Chamber of Commerce.
<b>Directorships held in other public companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>1. Chambal Fertilizers &amp; Chemicals Limited</li> <li>2. Sutlej Textiles and Industries Limited</li> <li>3. Avadh Sugar &amp; Energy Limited</li> <li>4. Magadh Sugar &amp; Energy Limited</li> <li>5. New India Retailing &amp; Investment Limited</li> <li>6. Yashovardhan Investment &amp; Trading Company Limited</li> <li>7. Ronson Traders Limited</li> <li>8. Morton Foods Limited</li> </ol>
<b>Memberships / Chairmanships of Committees of other Indian public companies</b>	<p><b>Nomination &amp; Remuneration Committee:</b> Chambal Fertilizers &amp; Chemicals Limited - Member</p> <p><b>Corporate Social Responsibility Committee:</b> Chambal Fertilizers &amp; Chemicals Limited - Chairman</p>
<b>Listed entities from which the person has resigned in the past three years</b>	None
<b>Number of Shares held in the Company</b>	1,209 Shares
<b>Inter-se relationships between Directors</b>	Spouse of Mrs. Shalini Nopany.
<b>No. of Board meetings attended during the financial year 2024 – 25</b>	3 of 7
<b>Details of Remuneration last drawn (Rs.) (including sitting fees)</b>	Rs. 82,500/-

## SIL INVESTMENTS LIMITED

<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Not Applicable
<b>Terms and conditions of appointment / re-appointment</b>	Mr. C. S. Nopany is proposed to be re-appointed as a Director of the Company and is liable to retire by rotation.
<b>Details of proposed remuneration</b>	As per existing terms and conditions and in accordance with the provisions of Companies Act, 2013.

# SIL INVESTMENTS LIMITED

(CIN: L17301RJ1934PLC002761)

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

Phone No.: (07433) 222082; Fax: (07433) 222916

**Email:** investor.grievances@silinvestments.in; **Website:** www.silinvestments.in

## NECS MANDATE FORM

1. Member's name (in Block letters) : \_\_\_\_\_  
{First holder}  
: \_\_\_\_\_  
{Joint holder(s)}
2. Folio Number (for Physical shares) : 

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3. Client Id No. / DP Id.  
(for Dematerialized shares) : \_\_\_\_\_
- (i) – NSDL : 

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- (ii) – CDSL : 

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4. Number of Shares : \_\_\_\_\_
5. Bank Name : \_\_\_\_\_
6. Branch Name & Address : \_\_\_\_\_  
\_\_\_\_\_
7. Status of the Investor : Resident  Non-Resident   
(Mark "✓" in the appropriate box)
8. Account Types : Savings  Current   
(Mark "✓" in the appropriate box)
9. Account Number : \_\_\_\_\_
10. Ledger Folio No. of the A/C : \_\_\_\_\_
11. Nine digit code number of the Bank : 

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and Branch appearing on the Cheque

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.

\_\_\_\_\_  
Signature of the First Holder

Place:

\_\_\_\_\_  
Name of the First holder

Date :

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

### Certificate of the Members Bank

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

Bank Stamp:

Date:

\_\_\_\_\_  
Signature of the Authorized  
Official of the Bank

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