

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

26th July, 2019

| | |
|---|---|
| M/s. BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001 Scrip Code: 521194 | M/s. National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No.C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051. Scrip Code : SILINV |
|---|---|

Dear Sirs,

Sub: Annual Report and Notice of 85th (Eighty Fifth) Annual General Meeting of the Company.

Please find enclosed a copy of the Annual Report and Notice convening the 85th Annual General Meeting of the Company to be held on Thursday, the 22nd August, 2019 at 11.00 a.m. at the Registered Office at Pachpahar Road, Bhawanimandi, Rajasthan – 326 502.

You are requested to take the same on records.

Thanking You,

Yours faithfully,

For **SIL Investments Limited**



Lokesh Gandhi

Company Secretary & Compliance officer



Encl.: a/a

SIL INVESTMENTS LIMITED

85th Annual Report
2018-2019

BOARD OF DIRECTORS

Mr. C. S. Nopany, Chairman

Mr. Sanjay Goenka

Mr. Subroto Lahiri

Mr. Abhrajit Dutta

Mr. Shrikant Mantri (w.e.f. 10.05.2019)

Mrs. Shalini Nopany, Managing Director

Mr. Brij Mohan Agarwal, Director-in-Charge

AUDITORS

M/s. JKVS & Co.

(formerly known as M/s. Jitendra K. Agarwal & Associates)

Chartered Accountants

209, Hans Bhavan 1,

Bahadur Shah Zafar Marg,

New Delhi - 110 002.

BANKERS

Punjab National Bank

REGISTERED OFFICE

Pachpahar Road,

Bhawanimandi - 326 502.

(Rajasthan)

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SIL INVESTMENTS LIMITED

DIRECTORS' REPORT

To the members of

SIL INVESTMENTS LIMITED

Your Directors are pleased to present the Eighty Fifth Annual Report on the business of your Company alongwith the audited financial statements for the year ended 31st March, 2019.

FINANCIAL RESULTS

Financial Results of your Company for the year under review alongwith the corresponding figures of the previous year are as follows:

Highlights of Performance

- Net Income for F.Y. 2018-19 was Rs. 2,876.49 lakhs as compared to Rs. 16,895.49 lakhs in F.Y. 2017-18;
- Profit before Tax for F.Y. 2018-19 was Rs. 2,300.50 lakhs as compared to Rs. 16,170.23 lakhs in F.Y. 2017-18; and
- Profit after Tax for F.Y. 2018-19 was Rs. 1,973.75 lakhs as compared to Rs. 12,880.25 lakhs in F.Y. 2017-18.

Financial Results

(Rs. in lakhs)

| Particulars | Standalone | | Consolidated | |
|---|--|--|--|--|
| | Year ended 31 st March, 2019 | Year ended 31 st March, 2018 | Year ended 31 st March, 2019 | Year ended 31 st March, 2018 |
| Total Income | 2,876.49 | 16,895.49 | 3,298.98 | 17,950.82 |
| EBITDA | 2,318.93 | 16,553.99 | 2,660.40 | 17,494.93 |
| Less: Depreciation | 13.32 | 13.58 | 46.28 | 44.33 |
| EBIT | 2,305.61 | 16,540.41 | 2,614.12 | 17,450.60 |
| Less: Finance Cost | 5.11 | 370.18 | 5.11 | 370.18 |
| Profit before exceptional items and tax | 2,300.50 | 16,170.23 | 2,609.01 | 17,080.42 |
| Add: Exceptional items | — | — | — | — |
| Profit Before Tax | 2,300.50 | 16,170.23 | 2,609.01 | 17,080.42 |
| Less: Tax | 326.75 | 3,289.98 | 384.48 | 3,492.66 |
| Profit after Tax | 1,973.75 | 12,880.25 | 2,224.53 | 13,587.76 |

Your Company proposes to transfer an amount of Rs. 98.70 lakhs to General Reserves and Rs. 395.00 lakhs to Reserve Fund.

DIVIDEND

Your Directors are pleased to recommend a dividend @ 15% i.e. Rs. 1.50 per share for the year ended 31st March, 2019, subject to approval by the members' at the forthcoming Eighty Fifth Annual General Meeting (AGM) of the Company. The total outgo on account of dividend to the members will be Rs. 191.61 lakhs (inclusive of dividend distribution tax).

SUBSIDIARIES

The Company has four subsidiaries viz. RTM Investment & Trading Co. Ltd., SCM Investment & Trading Co. Ltd., RTM Properties Limited and SIL Properties Limited. The highlights of financial performance of subsidiaries for the financial year 2018 -19 are disclosed in Form AOC - 1.

In accordance with Section 136 of the Companies Act, 2013 as amended ('the Act'), the audited financial statements, (including the consolidated financial statements and related information of the Company and

audited accounts of each of its subsidiaries), are available on the website of your Company: www.silinvestments.in. These documents will also be available for inspection during business hours at our registered office.

Further, pursuant to the provisions of Accounting Standard 21 (AS-21) prescribed under the Companies (Accounting Standards) Rules, 2006, and as prescribed by the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations, 2015"), consolidated financial statements presented by the Company include financial information of subsidiary companies, which forms part of the Annual Report. The Board of Directors of the Company has approved a policy for determining material subsidiaries in line with the Listing Regulations, 2015. The policy has also been revised effective from 1st April, 2019 in line with the amendments made to the Listing Regulations, 2015). The policy has been uploaded on the Company's website at the web link: <http://silinvestments.in/pdfs/PolicyonDeterminingMaterialSubsidiaries.pdf>

PUBLIC DEPOSITS

Your Company has neither invited nor accepted / renewed any deposits from the public under Section 73 of the Act during the year under review. There are no unclaimed deposits, unclaimed / unpaid interest, refunds due to the deposit holders or to be deposited to the Investor Education and Protection Fund as on 31st March, 2019.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company is a Non-Banking Financial Company registered with the RBI and engaged in the business of investments and lending activities. In view thereof, the Company is exempted from giving disclosures of Particulars of loans, guarantees and investments as required under Section 186 of the Act and hence the said particulars have not been given in this Report.

Pursuant to Regulations 34(3) and 53(f) of the Listing Regulations, 2015, the particulars of loans / advances given to the subsidiaries have been disclosed in the notes to financial statements.

CAPITAL ADEQUACY RATIO

Your Company's Capital to Risk Assets Ratio (CRAR) calculated in line with the Non-Banking Financial

(Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 (RBI Directions) is above the regulatory requirement of 15%. Your Company's asset size is Rs. 350.79 crore. Pursuant to the guidelines / directions issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Finance Company (NBFC) your Company every year obtains a certificate from the Statutory Auditors of the Company.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2019 was Rs. 10,59,58,600/- comprising of 1,05,95,860 Equity Shares of Rs.10/- each. During the year under review, your Company has not issued any further shares to the members or general public. Your Company's Equity Shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Section 124 of the Act, the declared dividend which remained unclaimed for a period of seven years has been transferred by the Company to the Investor Education and Protection Fund established by the Central Government pursuant to Section 125 of the Act.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Company is a registered NBFC with RBI since 22nd May, 2009. Since then, the Company has been operating successfully under overall superintendence, directions and regulation of the regulatory authority.

The detailed review of the operations, performance and outlook of the Company is given separately in the Management Discussion and Analysis Report as required under Regulation 34 of the Listing Regulations, 2015 as Annexure - I to this report.

BOARD OF DIRECTORS

Your Company's Board comprises of seven Directors, five of whom are Non-executive Directors (of which four are Independent Directors) and two Executive Directors viz., a Managing Director and an Executive Director designated as Director-in-Charge. The Non-executive Directors are eminent professionals with vast experience in the area of industry, finance and law.

DIRECTOR RETIRING BY ROTATION AND RE-APPOINTMENT AS DIRECTOR

In accordance with the provisions of the Act and in terms of the Articles of Association of the Company, Mr. C. S. Nopany retires by rotation and is eligible for re-appointment at the forthcoming AGM. The Board of Directors of your Company commends the appointment.

CHANGES IN DIRECTORATE

Mr. Shrikant Mantri was appointed by the Board as an Additional Independent Director w.e.f. 10th May, 2019. Mr. Shrikant Mantri holds office as an Additional Director upto the date of the next AGM. Notice as per the provision of Section 160 of the Act, has been received in writing from a member proposing the candidature of Mr. Shrikant Mantri for appointment as an Independent Director. The approval of the members is being sought for the appointment of Mr. Shrikant Mantri for a term of 5 (Five) consecutive years w.e.f. 10th May, 2019. Necessary resolution seeking his appointment forms part of the AGM Notice.

The Independent Directors of the Company have been appointed by the members for a term of 5 (five) years from their respective dates of appointment and they are not liable to retire by rotation as per the requirements of the Act and Listing Regulations, 2015.

The term of office of Mr. Sanjay Goenka, as an Independent Directors, will expire on 22nd August, 2019. The Board of Directors on the recommendation of the Nomination and Remuneration Committee has recommended the re-appointment of Mr. Sanjay Goenka as an Independent Director of the Company for a second term of 5 (five) consecutive years on the expiry of his current term of office subject to approval by the members.

All Independent Directors have declared that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Listing Regulations, 2015.

Necessary resolutions seeking approval of the members for appointment of Directors proposed to be appointed / re-appointed, along with the respective brief profile of the Directors, have been incorporated in the Notice of the ensuing AGM.

BOARD EFFECTIVENESS

FAMILIARISATION POLICY

Pursuant to Regulation 25(7) of Listing Regulations, 2015, the Board has framed a policy to familiarize

the Independent Directors about the Company. The policy is available on the website of the Company at the web link: <http://silinvestments.in/pdfs/Policy/Familiarisation%20Policy%20SIL.pdf>

The Familiarization Policy of the Company seeks to familiarize the Independent Directors with the working of the Company, their roles, rights and responsibilities, vis a vis the Company, the industry in which the Company operates, business model, etc.

BOARD EVALUATION

Pursuant to the provisions of the Act and Listing Regulations, 2015, the Board has carried out an evaluation of its own performance and of the Directors individually, as well as the evaluation of the working of the Board Committees. The manner of evaluation has been explained in the Corporate Governance Report.

CRITERIA FOR SELECTION OF DIRECTORS, KMPs AND SENIOR LEADERSHIP POSITIONS AND THEIR REMUNERATION

The Board on the recommendation of the Nomination and Remuneration Committee has framed a policy for selection and appointment of Directors, Senior Management Personnel and determining their remuneration. The policy is available on the Company's website at the web link: <http://silinvestments.in/pdfs/RemunerationPolicy.pdf>. The policy contains, inter-alia, principles governing Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of Directors, etc.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Sections 2(51) and 203 of the Act read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following are the Key Managerial Personnel of the Company:

- Mrs. Shalini Nopany, Managing Director;
- Mr. Brij Mohan Agarwal, Director-in-Charge;
- Mr. Lokesh Gandhi, Company Secretary & Compliance Officer; and
- Mr. Vikas Baheti, Chief Financial Officer.

MEETINGS OF THE BOARD

A calendar of prospective meetings is prepared and circulated in advance to the Directors. During the year five Board meetings were convened and held. The details of Board and Committee meetings

held during the year under review are given in the Corporate Governance Report forming part of this Annual Report. The gap between these meetings was within the period prescribed under the Act and Listing Regulations, 2015.

RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis for transactions which are of a foreseen and repetitive nature. A detailed statement of such Related Party Transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review on a quarterly basis. Suitable disclosures as required under Accounting Standards (AS 18) have been made in the notes to Financial Statements. Form No. AOC - 2 is annexed to this report.

All "Material Related Party Transactions", as per Regulation 23 of the Listing Regulations, 2015, were approved at the AGM held on 31st August, 2018. "Material Related Party Transactions" proposed to be entered into will be placed before the members at the ensuing AGM for their approval.

Your Company has formulated a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions. The policy has been revised effective 1st April, 2019 in line with the amendments made to the Listing Regulations, 2015. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and is available at the web link:

<http://silinvestments.in/pdfs/PolicyonRelatedPartyTransactions.pdf>

INTERNAL FINANCIAL CONTROL SYSTEMS

Your Company's Internal Financial Control systems are robust, comprehensive and commensurate with the nature, size, scale and complexity of its business. The system covers all major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws and regulations, safeguarding of assets and economical and efficient use of resources.

The Internal Auditors continuously monitor the efficacy of internal controls with the objective of providing to

the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the Company's risk management with regard to the internal control framework.

The policies and procedures adopted by the Company ensures orderly and efficient conduct of its business, adherence to the Company's policies, prevention and detection of frauds and errors, accuracy and completeness of records and timely preparation of reliable financial information.

The Audit Committee actively reviews adequacy and effectiveness of internal control systems and suggests improvements, for strengthening them in accordance with the business dynamics, if necessary. The Audit Committee also meets the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures followed by your Company.

AUDITORS REPORT

The Board has duly reviewed the Statutory Auditors' Report on the financial statements including notes to the financial statements. The observations of the Auditors in their Report on the financial statements of the Company are self-explanatory and in the opinion of the Directors, do not call for any further clarification.

AUDITORS

STATUTORY AUDITOR

The Company's Auditors, M/s. JKVS & Co. (formerly known as M/s. Jitendra K. Agarwal & Associates), Chartered Accountants, (ICAI Firm Registration Number: 318086E), were appointed as the Statutory Auditors of the Company for a period of five years commencing from the financial year 2017-18 to hold office from the conclusion of the 83rd AGM of the Company till the conclusion of the 88th AGM to be held in the year 2022. The requirement of seeking ratification of the members for continuance of their appointment has been withdrawn consequent upon the changes made by the Companies (Amendment), Act, 2017 with effect from 07th May, 2018. Hence the resolution seeking ratification of the members for their appointment is not being placed at the ensuing AGM. The Auditors' Report for the financial year ended 31st March, 2019 has been issued with an unmodified opinion.

INTERNAL AUDITOR

The Board of Directors upon the recommendation of the Audit Committee has re-appointed M/s. J. N. Khandelwal & Co., Chartered Accountants (Reg. No. 004966C) as Internal Auditors of the Company. M/s. J. N. Khandelwal & Co. have confirmed their eligibility and have granted their consent to act as Internal Auditors of the Company.

SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. R. Chouhan & Associates, Company Secretary in Practice, to undertake the Secretarial Audit of the Company for the year under review. The Report of the Secretarial Auditor annexed to this Report is self-explanatory and does not call for any further clarification.

In addition to the above and pursuant to SEBI circular dated 8th February, 2019, a report on Secretarial Compliance for F.Y. 2018-19 has been submitted with stock exchanges. There are no observations, reservations or qualifications in the said report.

COST RECORDS AND AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by your Company.

RISK MANAGEMENT

As required under Regulation 17(9) of the Listing Regulations, 2015, the Company has established a well-documented and robust risk management framework. The Board of Directors of the Company has adopted the Risk Management Policy and it involves identification and prioritization of risk events, categorization of risk into High, Medium and Low based on the business impact and likelihood of occurrence of risks. (Risk Mitigation and control measures.)

The Risk Management Committee and the Board reviews the Risk Management Strategy of the Company to ensure effectiveness of the Risk Management Policy and Procedures.

The Risk Management Policy has also been revised effective from 1st April, 2019 in line with the amendments made to the Listing Regulations, 2015. The policy has been uploaded on the Company's website at the web link:

<http://silinvestments.in/pdfs/Policy/Risk%20Management%20Policy.pdf>

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information with regard to conservation of energy and technology absorption, in terms of the Section 134(3)(m) of the Act is not applicable to the Company as the Company has no manufacturing activity. Particulars with regard to Foreign Exchange Earnings and Outgo are given in notes to financial statements.

CORPORATE GOVERNANCE

Your Company is committed to maintain highest standards of ethics and governance, resulting in enhanced transparency for the benefit of all stakeholders. Your Company has implemented all the stipulations enshrined in the Listing Regulations, 2015 and the requirements set out by the Securities and Exchange Board of India. The Report on Corporate Governance forms part of this report as "Annexure - II". The requisite certificate from the Statutory Auditors of the Company, M/s. JKVS & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance is annexed to the Report on Corporate Governance, which forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY

In conformity with Section 135 of the Act and Rules made thereunder, your Company has formed a Corporate Social Responsibility ("CSR") Committee to oversee the CSR activities initiated by the Company during the financial year under review. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report. Your Company has adopted a CSR Policy for the Company which provides a broad framework with regard to implementation of CSR activities carried out by the Company in accordance with Schedule VII of the Act. The CSR Policy may be accessed on the Company's website at the web link: <http://silinvestments.in/pdfs/CSR%20Policy.pdf>. A report on CSR activities as prescribed under the Act and Rules made thereunder is annexed herewith as "Annexure - III".

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company has in place a vigil mechanism for directors and employees to report concerns about

unethical behavior, actual or suspected fraud or violation of your Company's Code of Conduct.

A Whistle Blower Policy in terms of Regulation 22 of the Listing Regulations, 2015, has been formulated. Protected disclosures can be made by a whistle blower through an e-mail or dedicated telephone line or a letter to the Chairman of the Audit Committee. Adequate safeguards are provided against victimization to those who avail of the vigil mechanism. The Whistle Blower Policy has been revised effective from 1st April, 2019 in line with the amendments made to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Whistle Blower Policy may be accessed on the Company's website at the web link: <http://silinvestments.in/pdfs/WhistleBlowerPolicy.pdf>.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules framed thereunder, your Company has implemented a policy on prevention, prohibition and redressal of sexual harassment at the workplace. This has been widely communicated internally.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS

There are no significant or material orders passed by any Regulators / Courts which would impact the going concern status of your Company and its future operations.

EXTRACT OF ANNUAL RETURN

In terms of the provisions of Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in Form MGT-9 for the financial year ended 31st March, 2019 is annexed herewith as "Annexure IV" to this Report.

COMPLIANCE OF ACCOUNTING STANDARDS

As per requirements of the Listing Regulations, 2015 and applicable Accounting Standards, your Company has made proper disclosures in the financial statements. The applicable Accounting Standards have been duly adopted pursuant to the provisions of Sections 129 and 133 of the Act.

COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standards issued by the Institute of Company

Secretaries of India and forming part of the Act, on meetings of the Board of Directors and General Meetings.

CONSOLIDATED FINANCIAL STATEMENTS

The audited consolidated financial statements based on the financial statements received from the subsidiaries, as approved by their respective Board of Directors have been prepared in accordance with Accounting Standard - 21 (AS-21) on 'Consolidated Financial Statements' notified under Section 133 of the Act, read with Companies (Accounting Standards) Rules, 2006, as applicable.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other required information pursuant to Section 197(12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company, is provided herewith under "Annexure - V", and forms part of the Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained, your Directors make the following statements in terms of Section 134(3)(c) of the Act:

- a. that in the preparation of the annual financial statements for the year ended 31st March, 2019, the applicable Accounting Standards have been followed alongwith proper explanation relating to material departures, if any;
- b. that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and

- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from various stakeholders including financial institutions and banks, government authorities and other business associates who have extended their valuable support and encouragement during the year under review.

Your Directors take this opportunity to place on record their appreciation for the committed services

rendered by the employees of the Company at all levels, who have contributed significantly towards the Company's performance and for enhancing its inherent strength.

Your Directors also acknowledge with gratitude the encouragement and support extended by our valued members.

For and on behalf of the Board

(C. S. Nopany)

Chairman

(DIN : 00014587)

Place: Kolkata

Dated: 10th May, 2019

ANNEXURE- I TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management of the Company is pleased to present the Management Discussion and Analysis Report (to the extent applicable to the Company) covering overall performance and outlook of its activities.

MACRO ECONOMIC OVERVIEW

Indian Economy:

The Indian economy retained its tag of the fastest growing major economy in the world in F.Y. 2018 - 19 for a second year in a row as it continued its climb on an upward growth path. As per the Central Statistics Organisation (CSO), the Indian economy is expected to grow at 7.2 per cent in 2018 - 19, a tad higher from 6.7 per cent in the previous fiscal, mainly due to improvement in the performance of agriculture and manufacturing sectors.

The International Monetary Fund (IMF) report says that India's economy is poised to pick up in 2019, benefiting from low oil prices and a slower pace of monetary tightening than previously expected as inflation pressures ease. The latest growth projection of 7.3 per cent by the IMF is a tad higher than the Central Statistics Office's (CSO) estimate of 7.2 per cent, but lower than the RBI's estimate of 7.4 per cent. The growth rates for the economy are pegged much higher than the global growth rates for the same years, at 3.5% and 3.6% for 2019 and 2020 respectively, thus placing the economy on a solid footing even amidst growing global uncertainties. The Indian economy witnessed robust industrial growth during F.Y. 2018 - 19 and the momentum is expected to continue next year as well. The Index of Industrial Production (IIP) with base 2011 - 12 for the April-January period for 2018 - 19 registered a 4.4% increase over the corresponding period for the previous year.

For Non-Banking Financial Companies (NBFCs), 2018 began on a good note as businesses started to recover from the twin effects of demonetization and implementation of Goods and Services Tax (GST).

However, things quickly turned ominous as many saw a sharp rise in their bad assets and some companies saw their biggest market capitalization erosions on account of the liquidity crisis sparked by the liquidity crunch faced by infrastructure financier. This also put the spotlight on the Asset-Liability mismatch at NBFCs. When the risks came to light, it spooked the market and funds for NBFCs dried up. Despite several measures taken to ease liquidity, financial markets remain cautious on NBFCs.

As per the RBI Report, the aggregate balance sheet size of the NBFC sector was at Rs. 26 trillion in September 2018, expanding by about 17.2 per cent, as compared to Rs. 22.2 trillion in September 2017. Loans and advances increased by 16.3 per cent, whereas, investments increased by 14.1 per cent. Net profit increased by 16.2 per cent in September 2018 (y-o-y). RoA was at 1.8 per cent in September 2018 as compared to 1.7 per cent during March 2018.

We believe that the growth momentum of NBFCs will result in increasing their share in the financial services sector in the near future.

The Company

Your Company is a registered NBFC with RBI since 22nd May, 2009. The mainstay of your Company's operations continued to be investments in various companies, under which steady dividend income flows into the Company coupled with sustained appreciation in capital. During the year under review, your Company has earned income in the form of dividends, rent, interest on ICD lending activity and profit on sale of investments.

Your Company focuses on two broad categories: (i) Investments and (ii) Commercial Finance. The Company's product suite are given below:

| Verticals | Product |
|--------------------|--|
| Investments | Investments mainly in listed entities and mutual funds |
| Commercial Finance | Inter-Corporate Deposits |

Financial Performance

Your Company's standalone financial performance for F.Y. 2019 vis-à-vis the previous year is given below:

Standalone financials:

Rs. in lakhs

| Particulars | F.Y. 2018-19 | F.Y. 2017-18 |
|--------------------|-----------------|--------------|
| Total Income | 2,876.49 | 16,895.49 |
| Finance Costs | 5.11 | 370.18 |
| Net Income | 2,871.38 | 16,525.31 |
| Operating Expenses | 570.88 | 355.08 |
| Profit Before Tax | 2,300.50 | 16,170.23 |
| Profit after Tax | 1,973.75 | 12,880.25 |

The consolidated accounts provide a more accurate representation of the Company's performance as compared to standalone accounts.

Consolidated financials:

Your Company's consolidated financial performance for F.Y. 2019 vis-à-vis the previous year is given below. Chart A plots profits after tax over the last five years, while Chart B plots the movement of net worth.

Consolidated financials:

Rs. in lakhs

| Particulars | F.Y. 2018-19 | F.Y. 2017-18 |
|--|-----------------|--------------|
| Total Income | 3,298.98 | 17,950.82 |
| Finance Costs | 5.11 | 370.18 |
| Net Income | 3,293.87 | 17,580.64 |
| Operating Expenses | 684.86 | 500.22 |
| Profit Before Tax | 2,609.01 | 17,080.42 |
| Profit after Tax (after adjustment of Minority Interest) | 2,199.68 | 13,530.47 |

Chart A : Profit After Tax

Rs. in lakhs

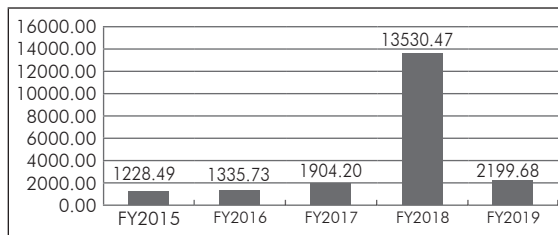
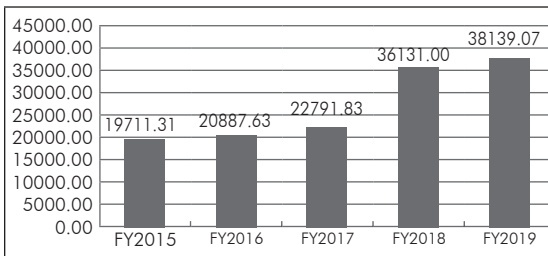


Chart B: Net Worth

Rs. in lakhs



Details of significant changes in key financial ratios

| Ratio | 2018-19 | 2017-18 | % Change |
|-----------------------------|---------------|---------|----------|
| Debtors Turnover | N.A. | N.A. | - |
| Inventory Turnover | N.A. | N.A. | - |
| Interest Coverage Ratio | 453.80 | 44.72 | 915 |
| Current Ratio | 129.92 | 34.90 | 272 |
| Debt Equity Ratio | 0.00 | 0.00 | 0 |
| Operating Profit Margin (%) | 91.44 | 98.14 | -7 |
| Net Profit Margin (%) | 77.83 | 76.36 | 2 |
| Return on Net worth (%) | 5.66 | 38.89 | -85 |

Notes:

- Above ratios are based on Standalone Financials of the Company.
- Interest Coverage Ratio improved due to reduction in interest, on account of repayment of all borrowings.
- Positive changes in the Current Ratio is due to decrease in Current Liability and lower tax liability in current year.
- Lower Return on Net Worth is due to lower profitability in current year compared to earlier years' profit, which was higher due to sale of investments.

Asset Liability Management (ALM)

The Company's Asset-Liability Committee (ALCO), set up in line with the guidelines issued by the RBI, monitors asset-liability mismatches to ensure that there is no imbalance or excessive concentration on either side of the Balance Sheet. The Company continues to closely monitor liquidity in the market and as a part of its ALCO strategy, maintains a liquidity management desk to reduce its liquidity risk.

FULFILMENT OF RBI'S NORMS AND STANDARDS

Your Company fulfils the standards laid down by the RBI relating to the recognition and provisioning of non-performing assets, capital adequacy, statutory liquidity ratio, etc. The capital adequacy ratio of the Company is well above the RBI norm of 15%.

The Company's subsidiaries also adhered to the RBI guidelines and were able to maintain gaps within the prudential norms all the time.

INVESTMENTS

The portfolio of the Company in quoted investments as on 31st March, 2019 was Rs. 11,417.51 lakhs, at cost.

RISKS AND CONCERNS

Your Company is exposed to specific risks that are particular to its business and the environment within which it operates, which include market risk, interest rate volatility, execution risk and economic cycle.

- The Company has significant quoted investments which are exposed to fluctuations in stock prices. These investments represent a substantial portion of the Company's core capital and are vulnerable to fluctuations in the stock markets. Any decline in these quoted investments may severely impact its financial position and results of operations.
- **Liquidity Risk: Asset / Liability Management:** The Company is exposed to liquidity risk principally as a result of lending to its customers for periods which may differ from those of its funding sources. Financial firms are now increasingly focused on asset-liability risk. Asset-liability risk is a leveraged form of risk. The capital of most financial institutions is small relative to the firm's assets or liabilities, hence small percentage changes in assets or liabilities can translate into large percentage changes in capital.

The risk is that the value of assets might fall or that the value of liabilities might rise. The Company is alive to the dynamics of this risk and has in place a control structure for closely monitoring incipient signs of risk in this area and to take necessary corrective measures, if needed.

The Company's treasury actively manages asset liability positions in accordance with the overall guidelines laid down by the management in the Asset Liability Management (ALM) framework.

- The Company can be adversely affected by volatility in interest rates in India, which could cause its margins to decline and profitability to shrink. Earnings from interest income is steadily becoming one of the important businesses of the Company. It is therefore exposed to interest rate risk, principally as a result of lending to its customers at interest rates, in amounts, and for periods which may differ from those of its funding sources. Your Company is hedged to a large extent against this risk through the reset clause in its advances portfolio.
- While the Indian economy has shown sustained growth over the last several years, a slowdown could cause the business of the Company to suffer. The Company manages such risks by maintaining a conservative financial profile and following prudent business and risk management practices.
- The risk appetite is enunciated by the Board from time to time. The Company has in place specially mandated Committees such as ALCO, Risk Management Committee, besides Nomination and Remuneration Committee and Audit Committee.

INTERNAL CONTROL SYSTEMS

The Company has an independent internal control system which is commensurate with the size and scale of the Company. It evaluates the adequacy of all internal controls and processes and ensures strict adherence to clearly laid down processes and procedures as well as to prescribed regulatory and legal framework. Conforming to the requirements of regulatory authorities such as the RBI and the SEBI and consistent with the requirements of the Listing Regulations of the Stock Exchanges, the Company has institutionalized an elaborate system of control processes designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, reliability of financial controls and compliance with applicable laws and regulations. The Internal Auditors

are mandated to carry out periodical audit and report on areas of non-compliances / weaknesses. Corrective actions in case of reported deficiencies, if any, are taken actively to further strengthen the internal control systems. These reports are reviewed by the Audit Committee of the Board of Directors for follow-up action and instructions are issued for taking necessary measures.

FUTURE OUTLOOK

The Company's present business operations are preponderantly that of an investment company, future of which largely depends upon financial and capital markets. Your Company has investments in financially sound companies and has immovable properties in the State of Maharashtra, U.P., etc. The Company will continue to earn good dividend and rent income. However, the income from the advances / lending business is steadily growing, contributing significant volume to the overall business of the Company. The management is optimistic about the future outlook of the Company. Further, more promising areas of activity are being explored on a sustained basis. The Company will expand its activities, consistent with its status as a NBFC.

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives,

projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in Government regulations and tax regime, economic developments within India and abroad, financial markets, etc.

The Company assumes no responsibility in respect of forward-looking statements that may be revised or modified in future on the basis of subsequent developments, information or events. The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 2013 (the Act) and comply with the Accounting Standards notified under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006. The management of the Company has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect a true and fair manner, the state of affairs and profit / loss for the year. The narrative on our financial condition and result of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the annual report.

ANNEXURE-II TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

A. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices, which ensure that a Company meets its obligations with the objective to optimize shareholder value and fulfill its responsibilities to the community, customers, employees, government and other societal segments. SIL's philosophy is to conduct business with highest ethical standards for growth and prosperity of all the stakeholders on a sustainable basis in keeping with its corporate social responsibilities. This philosophy is built on a rich legacy of fair, transparent and effective governance, and led by strong emphasis on human values, individual dignity and adherence to honest, ethical and professional conduct.

The Company believes that a sound governance discipline also enables the Board to direct and control the affairs of the Company in an effective manner and maximize stakeholder value, including the society at large. This is an ongoing process with the Company and we continuously endeavor to improve upon our practices in line with the changing demands of the business. SIL adopts innovative approaches for leveraging all its resources; and encourages a spirit of conversion of opportunities into achievements. SIL's Code of Conduct enabled it to reflect the diverse business, cultural and other factors that have a bearing on the health of brand 'SIL'. The Company's governance structure and systems are the foundation which provides and nurtures ramping up of healthy and sustainable growth of human resources, through empowerment and motivation. In this, your Company is guided by its Code on Corporate Governance.

Keeping in view the Company's size, reach, complexity of business and corporate tradition, the Corporate Governance framework is based on the following main principles:

- Strategic supervision by the Board of Directors which is made up of appropriate size, bouquet of experience and commitment to discharge their responsibilities;
- Timely and adequate flow of information to the Board and its Committees for meaningful and focused discussion at the meetings to enable them to discharge their fiduciary duties;
- Independent verification of Company's financial reporting from time to time and on quarterly basis;
- A sound system of internal controls within the risk management framework to mitigate perceived risk factors;
- Timely and balanced disclosure of all material information; and disclosure of all deviations, if any, to all stakeholders;
- Compliance with applicable laws, rules, regulations and guidelines; and
- Transparency and defined accountability.

The Board of Directors play an active role in fulfilling its fiduciary obligation to shareholders by efficiently overseeing management functions to ensure their effectiveness in delivering shareholder value. The governance framework is made effective through an efficient system of timely disclosures and transparent business practices.

B. BOARD OF DIRECTORS

The Board of Directors which is a body formed to serve and protect the overall interest of all the stakeholders, provides and evaluates the strategic direction of the Company; formulates and reviews management policies and ensures their effectiveness. The Director-in-Charge of the Company along with the Managing Director manages the business of the Company under the overall superintendence, guidance and control of the Board, assisted by a competent team.

COMPOSITION

The Company strives to attain a balanced Board with optimum combination of Executive and Non-Executive Directors, including independent professionals, who play a crucial role in Board processes and provide independent judgment on issues of strategy and performance. The Company's Board of Directors currently comprises of seven members, five of whom are Non-executive Directors and two Executive Directors i.e. one Executive Director and one Managing Director. The Non-executive Directors are eminent professionals with vast experience of industry, finance and law. The Board is headed by a Non-executive Chairman. All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring best interest of stakeholders and the Company. Except the Managing Director, Executive Director and Independent Directors, all Directors are liable to retire by rotation.

None of the Directors on the Company's Board are member of more than 10 (ten) committees and chairman of more than 5 (five) committees (being Audit Committee and Stakeholders' Relationship Committee) across all the companies in which he / she is a Director. All the Directors have made necessary disclosures regarding committee positions held by them in other companies and do not hold the office of Director in more than 10 (ten) public companies as on 31st March, 2019. The composition of the Board was in conformity with Regulation 17 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations, 2015) as on 31st March, 2019.

DETAILS OF DIRECTORSHIPS / COMMITTEE POSITIONS HELD

The composition of the Board of Directors, number of shares held in the Company and the number of other Directorships / Board level committee positions held by them in other Indian public companies as on 31st March, 2019 is as follows:

| Name of Director | Category of Director | No. of Shares held in SIL | List of other Directorship in public companies (including listed entities) (other than SIL) | No. of other companies Board Committee(s) | |
|--|----------------------|---------------------------|---|---|--------|
| | | | | Chair-person | Member |
| Mr. C. S. Nopany (DIN: 00014587) | NED | 1,209 | 1. Chambal Fertilizers & Chemicals Limited - Director 2. Sutlej Textiles And Industries Limited - Executive Chairman 3. New India Retailing & Investment Limited - Chairman 4. Yashovardhan Investment & Trading Company Limited - Director 5. Ronson Traders Limited - Director 6. Magadh Sugar & Energy Limited - Chairperson 7. Avadh Sugar & Energy Limited - Co-Chairperson 8. Ganges Securities Limited - Co-Chairperson | 1 | 0 |
| Mrs. Shalini Nopany (DIN: 00077299) | ED (MD) | Nil | 1. Palash Securities Limited - Director 2. New India Retailing & Investment Limited - Director 3. RTM Investment & Trading Co. Ltd. - Director 4. SCM Investment & Trading Co. Ltd. - Director 5. Sidh Enterprises Ltd. - Director 6. Nilgiri Plantations Limited - Director | 0 | 1 |

| Name of Director | Category of Director | No. of Shares held in SIL | List of other Directorship in public companies (including listed entities) (other than SIL) | No. of other companies Board Committee(s) | |
|---|----------------------|---------------------------|---|---|--------|
| | | | | Chair-person | Member |
| Mr. Brij Mohan Agarwal (DIN: 03101758) | ED | Nil | 1. Moon Corporation Ltd. - Director 2. Ronson Traders Ltd. - Director 3. RTM Investment & Trading Co. Ltd. - Managing Director 4. OSM Investment & Trading Co. Ltd. - Director 5. SCM investment & Trading Co. Ltd. - Director 6. Sidh Enterprises Ltd. - Director 7. Allahabad Canning Ltd. - Director | 0 | 3 |
| Mr. Sanjay Goenka (DIN: 00420444) | I | Nil | 1. RTM Investment & Trading Co. Ltd. - Director | 0 | 0 |
| Mr. Subroto Lahiri (DIN: 01719327) | I | Nil | 1. SCM Investment & Trading Co. Ltd. - Director | 0 | 0 |
| Mr. Abhrajit Dutta (DIN: 00546556) | I | Nil | 1. The Camperdown Pressing Company Limited - Director | 0 | 0 |
| *Mr. Shrikant Mantri (DIN: 01240147) | I | Nil | 1. New India Retailing & Investment Ltd. - Director | 0 | 0 |

NED - Non Executive Director, ED - Executive Director, MD - Managing Director, I - Independent Director

*Shri Shrikant Mantri was appointed as an Additional Director (Independent) w.e.f. from 10th May, 2019. His continuance on the Board as a Director is subject to approval of shareholders at the ensuing Annual General Meeting of the Company.

Notes:

1. The Directorships held by the Directors, as mentioned above excludes alternate directorships, directorships in foreign companies, companies under Section 8 of the Companies Act, 2013 and private limited companies, which are not subsidiaries of public limited companies.
2. Board Committees represent membership / chairmanship of only two committees viz. Audit Committee and Stakeholders' Relationship Committee as per Regulation 26 of Listing Regulations, 2015.
3. As on 31st March, 2019, none of the Directors of the Company were related to each other, except Mr. C. S. Nopany and Mrs. Shalini Nopany who are related to each other.

BOARD MEMBERSHIP CRITERIA

The Nomination and Remuneration Committee in consultation with the Board determines the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. The Board members are expected to possess the required qualification, integrity, expertise and experience for the position. They should also possess deep expertise and insights in sectors / areas relevant to the Company and ability to contribute to Company's growth.

List of Core Skills / Expertise / Competencies of the Directors of the Company:

1. Strategy planning and execution;
2. Management and leadership;
3. Functional and managerial experience;
4. Legal and risk management;

5. Corporate governance systems and practices; and
6. Finance, banking and accounts.

BOARD INDEPENDENCE

Our definition of 'Independence' of Directors is derived from Regulation 16(b) of the Listing Regulations, 2015 and Section 149(6) of the Companies Act, 2013 (the Act). Due to promulgation of Section 149 of the Act and Regulation 25 of the Listing Regulations, 2015, Independent Directors can be appointed for 2 fixed terms of maximum five consecutive years each and they shall not be liable to retire by rotation. Therefore, the Company has appointed / re-appointed all the existing Independent Directors for a term of five consecutive years in compliance with the aforesaid provisions. The Company has issued formal letters of appointment to all the Independent Directors as prescribed under the provisions of the Act and the terms and conditions of their appointment have been uploaded on the website of the Company.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as specified under Section 149(6) of the Act and Listing Regulations, 2015 and that they are qualified to act as Independent Directors.

In the opinion of the Board, both the existing Independent Directors and those who are proposed to be appointed at the Annual General Meeting (AGM), fulfil the conditions specified in the Listing Regulations, 2015 and are independent of the management.

As required under the Act, the Independent Directors held a separate meeting to assess the functioning of the Board and to evaluate the performance of the Chairman and Executive Director.

FAMILIARISATION OF BOARD MEMBERS

As an onboarding process, all new Directors inducted on the Board are taken through a familiarization process whereby information of the Company is explained to the Director.

The provision of an appropriate induction programme for the Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company. All newly inducted Directors on the Board are introduced to the Company's culture through appropriate orientation, presentations made by senior management to provide an overview of the Company's business. They are also introduced to the organization structure, board procedures, matters reserved for Board, major risks and risk management strategy. The Independent Directors, from time to time, request the management to provide detailed understanding of the activity or process of the Company. The management provides such information to the Board from time to time.

The induction process is designed to:

- a. build an understanding of SIL, its businesses and the markets and regulatory environment in which it operates;
- b. provide an appreciation of the role and responsibilities of the Director;
- c. fully equip Directors to perform their role on the Board effectively; and
- d. develop understanding of the Company's people and its key stakeholder relationships.

The policy is available on the website of the Company at the web link: <http://silinvestments.in/pdf/policy/FamiliarisationProgramme.pdf>

BOARD MEETINGS AND PROCEDURE

The Board meets at least once in every quarter, inter alia, to review the quarterly results and other items on the agenda and minimum 4 (four) pre-scheduled Board meetings are held every year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by way of circulation.

During the year under review five Board meetings were held on 08th May, 2018; 15th June, 2018; 10th August, 2018; 02nd November, 2018 and 06th February, 2019. The meetings were held as per the requirements of business and at intervals within the legally permitted limits. The necessary quorum was present in all the Board meetings. Leave of Absence was granted to the concerned Directors who could not attend the respective Board meeting. The details of attendance of Directors at the Board meetings and at the last Annual General Meeting are as under:

| Name of Director | No. of Board meetings | | Attendance at last AGM |
|------------------------|-----------------------|----------|------------------------|
| | Held | Attended | |
| Mr. C. S. Nopany | 5 | 4 | No |
| Mrs. Shalini Nopany | 5 | 4 | No |
| Mr. Brij Mohan Agarwal | 5 | 4 | Yes |
| Mr. Subroto Lahiri | 5 | 5 | No |
| Mr. Sanjay Goenka | 5 | 5 | Yes |
| Mr. Abhrajit Dutta | 5 | 5 | No |

BOARD SUPPORT

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the agenda and convening of the Board and Committee meetings.

The Company Secretary advises / assures the Board on compliance and governance principles and ensures appropriate recording and circulation of Minutes of the meetings amongst the Directors.

INFORMATION TO THE BOARD

The internal guidelines for Board / Board Committee meetings facilitate the decision making process at the meetings of the Board / Committees in an informed and efficient manner. Board meetings are governed by a structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the senior management prepares the detailed agenda for the meetings.

Agenda papers and notes on agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is circulated along with agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same are tabled at the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. Frequent and detailed deliberation on the agenda provides the strategic roadmap for the future growth of the Company.

A detailed agenda folder is sent to each Director in advance of the Board meetings, covering inter alia, the required information as enumerated in Part A of Schedule II to Regulation 17(7) of the Listing Regulations, 2015. As a policy, all major decisions involving allocation and deployment of funds, investments and capital expenditure, in addition to matters which statutorily require the approval of the Board are placed before the Board for its consideration and directions.

The following information, inter alia, as may be applicable and required, is provided to the Board as part of the agenda papers.

- Quarterly, half yearly and annual results of the Company;
- Minutes of the Audit and other committees of the Board;
- Information relating to recruitment and remuneration of senior level officers just below the Board;
- Materially important legal or taxation matters;

- Status of financial obligations to and by the Company;
- Any significant development in human resources or industrial relations;
- Details of risk exposure and steps taken by management to limit or restrain the risk; and
- Compliance status with any regulatory, statutory or Listing Regulations, 2015 related requirements or in relation to any shareholder services.

The Board periodically reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliance, if any.

Separate Independent Directors' Meeting

As required under the Act and Listing Regulations, 2015, the Independent Directors met on 06th February, 2019 without the presence of Executive Directors or management representatives. The Independent Directors at their meeting held on 06th February, 2019, inter alia, discussed:-

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairman of the Company, taking into account the views of Executive Director; and
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to this meeting, interactions outside the Board meetings also take place between the Chairman and Independent Directors.

Board Evaluation / Performance

In terms of the requirements of the Act and Listing Regulations, the Board has evaluated its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was circulated, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

Code of Conduct and Ethics

The Company has formulated a Code of Conduct (the Code) for the entire Board of Directors and senior management to avoid a conflict of interest. The Code is derived from three inter linked fundamental principles, namely: good corporate governance, good corporate citizenship and exemplary personal conduct. The Directors and senior management have affirmed compliance with the Code for the year 2018-2019. A declaration to this effect signed by the Director-in-Charge is attached and forms part of this report. The Code is available on the Company's website: www.silinvestments.in. There were no material, financial and commercial transactions in which the senior management had personal interest, leading to a potential conflict of interest during the year under review.

Subsidiary Companies

The Company has four subsidiaries viz. RTM Investment & Trading Co. Ltd., SCM Investment & Trading Co. Ltd., RTM Properties Limited and SIL Properties Limited. During the financial year 2018-19, the Audit Committee reviewed the financial statements (in particular, the investments made) of each of the subsidiary companies. Minutes of the Board meetings of these subsidiary companies were regularly placed before the Board. The Board periodically reviews the statement of all significant transactions and arrangement, if any, entered into by the subsidiaries.

C. DETAILS OF REMUNERATION PAID TO DIRECTORS

The Managing Director receives salary, allowances and perquisites, while all the Non-executive Directors receive sitting fees and allowances (if applicable) and annual commission within the prescribed limits as set out in the Act.

The Executive Director (Director-in-Charge) of the Company was entitled for payment of remuneration by way of commission as determined by the Board of Directors of the Company from time to time. There has been no materially relevant pecuniary transaction or relationship between the Company and its Non-executive Directors during the year.

a) Remuneration paid / payable to Non-Executive Directors of the Company

The Non-executive Directors are paid sitting fees for attending each meeting of the Board of Directors and Committees thereof. They are also entitled to a fixed commission of Rs. 50,000/- per year payable proportionately to their tenure in office as Directors of the Company.

The total commission payable to all the Non-executive Directors for the financial year 2018-19 will be Rs.2,00,000/- for which provision has been made in the books of accounts. The commission shall be paid after the adoption of annual accounts of the Company for the year ended 31st March, 2019 by the shareholders at the forthcoming AGM. The commission to all the Non-executive Directors of the Company is determined after taking into account their valuable contribution and guidance in the various business initiatives and decisions at the Board level and also profitability of the Company. The details of commission payable and sitting fees (including for committee meetings) paid to the Directors during the financial year 2018-2019 is as follows:

| Sr. No. | Name of Director | Commission (Rs.) | Sitting Fees (Rs.) |
|---------|--------------------|------------------|--------------------|
| 1 | Mr. C. S. Nopany | 50,000 | 35,000 |
| 2 | Mr. Sanjay Goenka | 50,000 | 65,000 |
| 3 | Mr. Subroto Lahiri | 50,000 | 60,000 |
| 4 | Mr. Abhrajit Dutta | 50,000 | 45,000 |
| | Total | 2,00,000 | 2,05,000 |

b) Remuneration paid / payable to the Managing Director and Executive Director of the Company for the year ended 31st March, 2019, is as under:

(Amount Rs.)

| Sr. No. | Particulars | Salary etc. | Commission | Perquisites | Retirement Benefits | Total |
|---------|---|-------------|------------|-------------|---------------------|-----------|
| 1 | Mrs. Shalini Nopany – Managing Director | 60,00,000 | – | 28,800 | – | 60,28,800 |
| 2 | Mr. Brij Mohan Agarwal – Director-in-Charge | – | 50,000 | – | – | 50,000 |

D. Committees of the Board

Pursuant to Listing Regulations, 2015 and provisions of the Act, the Board of Directors have constituted various Committees of Directors with adequate delegation of powers to properly discharge businesses of the Company.

These Committees are:

- Audit Committee;
- Stakeholders' Relationship Committee;
- Nomination and Remuneration Committee;
- Finance and Corporate Affairs Committee;
- Corporate Social Responsibility Committee;
- Asset - Liability Committee; and
- Risk Management Committee.

The details of these Committees are as follows:

I. AUDIT COMMITTEE

COMPOSITION

The Audit Committee comprises of three Independent Directors and is headed by Mr. Sanjay Goenka. The other members of the Committee are Mr. Subroto Lahiri and Mr. Abhrajit Dutta. The constitution of the Audit Committee meets the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations, 2015.

TERMS OF REFERENCE

The terms of reference of the Audit Committee are in conformity with Section 177 of the Act and Regulation 18 of the Listing Regulations, 2015. The brief terms of reference inter alia are as follows:

- Oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment, remuneration and terms of appointment of auditors of the Company and, if required, their replacement or removal.
- Approve payment to statutory auditors for any other services rendered by them.
- Reviewing, with the management, the quarterly and annual financial statements and auditors report thereon before submission to the Board for approval.
- Approval to appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, if any, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit, etc.

MEETINGS AND ATTENDANCE

During the year under review five meetings of the Committee were held on 08th May, 2018; 15th June, 2018; 10th August, 2018; 02nd November, 2018; and 06th February, 2019. The attendance of the members at the meetings was as follows:

| Name of the member | Status | Category | Number of meetings attended |
|---------------------------|---------------|-----------------|------------------------------------|
| Mr. Sanjay Goenka | Chairman | Independent | 5 |
| Mr. Subroto Lahiri | Member | Independent | 5 |
| Mr. Abhrajit Dutta | Member | Independent | 5 |

The Committee reviews various aspects of the internal control system. The requirements in respect of Regulation 18 of the Listing Regulations, 2015 are also reviewed by the Committee.

II. STAKEHOLDERS' RELATIONSHIP COMMITTEE

COMPOSITION

The Stakeholders' Relationship Committee constituted as a mandatory committee of the Board, presently comprises of two Non-executive Directors and one Executive Director of the Company and is headed by Mr. C. S. Nopany. The other members of the Committee are Mr. Brij Mohan Agarwal and Mr. Subroto Lahiri. The Constitution of the Stakeholders' Relationship Committee meets the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations, 2015.

TERMS OF REFERENCE

The Committee inter alia oversees the redressal of shareholder and investor complaints / requests for transfer / transmission of shares, sub-division and consolidation of share certificates, issue of

duplicate share certificates, requests for dematerialisation and rematerialisation of shares, non-receipt of declared dividend and non-receipt of Annual Report. It also recommends measures for improvement in investor services. The Committee also keeps a close watch on the performance of Link Intime India Pvt. Ltd., the Registrar & Share Transfer Agents (RTA) of the Company. The Committee also reviews various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company. The Company Secretary designated as the Compliance Officer of the Company, acts as the Secretary of the Committee. The Committee meets as often as is necessary for resolution of important matters within its mandate.

MEETINGS AND ATTENDANCE

During the year under review, four meetings of the Committee were held on 09th April, 2018; 26th July, 2018; 25th October, 2018; and 25th January, 2019. The attendance of the members at the meeting was as follows:

| Name of the member | Status | Category | Number of meetings attended |
|------------------------|----------|------------------------|-----------------------------|
| Mr. C. S. Nopany | Chairman | Non-Executive Director | 2 |
| Mr. Brij Mohan Agarwal | Member | Executive Director | 4 |
| Mr. Subroto Lahiri | Member | Independent | 3 |

INVESTORS' COMPLAINTS RECEIVED AND RESOLVED DURING THE YEAR

During the year under review the Company received 21 complaints / letters from the shareholders which were duly attended. The average period of redressal of grievances is 7 days from the date of receipt of letters / complaints. There were no unresolved complaints as on 31st March, 2019.

III. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board comprises of three Independent Directors, namely Mr. Sanjay Goenka, Mr. Subroto Lahiri and Mr. Abhrajit Dutta. The Committee is headed by Mr. Sanjay Goenka. The Constitution of the Committee meets the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations, 2015.

TERMS OF REFERENCE

The terms of reference of the Nomination and Remuneration Committee are in conformity with Section 178 of the Act and Regulation 19 of the Listing Regulations, 2015. The terms of reference are as follows:

- determine the compensation package of the Executive Directors, Secretary and other senior management personnel.
- formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.
- devise a policy on diversity of Board of Directors.
- identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
- decide on whether to extend or continue the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of Independent Directors.

MEETINGS AND ATTENDANCE

During the year under review, three meetings of the Committee were held on 08th May, 2018; 10th August, 2018 and 06th February, 2019. The attendance of the members at the meeting was as follows:

| Name of the member | Status | Category | Number of meetings attended |
|---------------------------|---------------|-----------------|------------------------------------|
| Mr. Sanjay Goenka | Chairman | Independent | 3 |
| Mr. Subroto Lahiri | Member | Independent | 3 |
| Mr. Abhrajit Dutta | Member | Independent | 3 |

IV. FINANCE AND CORPORATE AFFAIRS COMMITTEE**COMPOSITION**

The Finance and Corporate Affairs Committee presently comprises of one Executive Director and two Non-executive Directors and is headed by Mr. C. S. Nopany, Chairman of the Board. The other members of the Committee are Mrs. Shalini Nopany and Mr. Sanjay Goenka.

TERMS OF REFERENCE

The Committee is authorised to decide upon matters relating to borrowings, inter corporate loans / deposits, investments, opening and closing of bank accounts and decide upon various matters related thereto, in terms of the powers delegated to it by the Board. This Committee is also entrusted to oversee the operations of the Treasury Division of the Company.

MEETINGS AND ATTENDANCE

During the year under review, two meetings of the Committee were held on 21st August, 2018 and 25th October, 2018. The attendance of the members at the meeting was as follows:

| Name of the member | Status | Category | Number of meetings attended |
|---------------------------|---------------|------------------------|------------------------------------|
| Mr. C. S. Nopany | Chairman | Non-Executive Director | 2 |
| Mrs. Shalini Nopany | Member | Executive Director | 2 |
| Mr. Sanjay Goenka | Member | Independent | 2 |

V. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**COMPOSITION**

The Corporate Social Responsibility (CSR) Committee presently comprises of one Executive Director and two Non-Executive Directors and is headed by Mr. C. S. Nopany, Chairman of the Board. Other members of the Committee are Mrs. Shalini Nopany and Mr. Sanjay Goenka.

TERMS OF REFERENCE

The terms of reference of the CSR Committee includes but is not limited to the following:

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- recommend the amount of expenditure to be incurred on the activities referred to above; and
- monitor the Corporate Social Responsibility Policy of the Company from time to time.

MEETINGS AND ATTENDANCE

During the year under review, two meetings of the Committee were held on 08th May, 2018 and 06th February, 2019. The attendance of the members of the Committee at the meeting was as follows:

| Name of the member | Status | Category | Number of meetings attended |
|---------------------|----------|------------------------|-----------------------------|
| Mr. C. S. Nopany | Chairman | Non-executive Director | 2 |
| Mrs. Shalini Nopany | Member | Executive Director | 2 |
| Mr. Sanjay Goenka | Member | Independent | 2 |

A report on CSR activities as prescribed under the Act and Rules made thereunder is annexed to the Board Report.

VI. ASSET - LIABILITY COMMITTEE:

COMPOSITION

The Asset - Liability Committee comprises of Directors and senior officials of the Company. The members of the Committee are Mr. Brij Mohan Agarwal, Mr. Sanjay Goenka and Mr. Vikas Baheti.

TERMS OF REFERENCE

The Committee is empowered to analyze and periodically review returns and short term dynamic liquidity.

MEETINGS AND ATTENDANCE

During the year under review, four meetings of the Committee were held on 29th June, 2018; 28th September, 2018; 28th December, 2018; and 14th January, 2019. The attendance of the members at the meeting were as follows:

| Name of the member | Status | Category | Number of meetings attended |
|------------------------|----------|--------------------|-----------------------------|
| Mr. Brij Mohan Agarwal | Chairman | Executive Director | 4 |
| Mr. Sanjay Goenka | Member | Independent | 4 |
| Mr. Vikas Baheti | Member | CFO | – |

VII. RISK MANAGEMENT COMMITTEE

COMPOSITION

The Risk Management Committee comprises of Directors and senior officials of the Company. The members of the Committee are Mr. Brij Mohan Agarwal, Mr. Subroto Lahiri and Mr. Vikas Baheti.

TERMS OF REFERENCE

The Committee is empowered to review and assess the quality, integrity and effectiveness of the risk management systems and ensure that the risk policies and strategies are effectively managed.

MEETINGS AND ATTENDANCE

During the year under review, three meetings of the Committee were held on 28th September, 2018; 28th December, 2018 and 14th January, 2019. The attendance of the members at the meeting was as follows:

| Name of the member | Status | Category | Number of meetings attended |
|------------------------|----------|--------------------|-----------------------------|
| Mr. Brij Mohan Agarwal | Chairman | Executive Director | 3 |
| Mr. Subroto Lahiri | Member | Independent | 3 |
| Mr. Vikas Baheti | Member | CFO | – |

E. COMPANY POLICIES**I. WHISTLE BLOWER POLICY**

The Company has adopted a Whistle Blower policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. The employees are encouraged to voice their concerns by way of whistle blowing and all the employees have been given access to the Audit Committee. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy. All cases registered under the Whistle Blower policy of the Company are subject to review by the Audit Committee.

The Whistle Blower policy is available on the website of the Company at the web link : <http://silinvestments.in/pdfs/WhistleBlowerPolicy.pdf>

II. REMUNERATION POLICY

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration policy for selection and appointment of Directors, senior management personnel and determination of remuneration payable to them. The policy contains, inter-alia, criteria for Directors' appointment and remuneration including determining qualifications, positive attributes, independence of a Director, etc. The policy is available on the website of the Company at the web link: <http://silinvestments.in/pdfs/RemunerationPolicy.pdf>

III. POLICY ON RELATED PARTY TRANSACTIONS

In line with requirement of the Act and the Listing Regulations, 2015, your Company has formulated a policy on related party transactions which is also available on the Company's website at the web link: <http://silinvestments.in/pdfs/PolicyonRelatedPartyTransactions.pdf>.

The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties.

This policy specifically deals with the review and approval of material related party transactions keeping in mind the potential or actual conflict of interest that may arise because of entering into these transactions. All related party transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for transactions with related parties which are of a repetitive nature and / or entered in the ordinary course of business and on an arm's length basis.

IV. CORPORATE SOCIAL RESPONSIBILITY POLICY

The Corporate Social Responsibility policy is formulated in consultation with the CSR Committee and as envisaged under Section 135 of the Act and the Rules framed thereunder and is available on the Company's website at the web link: <http://silinvestments.in/pdfs/CSR%20Policy.pdf>. The CSR policy outlines the Company's philosophy and responsibility as a corporate citizen of India and lays down the guidelines and mechanism for undertaking socially useful programmes for the welfare and sustainable development of the communities across the country.

V. MATERIAL SUBSIDIARY POLICY

In line with requirement of Regulation 46(2)(h) of the Listing Regulations, 2015, your Company has formulated a policy on material subsidiaries which is also available on the Company's website at the web link: <http://silinvestments.in/pdfs/PolicyonDeterminingMaterialSubsidiaries.pdf>.

The objective of this policy is to determine material subsidiaries of the Company and to provide the governance framework for such subsidiaries.

VI. BOARD DIVERSITY POLICY

The Board Diversity policy sets out the approach for diversity of the Board of your Company. The Company recognizes and embraces the benefits of having a diverse Board. A truly diverse Board with

an inclusive culture will make good the differences in skills, experience, education, gender, age, race, geography, ethnicity, background and other distinctions between the directors. This policy is available at Company's website at the web link:

<http://silinvestments.in/pdfs/Policy/Board%20Diversity%20Policy.pdf>

The objective of this policy is to ensure an optimum composition of the Board such that the talent of all members of the Board blend together to be as effective as possible.

F. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis is given in a separate section in this Annual Report and forms a part of the Directors' Report.

G. DISCLOSURES

(a) Related Party Transactions

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis for transactions which are of a foreseen and repetitive nature. A detailed statement of such related party transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review on a quarterly basis.

Details of related party transactions are disclosed in Note No. 21.05 of the Annual Financial Statements in compliance with the Accounting Standard relating to "Related Party Disclosures". Details of all such transactions are provided to the Board at the Board meetings, and the interested Directors neither participate in the discussion, nor vote on such matters.

All "Material Related Party Transactions" as per Regulation 23 of the Listing Regulations, 2015 were approved at the AGM held on 31st August, 2018. All proposed "Material Related Party Transactions" will be placed before the shareholders at the ensuing AGM for their approval.

(b) Confirmation by the Board of Directors of acceptance of recommendation of mandatory Committees

In terms of the amendments made to the Listing Regulations, 2015, the Board of Directors confirm that during the year, it has accepted all recommendations received from its mandatory committees.

(c) Accounting treatment in preparation of financial statements

The financial statements prepared comply with all material respects with the Accounting Standards notified under Section 133 and the relevant provisions of the Act and generally accepted accounting principles in India.

(d) Proceeds from public issues, rights issues, preferential issues, etc.

During the year under review, no proceeds were raised by the Company from public issues, rights issue, preferential issue, etc.

(e) Insider Trading

In order to regulate trading in securities of the Company by the Designated Persons, your Company has adopted a Code of Internal Procedures and Conduct (the Insider Trading Code) framed under SEBI (Prohibition of Insider Trading) Regulation, 2015 which, inter alia, prohibited the trading in shares by an 'insider' when in possession of unpublished price sensitive information. Insider Trading Code prevents misuse of unpublished price sensitive information and it also provides for periodical disclosures and obtaining pre-clearance for trading in securities of your Company by the Designated Persons.

(f) Compliance with the mandatory Corporate Governance requirements as prescribed under the Listing Regulations, 2015

The Board of Directors periodically review the compliance of all applicable laws. The Company is in full compliance with all the mandatory requirements of Corporate Governance as specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, 2015.

(g) Risk Management

As required under Regulation 17 of the Listing Regulations, 2015, the Company has established a well-documented and robust risk management framework. The Board of Directors of the Company has adopted the Risk Management policy which involves identification and prioritization of risk events, categorization of risk into high, medium and low based on the business impact and likelihood of occurrence of risks and risk mitigation and control measures.

The Risk Management Committee and the Board of Directors reviews the Risk Management Strategy of the Company to ensure effectiveness of the Risk Management policy and procedures.

During the year, the Risk Management Committee has reviewed the risk assessment and minimization procedures and appropriate risk mitigation procedures commensurate to the risks has been adopted.

(h) Corporate Ethics

As a responsible corporate citizen, the Company consciously follows corporate ethics in business and corporate interactions. The Company has framed codes and policies providing guidance for carrying business in an ethical manner. Some of these policies are:

- a. Code for Prevention of Insider Trading;
- b. Code of Conduct;
- c. Whistle Blower Policy; and
- d. Code for Corporate Disclosure.

In conformity with the recent statutory changes, the codes have been revised accordingly.

(i) Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

As per the requirement of Regulation 17(8) of the Listing Regulations, 2015, a certificate duly signed by CEO (Director-in-Charge) and CFO of the Company, regarding the financial statements for the year ended 31st March, 2019, was placed before the Board of Directors.

(j) Remuneration to the Statutory Auditor

Details of the total fees paid to the Statutory Auditors by your Company are disclosed in the Note No. 18 of the Annual Financial Statements in compliance with the Listing Regulations, 2015.

H. UNPAID / UNCLAIMED DIVIDENDS

As per Sections 124 and 125 of Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, shares pertaining to shareholders who have not encashed / claimed dividends for seven consecutive years from the date of declaration were required to be transferred to the demat account of the Investor Education and Protection Fund (IEPF) Authority. The shareholders whose dividend / shares are transferred to the IEPF Authority can claim their dividend / shares from the IEPF Authority.

In accordance with the new IEPF Rules, the Company had sent notice to all shareholders whose shares were due to be transferred to the IEPF Authority and published requisite advertisement in the newspaper prior to transfer of the shares pertaining to such shareholders of the Company who have not en-cashed / claimed dividends for seven consecutive years.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st August, 2018 (date of last AGM) and the list of shareholders whose shares have been transferred to the IEPF Authority on the Company's website: www.silinvestments.in.

I. SHAREHOLDER INFORMATION

(i) Means of communication

In accordance with Regulation 46 of the Listing Regulations, 2015, the Company has maintained a functional website i.e. www.silinvestments.in containing information about the Company viz. the details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The contents of the said website are updated from time to time.

The quarterly and annual audited financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board. The results are normally published in Business Standard in English and Rajasthan Patrika / Dainik Bhaskar in Hindi in terms of Regulation 47 of the Listing Regulations, 2015. The results are hosted on the website of the Company: www.silinvestments.in

Further, the Company disseminates to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited wherein the equity shares of the Company are listed, all mandatory information and price sensitive / such other information which in its opinion are material and / or have a bearing on its performance / operations. For the benefit of the shareholders, a separate email id has been created for shareholder correspondence viz. investor.grievances@silinvestments.in

(ii) GENERAL MEETINGS

(a) Annual General Meetings of the Company

Details of the last three Annual General Meetings of the Company are as under:

| AGM | Financial Year | Date | Time | Venue | Special business/s if any, passed |
|------------------|----------------|-------------------------------|------------|---|---|
| 84 th | 2017-18 | 31 st August, 2018 | 10.30 a.m. | Registered Office: Pachpahar Road Bhawanimandi (Rajasthan) | 1. Power to enter into loan/ contract / arrangements/ transactions / (deemed to be related party transactions) with entities/ qualified corporate bodies within the overall limit. |
| 83 rd | 2016-2017 | 31 st August, 2017 | 10.30 a.m. | Registered Office: Pachpahar Road Bhawanimandi (Rajasthan) | 1. Power to enter into loan/ contracts/arrangements/ transactions/(deemed to be related party transactions) with entities / qualified corporate bodies within the overall limit. 2. Revision in terms of remuneration of Mrs. Shalini Nopany, Managing Director of the Company. 3. Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company. |

| AGM | Financial Year | Date | Time | Venue | Special business/s if any, passed |
|------------------|----------------|-------------------------------|------------|---|--|
| 82 nd | 2015-2016 | 27 th August, 2016 | 10.30 a.m. | Registered Office: Pachpahar Road Bhawanimandi (Rajasthan) | <ol style="list-style-type: none"> 1. Appointment of Mr. Brij Mohan Agarwal as Director. 2. Appointment of Mr. Brij Mohan Agarwal as Executive Director. 3. Power to enter into loan contracts / arrangements/ transactions (deemed to be related party transactions) with the entities / qualified corporate bodies within the overall limit prescribed. 4. Appointment of Mr. Abhrajit Dutta as an Independent Director. |

The 85th Annual General Meeting of the Company is proposed to be held on 22nd August, 2019 at 11.00 a.m. at the Registered Office of the Company.

(b) Postal Ballot:

During the financial year 2018 - 2019, no Postal Ballot activity was conducted by the Company.

(iii) General Shareholders' information

(a) 85th Annual General Meeting:

| | |
|-------|---|
| Date | 22 nd August, 2019 |
| Day | Thursday |
| Time | 11.00 a.m. |
| Venue | At Registered Office Pachpahar Road, Bhawanimandi 326 502 (Raj.) |

(b) Last date for receipt of proxies

Tuesday, 20th August, 2019 (before 11.00 a.m. at the Registered Office of the Company).

(c) Record Date

The record date for the purpose of entitlement of dividend will be Wednesday, 21st August, 2019.

(iv) Details of unclaimed shares in terms of Regulation 39 of Listing Regulations, 2015

Regulation 39(4) of the Listing Regulations, 2015 read with Schedule VI "Manner of dealing with Unclaimed Shares", which came into effect from 01st December, 2015, has directed companies to dematerialize such shares which have been returned as "Undelivered" by the postal authorities and hold these shares in an "Unclaimed Suspense Account" to be opened with either one of the Depositories viz. National Securities Depository Limited or Central Depository Services Limited.

All corporate benefits on such shares shall be credited to the unclaimed suspense account as applicable for a period of seven years and will thereafter be transferred in accordance with the

provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 (IEPF Rules) read with Section 124(6) of the Act.

During the year under review, there were no unclaimed shares lying with the Company which were required to be transferred to Unclaimed Suspense Account.

(v) Tentative financial calendar:

| | |
|---|---|
| Next financial year | 1 st April, 2019 to 31 st March, 2020 |
| First Quarter Results and Limited Review | mid-August, 2019 |
| Second Quarter Results and Limited Review | mid-November, 2019 |
| Third Quarter Results and Limited Review | mid-February, 2020 |
| Audited Annual Results (2019 - 20) | mid-May, 2020 |

(vi) Dividend

Payment date (tentative): 27th August, 2019.

The Board of Directors at their meeting held on 10th May, 2019, have recommended a dividend of Rs. 1.50 per share for the year ended 31st March, 2019, subject to shareholders' approval at the forthcoming AGM. If approved the dividend will be paid to the shareholders on or after 27th August, 2019 but within 30 working days from the date of AGM. The Company will continue to use NECS/ECS or any other electronic mode for payment of dividend to the shareholders located in places where such facilities / system is in existence.

(vii) Listing on Stock Exchanges and stock codes

The names of the Stock Exchanges on which the equity shares of the Company are listed with the respective stock codes is as follows:

| Sr. No. | Name and Address of the Stock Exchange | Stock Code |
|---------|--|------------|
| 1. | BSE Limited P. J. Towers, Dalal Street, Mumbai - 400 001 | 521194 |
| 2. | National Stock Exchange of India Limited Exchange Plaza, Block G, C-1, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 | SILINV |

Listing fees for the year 2019 - 20 have been paid to the Stock Exchanges within the stipulated time.

(viii) Corporate Identification Number

Corporate Identification Number of the Company allotted by the Ministry of Corporate Affairs, Government of India is L17301RJ1934PLC002761.

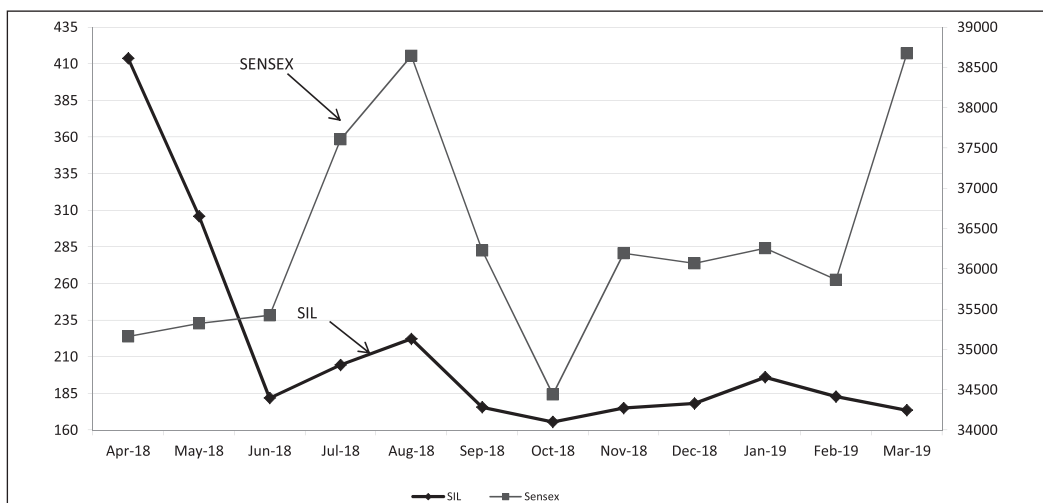
(ix) Stock Data / Market price data

High / low market price of the Company's equity shares traded on stock exchanges where the shares of the Company are listed during the last financial year are as follows:

| Month | BSE Limited | | National Stock Exchange of India Limited | |
|--------------|-------------|--------|--|--------|
| | High | Low | High | Low |
| April, 2018 | 433.95 | 355.25 | 434.85 | 353.20 |
| May, 2018 | 443.85 | 292.00 | 444.00 | 282.55 |
| June, 2018 | 306.00 | 180.00 | 308.40 | 178.00 |
| July, 2018 | 232.40 | 173.70 | 232.70 | 172.20 |
| August, 2018 | 263.00 | 194.60 | 257.90 | 195.10 |

SIL INVESTMENTS LIMITED

| Month | BSE Limited | | National Stock Exchange of India Limited | |
|-----------------|-------------|--------|--|--------|
| | High | Low | High | Low |
| September, 2018 | 227.95 | 173.85 | 226.95 | 173.70 |
| October, 2018 | 190.00 | 150.20 | 194.70 | 155.00 |
| November, 2018 | 206.00 | 164.10 | 198.80 | 160.20 |
| December, 2018 | 190.70 | 160.25 | 188.95 | 155.00 |
| January, 2019 | 260.10 | 174.05 | 260.00 | 172.00 |
| February, 2019 | 214.70 | 156.00 | 213.40 | 151.95 |
| March, 2019 | 200.80 | 170.00 | 199.85 | 168.50 |



(x) Shareholding Pattern

Details of shareholding by ownership as on 31st March, 2019 was as under:

| Sr. No. | Particulars | As on 31 st March, 2019 | | | |
|---------|--|------------------------------------|---------------|--------------------|---------------|
| | | No. of Folios | % of Folios | No. of shares | % |
| 1. | Promoters | 11 | 0.19 | 66,49,369 | 62.75 |
| 2. | Financial Institutions / Banks / Mutual Funds / UTI / Insurance Cos. / NBFCs | 10 | 0.17 | 6,047 | 0.06 |
| 3. | Central Government / State Government(s) / IEPF | 2 | 0.03 | 85,720 | 0.81 |
| 4. | Indian Public : | - | - | - | - |
| a. | Bodies Corporate | 90 | 1.53 | 18,25,441 | 17.23 |
| b. | Individuals / HUF | 5603 | 95.65 | 19,78,865 | 18.68 |
| c. | Stock Exchange Clearing Members | 39 | 0.67 | 8,838 | 0.08 |
| d. | FII's, FPIs | 0 | 0 | 0 | 0 |
| e. | NRI / Foreign Nationals | 103 | 1.76 | 41,580 | 0.39 |
| | TOTAL | 5858 | 100.00 | 1,05,95,860 | 100.00 |

(xi) Distribution of shareholding:

The distribution of shareholding as on 31st March, 2019 was as follows:

| Sr. No. | No. of Equity Shares | No. of Shares held | Percentage of Total |
|---------|----------------------|--------------------|---------------------|
| 1. | 1 to 100 | 1,59,388 | 1.50 |
| 2. | 101 to 500 | 3,76,232 | 3.55 |
| 3. | 501 to 1000 | 2,25,878 | 2.13 |
| 4. | 1001 to 5000 | 5,44,171 | 5.14 |
| 5. | 5001 to 10000 | 2,42,929 | 2.29 |
| 6. | 10001 to 100000 | 6,46,999 | 6.11 |
| 7. | 100001 to 500000 | 10,37,951 | 9.80 |
| 8. | 500001 and above | 73,62,312 | 69.48 |
| | TOTAL | 1,05,95,860 | 100.00 |

(xii) Dematerialization of shares and liquidity

The Company has an agreement with National Securities Depository Ltd. and Central Depository Services (India) Ltd. for providing depository services for holding the shares in dematerialized mode. As a result, as on 31st March, 2019, 97.84% of the total equity share capital of the Company was held in dematerialized form. The Company has paid the requisite fees to all these authorities for the year 2018-19.

(xiii) Restriction on transfer of shares held in physical form

The attention of members is drawn to SEBI Circular no. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 whereby companies have been directed not to effect transfer of securities w.e.f. 01st April, 2019, unless the same are held in dematerialized form with a Depository (except in case of transmission or transposition of securities).

Members holding shares in physical form are requested to dematerialize their holding at the earliest in case they want to effect any transfer of shares.

(xiv) Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity

As on date there are no outstanding warrants or any convertible instruments. The Company has not issued GDRs / ADRs.

(xv) Share transfer system

To expedite the transfer of shares, authority has been delegated to the Stakeholders Relationship Committee of the Board. The Committee considers requests for transfers, transmission, issue of duplicate certificates, issue of certificates on split / consolidation / renewal, etc. and the same are processed and delivered within 15 days of lodgment, if the documents are complete in all respects. In compliance with the Listing Regulations, 2015, every six months, the share transfer system is audited by a Practicing Company Secretary and a certificate to that effect is issued by him. The Secretary of the Company is also authorised to approve the transfer of shares in addition to the Stakeholders' Relationship Committee.

(xvi) Address for Shareholders' Correspondence

Shareholders are requested to correspond with the Registrar and Share Transfer Agent at the below given address on all matters relating to transfers, dematerialization of shares, payment of dividend and any other query relating to the equity shares of the Company.

(xvii) Registrar and Share Transfer Agent

The Company has appointed Link Intime India Private Limited, as Registrar & Share Transfer Agent (RTA) of the Company from 01st April, 2016 for handling share registry (physical and electronic modes). Accordingly, all correspondence, request for transfer, transmission, demat / remat and other communication in relation thereto should be mailed / hand delivered to the said RTA directly at the following address:

Link Intime India Pvt. Ltd.

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai 400083.

Tel: 022 – 4918 6270 / 4918 6000 • Fax: 022 - 4918 6060

Email Id: rnt.helpdesk@linkintime.co.in

(xviii) Compliance Officer :

Mr. Lokesh Gandhi

Company Secretary & Compliance Officer

seated at Mumbai office at:

601, 6th Floor, E Wing, Lotus Corporate Park,

185 / A, Graham Firth Steel Compound, Off: Western Express Highway,

Goregoan (East), Mumbai 400063.

Tel : 022 - 4219 8800 / 4219 8834 • Fax: 022 - 4219 8830 / 31

E-mail ID: lokeshgandhi@silinvestments.in

(xix) Investor Relations

In order to facilitate investor servicing, the Company has designated an e-mail id : investor.grievances@silinvestments.in mainly for registering complaints by investors.

J. COMPLIANCE**(i) Statutory Compliance, Penalties and Strictures**

The Company has continued to comply with the requirements of the Stock Exchanges, SEBI, RBI and other statutory authorities on all the relevant matters. There were no cases of penalties or strictures imposed on the Company by any Stock Exchange, SEBI, RBI or any other statutory authorities for any violation related to the capital market / any other related matter or relating to conditions of licensing by the RBI, during the last three years, except as under:

| Sr. No. | Nature of Litigation (Example Civil, Criminal, Tax, etc.) | Name of Parties | Forum | Facts | Amount Involved | Remarks |
|---------|--|---|-------|--|-----------------|---------|
| 1. | Non-Compliance observed in CG Report submitted under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | Against the Company by National Stock Exchanges of India Limited (NSE). | N.A. | A Notice dated 18.07.2016 was received by the Company on 18.07.2016 from NSE that the Company has not complied with following criteria(s):- (1) Composition of Committees- Audit Committee (Regulation 18), (2) Composition of Committees- Nomination and Remuneration Committee (Regulation 19). Subsequently the Company appointed one more member – Mr. Abhrajit Dutta w.e.f. 02/08/2016 on the Audit Committee and Nomination and Remuneration Committee in compliance with Regulation 18 and 19 of SEBI (Listing Obligations And Disclosure Requirements), Regulation 2015. | Nil | – |

(ii) Listing Regulations Compliance

The Company complies with all the mandatory requirements of the Listing Regulations, 2015.

(iii) Audit Qualification

The Company is in the regime of unqualified financial statement.

(iv) Compliance with Discretionary Requirements

Adoption of discretionary requirements of the Listing Regulations, 2015 is being reviewed by the Company from time to time.

(v) Certificate on Corporate Governance

The Company has obtained a certificate from its Statutory Auditors regarding compliance of the conditions of Corporate Governance, as stipulated in Regulation 34(3) read with Part E of Schedule V of the Listing Regulations, 2015 which together with this Report on Corporate Governance is annexed to the Director's Report and shall be sent to all the shareholders of the Company and the Stock Exchanges along with the Annual Report of the Company.

(vi) Certificate from Practicing Company Secretary

The Company has obtained a certificate from its Practicing Company Secretary stating that none of the Directors on the Board of the Company have been debarred or disqualified by the SEBI / Ministry of Corporate Affairs or any such statutory authority, from being appointed or acting to continue as a Director of the Company.

(vii) Auditors' Certificate on Compliance with Prudential Norms under Non-Banking Finance (Non-Deposit Accepting) Directions, 2007

The Company every year obtains a certificate from its Statutory Auditors about the adequacy of the net owned funds and the compliance with the prudential norms as applicable to non-deposit taking NBFCs and that the Company is not accepting nor holding public deposits under Non-Banking Finance (Non-Deposit Accepting) Directions, 2007.

(viii) Disclosure under Regulation 30 of the Listing Regulations, 2015 regarding certain agreements with media companies

Pursuant to the requirement of Regulation 30 of the Listing Regulations, 2015 the Company would like to inform that no agreement(s) have been entered into with media companies and / or their associates which has resulted in / will result in any kind of shareholding in the Company and consequently any other related disclosures viz. details of nominee(s) of the media companies on the Board of the Company, any management control or potential conflict of interest arising out of such agreements, etc. are not applicable. The Company has not entered into any other back to back treaties / contracts / agreements / MoUs or similar instruments with media companies and / or their associates.

I. INVESTOR SAFEGUARDS AND OTHER INFORMATION**(i) Dematerialization of Shares**

Shareholders are requested to convert their physical holdings to demat / electronic form through any of the registered Depository Participants (DPs) to avoid the hassles involved in dealing in physical shares such as non-transfer, possibility of loss, mutilation, etc. and also to ensure safe and speedy transaction in respect of the shares held.

(ii) National Electronic Clearing Services (NECS) / Electronic Clearing Services (ECS) mandate

NECS / ECS facility ensures timely remittance of dividend without possible loss / delay in postal transit. Shareholders holding shares in electronic form may register their NECS / ECS details with the respective DPs and shareholders holding shares in physical form may register their NECS / ECS

details with Registrar and Share Transfer Agents to receive dividends, if declared, via the NECS / ECS mode.

(iii) Timely Encashment of Dividends

In respect of the shareholders who have either not opted for NECS / ECS mandate or do not have such a facility with their banker, are requested to encash dividends promptly to avoid the inconvenience of writing to Company's Share Transfer Agent thereafter for revalidation of dividend warrants.

(iv) Transfer of unclaimed dividend to Investor Education and Protection Fund

Under the Act, dividends which remain unclaimed for a period of seven consecutive years are required to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Dates of declaration of dividends since 2011-2012 and the corresponding dates when unclaimed dividends are due to be transferred to the Central Government are given in the table below:

| Financial Year Ended | Date of Declaration of Dividend | Amount remaining unclaimed / unpaid as on 31.03.2019 (Rs.) | Last date for claiming unpaid Dividend amount (on or before) | Last date for transfer to IEPF |
|-----------------------------|--|---|---|---------------------------------------|
| 31.03.2012 | 11.08.2012 | 3,14,022.50 | 17.09.2019 | 17.10.2019 |
| 31.03.2013 | 10.08.2013 | 2,61,643.75 | 16.09.2020 | 16.10.2020 |
| 31.03.2014 | 23.08.2014 | 4,40,865.00 | 29.09.2021 | 29.10.2021 |
| 31.03.2015 | 31.08.2015 | 2,90,752.50 | 07.10.2022 | 06.11.2022 |
| 31.03.2016 | 27.08.2016 | 2,59,782.50 | 03.10.2023 | 02.11.2023 |
| 31.03.2017 | 31.08.2017 | 2,27,949.00 | 07.10.2024 | 06.11.2024 |
| 31.03.2018 | 31.08.2018 | 1,39,825.50 | 07.10.2025 | 06.11.2025 |

Members are once again requested to utilize this opportunity and get in touch with Company's Registrar and Share Transfer Agent - Link Intime India Pvt. Ltd. for encashing the unclaimed dividends standing to the credit of their account.

Members are further requested to note that after completion of seven years, applications will have to be made to the IEPF authority for claiming the dividend not claimed and no claims shall lie against the Company for the amounts of dividend so transferred to the IEPF authority.

(v) Update Address / Bank Details

To receive all communications / corporate actions promptly, shareholders holding shares in dematerialized form are requested to please update their address / bank details with the respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar and Share Transfer Agents.

(vi) Consolidate Multiple Holdings (in respect of physical holdings)

Members are requested to consolidate their shareholdings held under multiple folios to eliminate receipt of multiple communications and this would ensure that future correspondence / corporate benefits could be sent to a consolidated folio.

(vii) Registered email address

The Ministry of Corporate Affairs has taken steps to encourage a 'Green Initiative in Corporate Governance' by issuing various circulars whereby companies are permitted to send Notice / documents including Annual Report in electronic mode (hereinafter 'documents'), provided the Company has obtained email address of its members for sending these documents through email by giving an advance opportunity to every shareholder to register their email addresses and changes therein from time to time with the Company.

Accordingly, shareholders holding shares in physical form are requested to register their email addresses and changes therein from time to time, by directly sending the relevant email addresses along with the details such as name, address, folio no., no. of shares held to the Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd.

In respect of shares held in electronic form, the email address along with DP ID / Client ID and other shareholder details as mentioned above, should be registered by the shareholders with their respective DPs. Upon registration of the email address, the Company proposes to send notices and documents, in electronic form to such shareholders.

(viii) Addresses for Investor correspondence:

SIL Investments Limited

Pachpahar Road,
Bhawanimandi - 326 502 (Rajasthan).
Telephones: 07433 – 222082
Fax: 07433 - 222916
E-mail Id: lokeshgandhi@silinvestments.in; and
investor.grievances@silinvestments.in

Registrar and Share Transfer Agent:

Link Intime India Pvt. Ltd.
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),
Mumbai 400 083.
Tel. 022 – 49186270 / 49186000
Fax: 022 - 49186060
Email Id: rnt.helpdesk@linkintime.co.in

DECLARATION OF COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To:

SIL Investments Limited
Pachpahar Road
Bhawanimandi-326 502
(Rajasthan)

The Company has framed a specific Code of Conduct for the members of the Board and the Senior Management Personnel of the Company pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges to further strengthen corporate governance practices in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2019.

Place: Kolkata
Dated: 25.04.2019

Sd/-
Brij Mohan Agarwal
Director-in-Charge
(DIN: 03101758)

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of SIL Investments Limited

We have examined the compliance of conditions of Corporate Governance by SIL Investments Limited ('the Company'), for the year ended 31st March, 2019 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to Regulation 15(2) of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was carried out in accordance with the Guidance Note on Certificate of Corporate Governance, issued by the Institute of Chartered Accountants of India and limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respect with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For M/s. JKVS & Co.
(formerly known as M/s. Jitendra K. Agarwal & Associates)
Chartered Accountants
Firm Reg. No. 318086E

Place: Kolkata
Date: 10.05.2019

Kuldeep Maloo
Partner
Membership No. 515708

CEO AND CFO CERTIFICATE

Date: 02.05.2019

To

The Board of Directors
SIL Investments Limited
Bhawanimandi-326 502 (Raj)

CERTIFICATE

[As required under Regulation 17(8) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

We hereby certify to the Board that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2019 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. significant changes, if any, in internal control over financial reporting during the year;
 - ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For SIL Investments Limited

Sd/-

Brij Mohan Agarwal
(Director-in-Charge)
(DIN: 03101758)

For SIL Investments Limited

Sd/-

Vikas Baheti
(Chief Financial Officer)
(PAN: ALUPB2706M)

ANNEXURE III TO THE DIRECTORS' REPORT
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2018-19

1. A brief outline of the Company's CSR policy, including overview of projects or programme proposed to be undertaken and a reference to the web link to the CSR policy and projects or programme -

The Company has framed a CSR policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the website of the Company and the web link for the same is <http://silinvestments.in/pdfs/CSR%20Policy.pdf>

2. The composition of the CSR Committee:
 - (i) Mr. C. S. Nopany Chairman
 - (ii) Mrs. Shalini Nopany Member
 - (iii) Mr. Sanjay Goenka Member
3. Average net profit of the Company for the last three financial years: Rs. 6,530.15 lakhs.
4. Prescribed CSR Expenditure (2 percent of the amount as in item 3 above): Rs. 130.60 lakhs.
5. Details of CSR spend during the financial year.
 - (a) Total amount to be spent for the financial year: Rs. 130.60 lakhs.
 - (b) Total amount spent during the financial year: Rs. 131.00 lakhs.
 - (c) Amount unspent, if any: Nil.
 - (d) Manner in which the amount spent during the financial year is detailed below:

(Rs. in lakhs)

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
|---------|--|--|--|--|--|--|--|
| Sr. No. | CSR project or activity identified | Sector in which the Project is covered | Projects or programs (1) Local Area or other (2) Specify the State and district where projects or programs were undertaken | Amount outlay (budget) project programs wise | Amount spent on the projects or programs subheads (1) Direct expenditure on projects or programs (2) Overheads | Cumulative expenditure upto the reporting period | Amount spent: Direct or through implementing agency |
| 1. | Education Initiative Promoting education, incl. Sp. education and employment enhancing vocation skills especially among children, women, elderly, differently abled and livelihood enhancement projects. | Promotion of education activities. | Ranchi, Jharkhand and Kolkata. | — | 131.00 | 131.00 | Through Manav Vikas Vidyalaya Trust and Vishwa Mangal Educational Trust. |

6. In case the Company has failed to spend the two percent, of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.

Reasons for Amount unspent: Not applicable.

7. Responsibility Statement of the CSR Committee: The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with the CSR objectives and Policy of the Company.

Sd/-

Mr. C. S. Nopany
(DIN: 00014587)
Chairman CSR Committee

Sd/-

Mrs. Shalini Nopany
(DIN: 00077299)
Managing Director

ANNEXURE-IV TO THE DIRECTORS' REPORT

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|------|--|--|
| i) | CIN: | L17301RJ1934PLC002761 |
| ii) | Registration Date: | 22/11/1934 |
| iii) | Name of the Company: | SIL Investments Limited |
| iv) | Category / Sub-Category of the Company: | Company limited by shares / Indian Non - Government Company |
| v) | Address of the Registered office and contact details: | Pachpahar Road, Bhawanimandi, Rajasthan - 326 502, India Tel: 07433 - 222082 Fax: 07433 - 222916 Email: investor.grievances@silinvestments.in; Website: www.silinvestments.in |
| vi) | Whether listed company Yes / No: | Yes |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any: | Link Intime India Pvt. Ltd. C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083. Tel: 22 - 4918 6000; Fax: 022-49186060 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the Company |
|---------|--|----------------------------------|------------------------------------|
| 1 | Commercial Finance and Investments | 64990 | 97.96 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and Address of the company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|---------|---|-----------------------|--------------------------------|------------------|--------------------|
| 1 | RTM Investment & Trading Co. Ltd. 9 / 1, R. N. Mukherjee Road, Kolkata – 700 001. | U65993WB1987PLC041842 | Subsidiary Company | 84.79 | 2(87) |
| 2 | SCM Investment & Trading Co. Ltd. 9 / 1, R. N. Mukherjee Road, Kolkata – 700 001. | U67120WB1986PLC041678 | Subsidiary Company | 80.52 | 2(87) |
| 3 | SIL Properties Ltd. 9 / 1, R. N. Mukherjee Road, Kolkata – 700 001. | U45400WB1995PLC098911 | Subsidiary Company | 42.01 | 2(87) |
| 4 | RTM Properties Ltd. 9 / 1, R. N. Mukherjee Road, Kolkata – 700 001. | U70109WB1994PLC065782 | Subsidiary Company | 41.54 | 2(87) |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding:

| Sr. No. | Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---|--|---|-------------|----------------|-------------------|---|-------------|----------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of total shares | Demat | Physical | Total | % of total shares | |
| A | Promoters | | | | | | | | | |
| 1 | Indian | | | | | | | | | |
| a | Individuals / HUF | 1209 | 0 | 1209 | 0.01 | 1209 | 0 | 1209 | 0.01 | 0.00 |
| b | Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c | State Govt.(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d | Bodies Corporate | 6648160 | 0 | 6648160 | 62.74 | 6648160 | 0 | 6648160 | 62.74 | 0.00 |
| e | Banks / FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f | Any other (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | i. Trusts | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-Total (A) (1) | | 6649369 | 0 | 6649369 | 62.75 | 6649369 | 0 | 6649369 | 62.75 | 0.00 |
| 2 | Foreign | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| a | NRI Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| b | Other Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| c | Bodies Corporate | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| d | Banks / FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| e | Any other (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| | Sub-Total (A) (2) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| Total holding of Promoter and Promoter Group (A)=(A)(1) + (A)(2) | | 6649369 | 0 | 6649369 | 62.75 | 6649369 | 0 | 6649369 | 62.75 | 0.00 |
| B | Public Shareholding | | | | | | | | | |
| 1 | Institutions | | | | | | | | | |
| a | Mutual Funds / UTI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b | Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c | Alternate Investments Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d | Foreign Venture Capital Investors | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e | Foreign Portfolio Investors | 5855 | 0 | 5855 | 0.05 | 0 | 0 | 0 | 0.00 | -0.05 |
| f | Financial Institutions / Banks | 2252 | 3807 | 6059 | 0.06 | 2252 | 3695 | 5947 | 0.06 | 0.00 |
| g | Insurance Companies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| h | Provident Funds / Pension Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| i | Others (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-Total (B) (1) | | 8107 | 3807 | 11914 | 0.11 | 2252 | 3695 | 5947 | 0.06 | -0.06 |
| 2 | Central Government / State Government(s) / President of India | | | | | | | | | |
| | Central Government / State Government(S) | 0 | 0 | 0 | 0.00 | 2271 | 0 | 2271 | 0.02 | 0.02 |
| Sub-Total (B) (2) | | 0 | 0 | 0 | 0.00 | 2271 | 0 | 2271 | 0.02 | 0.02 |

SIL INVESTMENTS LIMITED

| Sr. No. | Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|----------|--|---|---------------|-----------------|-------------------|---|---------------|-----------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of total shares | Demat | Physical | Total | % of total shares | |
| 3 | Non-Institutions | | | | | | | | | |
| a | Individuals | | | | | | | | | |
| | i. Individual Shareholders holding nominal share capital upto Rs. 1 lakh | 1151174 | 194778 | 1345952 | 12.70 | 1193502 | 108669 | 1302171 | 12.29 | -0.41 |
| | ii. Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh | 624088 | 0 | 624088 | 5.89 | 567992 | 0 | 567992 | 5.36 | -0.53 |
| b | NBFCs registered with RBI | 0 | 0 | 0 | 0.00 | 100 | 0 | 100 | 0.00 | 0.00 |
| c | Overseas Depositories (holding DRs) (balancing figure) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d | Others (specify) | | | | | | | | | |
| | IEPF | 0 | 0 | 0 | 0.00 | 83449 | 0 | 83449 | 0.79 | 0.79 |
| | Trust | 100 | 0 | 100 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Foreign Nationals | 5243 | 0 | 5243 | 0.05 | 495 | 0 | 495 | 0.00 | -0.05 |
| | Hindu Undivided Family | 93647 | 0 | 93647 | 0.88 | 108702 | 0 | 108702 | 1.03 | 0.15 |
| | Non-Resident Indian (Non-Repatriation) | 7716 | 3542 | 11258 | 0.11 | 6795 | 2362 | 9157 | 0.09 | -0.02 |
| | Non Resident Indian (Repatriation) | 29479 | 0 | 29479 | 0.28 | 31928 | 0 | 31928 | 0.30 | 0.02 |
| | Clearing Member | 33950 | 0 | 33950 | 0.32 | 8838 | 0 | 8838 | 0.08 | -0.24 |
| | Bodies Corporate | 1676551 | 114309 | 1790860 | 16.90 | 1711132 | 114309 | 1825441 | 17.23 | 0.33 |
| | Sub Total (B)(3) | 3621948 | 312629 | 3934577 | 37.13 | 3712933 | 225340 | 3938273 | 37.17 | 0.04 |
| | Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3) | 3630055 | 316436 | 3946491 | 37.25 | 3717456 | 229035 | 3946491 | 37.25 | 0.00 |
| | Total (A)+(B) | 10279424 | 316436 | 10595860 | 100.00 | 10366825 | 229035 | 10595860 | 100.00 | 0.00 |
| C | Non Promoter - Non Public | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 1 | Custodian / DR Holder | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| 2 | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Grand Total (A+B+C) | 10279424 | 316436 | 10595860 | 100.00 | 10366825 | 229035 | 10595860 | 100.00 | 0.00 |

(ii) Shareholding of Promoters

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|---------|--|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares | |
| 1 | Uttar Pradesh Trading Co. Ltd. | 20,19,339 | 19.06 | — | 20,19,339 | 19.06 | — | — |
| 2 | New India Retailing and Investment Ltd. | 11,56,550 | 10.91 | — | 11,56,550 | 10.91 | — | — |
| 3 | Hargaon Investment & Trading Co. Ltd. | 11,40,931 | 10.77 | — | 11,40,931 | 10.77 | — | — |
| 4 | Yashovardhan Investment & Trading Co. Ltd. | 9,91,224 | 9.35 | — | 9,91,224 | 9.35 | — | — |
| 5 | Ronson Traders Limited | 6,48,249 | 6.12 | — | 6,48,249 | 6.12 | — | — |
| 6 | OSM Investment & Trading Co. Ltd. | 4,17,421 | 3.94 | — | 4,17,421 | 3.94 | — | — |
| 7 | Champaran Marketing Co. Ltd. | 1,99,773 | 1.89 | — | 1,99,773 | 1.89 | — | — |
| 8 | Sidh Enterprises Ltd. | 55,116 | 0.52 | — | 55,116 | 0.52 | — | — |
| 9 | Sonali Commercial Ltd. | 18,957 | 0.18 | — | 18,957 | 0.18 | — | — |
| 10 | Chandra Shekar Nopany | 1209 | 0.01 | — | 1209 | 0.01 | — | — |
| 11 | Uttam Commercial Ltd. | 600 | 0.01 | — | 600 | 0.01 | — | — |
| | Total | 66,49,369 | 62.75 | — | 66,49,369 | 62.75 | — | — |

(iii) Change in Promoters' Shareholding

| Sr. No. | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| | There was no change in the Promoters Shareholding during the financial year 2018-19 | | | | |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRs):

| Sr. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Change in Shareholding (No. of shares) | | Shareholding at the end of the year | |
|---------|--|---|----------------------------------|--|----------------------|-------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the Company | Bought during the year | Sold during the year | No. of shares | % of total shares of the Company |
| 1 | Birla Institute of Technology and Science | 7,52,439 | 7.10 | — | — | 7,52,439 | 7.10 |
| 2 | Earthstone Holding (Two) Private Limited | 6,53,580 | 6.17 | — | — | 6,53,580 | 6.17 |
| 3 | Navjeevan Medical Institute | 1,90,461 | 1.80 | — | — | 1,90,461 | 1.80 |
| 4 | Vinodchandra Mansukhlal Parekh | 1,15,987 | 1.09 | — | — | 1,15,987 | 1.09 |
| 5 | PIC Realcon Ltd. | 1,14,309 | 1.08 | — | — | 1,14,309 | 1.08 |
| 6 | Central Government / State Government / IEPF | 0 | 0.00 | 88,692 | 2,972 | 85,720 | 0.81 |
| 7 | Vivek Vasudev Naik | 78,536 | 0.74 | 4,000 | 1,100 | 81,436 | 0.77 |
| 8 | Sanjeev Vinodchandra Parekh | 52,747 | 0.50 | — | — | 52,747 | 0.50 |
| 9 | Jitendra Mansukhlal Parekh | 42,783 | 0.40 | — | — | 42,783 | 0.40 |
| 10 | Pranav Kumarpal Parekh | 41,681 | 0.39 | — | — | 41,681 | 0.39 |
| 11 | Sachin Suresh Dhoot | 60,177 | 0.56 | 1,168 | 52,564 | 8,781 | 0.08 |

Note: The above information is based on the weekly beneficiary position received from Depositories.

(v) Shareholding of Directors and Key Managerial Personnel:

| Sr. No. | For each of the Directors and KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1. | Mr. C. S. Nopany | | | | |
| | At the beginning of the year | 1,209 | 0.01 | 1,209 | 0.01 |
| | (Increase / Decrease) during the year | 0 | 0 | 1,209 | 0.01 |
| | At the end of the year | 1,209 | 0.01 | 1,209 | 0.01 |
| 2. | Other Directors and KMPs hold NIL shares in the Company | | | | |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(Rs. in lakhs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | Nil | – | – | Nil |
| ii) Interest due but not paid | Nil | – | – | Nil |
| iii) Interest accrued but not due | Nil | – | – | Nil |
| Total (i + ii + iii) | Nil | – | – | Nil |
| Change in Indebtedness during the financial year | | | | |
| • Addition | Nil | – | – | Nil |
| • Reduction | Nil | – | – | Nil |
| • Interest accrued paid | Nil | – | – | Nil |
| Net Change | Nil | – | – | Nil |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | Nil | – | – | Nil |
| ii) Interest due but not paid | Nil | – | – | Nil |
| iii) Interest accrued but not due | Nil | – | – | Nil |
| Total (i + ii + iii) | Nil | – | – | Nil |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director and/or Manager:

| Sr. No. | Particulars of Remuneration | Name of MD/WTD/Manager | | Total Amount (in Rs.) |
|---------|---|---------------------------------------|--|-----------------------|
| | | Mrs. Shalini Nopany Managing Director | Mr. Brij Mohan Agarwal Executive Director (Director-in-Charge) | |
| 1. | Gross salary | | | |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 60,00,000 | – | 60,00,000 |
| | (b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961 | 28,800 | – | 28,800 |
| | (c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961 | – | – | – |
| 2. | Stock Option | – | – | – |
| 3. | Sweat Equity | – | – | – |
| 4. | Commission | – | 50,000 | 50,000 |
| | – as % of profit | – | – | – |
| | – others | – | – | – |
| 5. | Others | – | – | – |
| | Total (A) | 60,28,800 | 50,000 | 60,78,800 |
| | Ceiling as per the Act | 10% of the Net Profits of the Company | | |

B. Remuneration to other Directors:

| Sr. No. | Particulars of Remuneration | Name of Directors | | | | Total Amount (in Rs.) |
|---------|--|---------------------------------------|--------------------|-------------------|--------------------|-----------------------|
| | | Mr. C. S. Nopany | Mr. Subroto Lahiri | Mr. Sanjay Goenka | Mr. Abhrajit Dutta | |
| 1. | Independent Directors | | | | | |
| | Fee for attending Board / Committee meetings | – | 60,000 | 65,000 | 45,000 | 1,70,000 |
| | Commission | – | 50,000 | 50,000 | 50,000 | 1,50,000 |
| | Others, please specify | – | | | | |
| | Total (1) | – | 1,10,000 | 1,15,000 | 95,000 | 3,20,000 |
| 2. | Other Non-Executive Directors | | | | | |
| | Fee for attending Board / Committee meetings | 35,000 | – | – | – | 35,000 |
| | Commission | 50,000 | – | – | – | 50,000 |
| | Others | | – | – | – | – |
| | Total (2) | 85,000 | – | – | – | 85,000 |
| | Total (B)=(1+2) | 85,000 | 1,10,000 | 1,15,000 | 95,000 | 4,05,000 |
| | Total Managerial Remuneration (A+B) | – | – | – | – | 64,83,800 |
| | Overall Ceiling as per the Act | 11% of the Net Profits of the Company | | | | |

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | | |
|---------|---|--|----------------------------|--------------------------|
| | | Mr. Lokesh Gandhi Company Secretary | Mr. Vikas Baheti C.F.O. | Total Amount (in Rs.) |
| 1. | Gross salary | | | |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 16,84,500 | 8,31,600 | 25,16,100 |
| | (b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961 | – | 77,889 | 77,889 |
| | (c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961 | – | – | – |
| 2. | Stock Option | – | – | – |
| 3. | Sweat Equity | – | – | – |
| 4. | Commission | | | |
| | – as % of profit | – | – | – |
| | – others | – | – | – |
| 5. | Others | – | – | – |
| | Total | 16,84,500 | 9,09,489 | 25,93,989 |

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

During the year 2018 - 19, there were no penalties / punishment / compounding of offences under the Companies Act, 2013.

ANNEXURE - V TO THE DIRECTORS' REPORT**PARTICULARS OF EMPLOYEES**

- A.** 1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018 - 19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018 - 19 are as under :

| Sr. No. | Name of Director / KMP | Remuneration of Director / KMP for FY 2018 - 19 (Rs. in lakhs) | Designation | Percentage increase in Remuneration | Ratio of Remuneration of each Director to median remuneration of employees |
|---------|------------------------|--|--|-------------------------------------|--|
| 1. | Mr. C. S. Nopany | 0.50 | Non-Executive Director | 0 | 0.04 |
| 2. | Mrs. Shalini Nopany | 60.29 | Executive Director (M.D.) | 0 | 4.65 |
| 3. | Mr. Brij Mohan Agarwal | 0.50 | Executive Director | 0 | 0.04 |
| 4. | Mr. Sanjay Goenka | 0.50 | Independent Director | 0 | 0.04 |
| 5. | Mr. Subroto Lahiri | 0.50 | Independent Director | 0 | 0.04 |
| 6. | Mr. Abhrajit Dutta | 0.50 | Independent Director | 0 | 0.04 |
| 7. | Mr. Lokesh Gandhi | 16.85 | Company Secretary and Compliance Officer | 10.49 | 1.30 |
| 8. | Mr. Vikas Baheti | 9.09 | Chief Financial Officer | 1.68 | 0.70 |

2. During the financial year, there was an increase of 7.19% in the median remuneration of employees;
3. There were four permanent employees on the rolls of the Company as on 31st March, 2019;
4. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018-19 – Not applicable whereas the increase in the managerial remuneration for the same financial year was 2.06%.
5. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Notes:

- i. The remuneration of Non-Executive Directors is exclusive of sitting fees.

B. Information pursuant to Section 197(12) of the Companies Act, 2013 read with the Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Top 10 employees in terms of remuneration drawn during the year:

| Sr. No. | Employee Name | Designation | Remuneration in fiscal 2019 (Rs. in lakhs) |
|---------|------------------------|--|--|
| 1. | Mrs. Shalini Nopany | Executive Director (M.D.) | 60.29 |
| 2. | Mr. Lokesh Gandhi | Company Secretary and Compliance Officer | 16.85 |
| 3. | Mr. Vikas Baheti | Chief Financial officer | 9.09 |
| 4. | Mr. Brij Mohan Agarwal | Director-in-Charge | 0.50 |

2. During the year 2018 - 19, no employee was in the receipt of remuneration as is required to be disclosed under Section 197 of Companies Act, 2013 read with Rule 5(2)(i) and (ii) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Form AOC-I

(Pursuant to first proviso to Sub-section (3) of Section 129
read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part "A": Subsidiaries:

(Rs. in lakhs)

| Sr. No. | Name of the Subsidiary | RTM Investment & Trading Co. Ltd. | SCM Investment & Trading Co. Ltd. | SIL Properties Ltd. | RTM Properties Ltd. |
|---------|-------------------------------|-----------------------------------|-----------------------------------|---------------------|---------------------|
| 1 | Reporting Period | 2018 - 19 | 2018 - 19 | 2018 - 19 | 2018 - 19 |
| 2 | Reporting Currency | INR | INR | INR | INR |
| 3 | Exchange Rate | — | — | — | — |
| 4 | Share Capital | 2,301.68 | 1,925.92 | 1,108.91 | 1,099.91 |
| 5 | Reserves and Surplus | 2,080.31 | 2,833.95 | 279.51 | 323.83 |
| 6 | Total Assets | 4,855.02 | 4,778.30 | 1,403.65 | 1,440.32 |
| 7 | Total Liabilities | 473.03 | 18.43 | 15.23 | 16.58 |
| 8 | Investments | 3,526.34 | 3,910.97 | 634.82 | 668.67 |
| 9 | Turnover | 170.83 | 132.42 | 63.32 | 63.61 |
| 10 | Profit & Loss before Taxation | 165.28 | 127.14 | 4.52 | 11.57 |
| 11 | Provision for Taxation | 17.04 | 16.01 | 12.34 | 12.34 |
| 12 | Profit & Loss after Taxation | 148.24 | 111.13 | -7.82 | -0.77 |
| 13 | Proposed Dividend | NIL | NIL | NIL | NIL |
| 14 | % of Shareholding | 84.79% | 80.52% | 42.01% | 41.54% |

Notes :

1. RTM Investment & Trading Co. Ltd. and SCM Investment & Trading Co. Ltd. are the subsidiaries of the Company.
2. SIL Properties Ltd. and RTM Properties Ltd. are the step-down subsidiaries of the Company.

Part "B": Associates and Joint Ventures:

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures –

The Company does not have any Associates or Joint Ventures company.

**For and on behalf of Board of Directors of
SIL Investments Limited**

Brij Mohan Agarwal
Director-in-Charge
DIN: 03101758

C. S. Nopany
Chairman
DIN: 00014587

Shalini Nopany
Managing Director
DIN: 00077299

Place : Kolkata
Dated : 10th May, 2019

Vikas Baheti
Chief Financial Officer
PAN: ALUPB2706M

Lokesh Gandhi
Company Secretary & Compliance Officer
Membership No. F9053

Form No. AOC-2

(Pursuant to clause (h) of Sub-section (3) of Section 134 of the Act
and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any transaction which is not on an arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

| Name of the Party with which the Contract is entered into | Principal terms and conditions | | | Date of approval | Amount paid as advance |
|---|--------------------------------|-----------------------|--|------------------|------------------------|
| | Tenor | Amount (Rs. in lakhs) | Rate of interest | | |
| (a) sale, purchase or supply of any goods or materials | | | Nil | | |
| (b) selling or otherwise disposing of, or buying, property of any kind | | | Nil | | |
| (c) leasing of property of any kind | | | Nil | | |
| (d) availing or rendering of any services | | | Nil | | |
| (e) appointment of any agent for purchase or sale of goods, materials, services or property | | | Nil | | |
| (f) such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company | | | Nil | | |
| (g) Underwriting the subscription of any securities or derivatives thereof, of the Company | | | Nil | | |
| (h) Loans: i) To subsidiaries ii) To other entities | | | The transactions are not covered under section 188 (1) of the Companies Act, 2013. Appropriate approvals have been taken for related party transactions. The same have also been disclosed and dealt with appropriately as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | | |

For and on behalf of the Board of Directors

C. S. Nopany

Chairman
(DIN : 00014587)

Place: Kolkata
Date: 10th May, 2019

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

SIL Investments Limited

CIN: L17301RJ1934PLC002761

Pachpahar Road, Bhawanimandi,

Jhalawar, Rajasthan.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SIL Investments Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2019**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **SIL Investments Limited ("the Company")** for the financial year ended on **31st March, 2019**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: [not applicable during audit period];
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October 2014) [not applicable during audit period];
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [not applicable during audit period];
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [not applicable during audit period]; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [not applicable during audit period].
- (vi) The following other laws as applicable to the Company:
- a) Non Banking Finance (Non-Deposit Accepting) Directions, 2007.
 - b) RBI Act, 1934 and modifications thereof.
 - c) Income Tax Act, 1961.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- b) The Listing Agreements entered into by the Company with BSE Limited, National Stock Exchange of India Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observations: NIL

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- The Company has maintained statutory registers as required under the Companies Act, 2013.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent with proper time gap in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- The Company has obtained all necessary approvals under the various provisions of the Act, where required and applicable; and
- As informed by the management, there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
- The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
- I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
- The Company has complied with the requirements under the Equity Listing Agreements and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with BSE Limited and National Stock Exchange of India Limited.

SIL INVESTMENTS LIMITED

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report during the audit period there were no specific event / actions having a major bearing on Company's affairs in pursuance of the above referred law / rules / regulations / guidelines, etc.

I further report that during the audit period, there were no instances of:

- a) Public / Right / Preferential issue of shares / debentures / sweat equity or any other securities.
- b) Redemption / buy-back of securities.
- c) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- d) Merger / amalgamation / reconstruction, etc.
- e) Foreign technical collaborations.

For R. CHOUHAN & ASSOCIATES
(ICSI Unique Code: S2001RJ036300)

RAJENDRA CHOUHAN - PROPRIETOR
COMPANY SECRETARY IN PRACTISE
FCS No.: 5118
C P No.: 3726

Place: JAIPUR

Date: 07.05.2019

Note: This report to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

“ANNEXURE- A”

To,

The Members,

SIL Investments Limited

CIN: L17301RJ1934PLC002761

Pachpahar Road, Bhawanimandi,
Jhalawar, Rajasthan.

My report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For R. CHOUHAN & ASSOCIATES
(ICSI Unique Code: S2001RJ036300)

RAJENDRA CHOUHAN - PROPRIETOR
COMPANY SECRETARY IN PRACTISE
FCS No.: 5118
C P No.: 3726

Place: JAIPUR

Date: 07.05.2019

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF SIL INVESTMENTS LIMITED****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of SIL Investments Limited ("the Company"), which comprise the Balance sheet as at March 31 2019, the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are

relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

| S.N. | Key Audit Matter | Auditor's Response |
|------|--|---|
| 1. | <p>Valuation of Non-Current and Current Investments</p> <p>As disclosed in Note 8 & 10 to the financial statements.</p> <p>As at March 31, 2019, the total carrying amount of non-current and current investments were Rs. 15922.54 lakhs and Rs. 12933.70 lakhs respectively. Non-current and current investments includes quoted equity shares, unquoted equity and preference shares and mutual funds. Valuation and assessment of impairment of investments involves significant estimation uncertainty, subjective assumptions and the application of significant judgment.</p> <p>This was an area of focus for our audit and the area where significant audit effort was directed.</p> | <p>How our audit addressed the key audit matter:</p> <p>Our audit procedures included updating our understanding of the processes employed by the Company for accounting for, and valuing, their investments. We obtained accounts confirmation of depository participants and mutual funds, wherever applicable. We have verified that the Company was the recorded owner of all investments. Our audit procedures over the valuation of the Investments included reviewing valuation of all Investments held at March 31, 2019.</p> <p>Our Observation:</p> <p>Based on the audit procedures performed we are satisfied with existence and valuation of investment.</p> |
| 2. | <p>Inter Corporate Deposits ("ICD") receivables</p> <p>As disclosed in Note 9 to the financial statements, carrying amount of ICD receivables as on March 31, 2019 was Rs. 5450 lakhs. The Company assesses periodically and at each financial year end, the doubtful of recovery associated with its receivables.</p> <p>We focused on this area because of its significance and the degree of judgement required to estimate the doubtful of recovery and determining the carrying amount of ICD receivables as at the reporting date.</p> | <p>How our audit addressed the key audit matter:</p> <p>We have reviewed terms and condition of the agreements and evaluated the processes for identifying doubtful of recovery, if any. We have reviewed and tested the ageing of ICD receivables. We have reviewed management's assessment on the credit worthiness of selected entities for ICD receivables. We further discussed with the key management on doubtful for recovery, if any, and reviewed the supporting documents including balance confirmations from ICD recipients, provided by management in relation to their assessment.</p> <p>Our Observation:</p> <p>Based on our audit procedures performed, we found management's assessment of the recoverability of ICD receivables to be reasonable and the disclosures to be appropriate.</p> |

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. We have obtained all other information prior to the date of this auditor's report. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the

other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone

financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material

misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2013;
 - (e) On the basis of the written representations received from the directors as on March

31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 13 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For JKVS & Co.

(Formerly Known as Jitendra K Agarwal & Associates)
Chartered Accountants
Firm Reg. No. 318086E

Kuldeep Maloo

Partner
Place: Kolkata
Date: May 10, 2019
Membership No. 515708

ANNEXURE A referred to in paragraph 1 of our report of even date on the other legal and regulatory requirements (Re: SIL Investments Limited)

- (i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
- b. Property, Plant & Equipment have been physically verified by the management at regular interval. No material discrepancy was noticed on such verification.
- c. According to information and explanations given by the management, the title deeds of immovable properties included in fixed assets are registered in the name of the Company except immovable properties having aggregate gross book value of Rs. 96.23 lakhs (WDV as on 31st March, 2019 Rs. 65.29 lakhs) are pending for registration in the name of the Company.
- (ii) The Company has no inventory. Therefore, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has granted unsecured loan to companies covered in the register maintained under Section 189 of the Companies Act, 2013. The terms and conditions of the grant of such loans are not prejudicial to the interest of the Company. The Company has stipulated schedules of repayment of principal and payment of interest and repayment of the principal amount and receipt of interest are regular.
- (iv) The Company has complied with provisions of section 186 of the Companies Act, 2013 in respect of loan granted and Investments made. According to information and explanations given by the management, no loans, guarantees and securities covered under section 185 and no guarantees and securities covered under section 186 of the Companies Act, 2013 have given during the year.
- (v) The Company has not received any deposit during the year as covered under section 76 of the Companies Act, 2013. Therefore, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The Central Government has not prescribed maintenance of cost records u/s 148(1) of the Companies Act, 2013. Therefore the provisions of clause 3 (vi) of the Order are not applicable.
- (vii) a. According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Income-tax, Goods & Service Tax and other material statutory dues deducted/accrued in the books with the appropriate authorities. As informed to us, provident fund, employees' state insurance, sales tax, service tax, duty of customs, duty of excise, value added tax and cess are not applicable to the Company. There was no undisputed outstanding statutory dues as at the year end for a period of more than six months from the date they became payable.
- b. According to the records of the Company, there are no material dues outstanding of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and Goods & Service Tax on account of any dispute.
- (viii) According to the information and explanations given to us, the Company has no dues to financial institutions, banks, Government and debenture holders. Therefore, the provisions of clause 3 (viii) of the Order are not applicable.
- (ix) According to the information and explanations given to us, the Company has not raised any monies by way of initial public offer or further public offer (including debt instruments) or raised any term loan during the year. Therefore, the provisions of clause 3(ix) of the Order are not applicable.
- (x) Based upon the audit procedures performed in accordance with the generally accepted auditing practice in India for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, no fraud by the Company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, managerial remuneration has been paid in accordance

with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

- (xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given by the management, the Company has not made any preferential allotments or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of clause 3(xiv) of the order are not applicable.

- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with directors. Therefore, the provisions of clause 3(xv) of the order are not applicable.

- (xvi) In our opinion, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained.

For JKVS & Co.

(Formerly Known as Jitendra K Agarwal & Associates)
Chartered Accountants
Firm Reg. No. 318086E

Kuldeep Maloo

Partner

Place: Kolkata

Date: May 10, 2019

Membership No. 515708

ANNEXURE B**Report on the Internal Financial controls under Clause (i) of Sub - section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to financial statements of SIL Investments Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "guidance Note") and the standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to as audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements of and plan and perform the audit to obtain reasonable

assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exist, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial controls with reference to financial statements

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with reference to financial statements

Because of the inherent limitations of Internal Financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls

system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019, based on the internal control over the financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For JKVS & Co.

(Formerly Known as Jitendra K Agarwal & Associates)
Chartered Accountants
Firm Reg. No. 318086E

Kuldeep Maloo

Partner

Place: Kolkata

Date: May 10, 2019

Membership No. 515708

SIL INVESTMENTS LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2019****(Rs. in lakhs)**

| Particulars | Note No. | As at 31 st March, 2019 | As at 31 st March, 2018 |
|--|----------|---------------------------------------|---------------------------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholders' Funds: | | | |
| Share Capital | 1 | 1,060.65 | 1,060.65 |
| Reserves and Surplus | 2 | 33,838.50 | 32,056.36 |
| | | 34,899.15 | 33,117.01 |
| Non-Current Liabilities: | | | |
| Deferred Tax Liabilities (Net) | 3 | 31.83 | 48.32 |
| Other Long-term Liabilities | 4 | 1.73 | 2.11 |
| Long-term Provisions | 5 | — | — |
| | | 33.56 | 50.43 |
| Current Liabilities : | | | |
| Other Current Liabilities | 6 | 57.30 | 287.69 |
| Short-term Provisions | 5 | 88.59 | 257.99 |
| | | 145.89 | 545.68 |
| TOTAL | | 35,078.60 | 33,713.12 |
| ASSETS | | | |
| Non-Current Assets : | | | |
| Property, Plant and Equipment | | | |
| Tangible Assets | 7 | 178.01 | 212.41 |
| Non-Current Investments | 8 | 15,922.54 | 14,433.94 |
| Long-term Loans & Advances | 9 | 24.39 | 24.39 |
| | | 16,124.94 | 14,670.74 |
| Current Assets: | | | |
| Current Investments | 10 | 12,933.70 | 7,157.77 |
| Cash and Bank balances | 11 | 457.98 | 343.94 |
| Short-term Loans and Advances | 9 | 5,561.98 | 11,465.23 |
| Other Current Assets | 12 | — | 75.44 |
| | | 18,953.66 | 19,042.38 |
| TOTAL | | 35,078.60 | 33,713.12 |
| Contingent Liabilities and Commitments | 13 | | |
| Summary of significant accounting policies and other notes on financial statements | 21 | | |

The accompanying notes are an integral part of the financial statements.

In terms of our Report of even date attached.

For JKVS & Co.

(Formerly known as Jitendra K. Agarwal & Associates)

Chartered Accountants

Firm Reg. No. 318086E

Kuldeep Maloo

Partner

Membership No. 515708

Camp : Kolkata

Date: 10th May, 2019

**For and on behalf of Board of Directors of
SIL Investments Limited****Brij Mohan Agarwal**

Director-in-Charge

DIN: 03101758

C. S. Nopany

Chairman

DIN: 00014587

Shalini Nopany

Managing Director

DIN: 00077299

Vikas Baheti

Chief Financial Officer

PAN: ALUPB2706M

Lokesh Gandhi

Company Secretary & Compliance Officer

Membership No. F9053

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

| Particulars | Note No. | For the Year ended 31 st March, 2019 | For the Year ended 31 st March, 2018 |
|--|----------|--|--|
| REVENUE : | | | |
| Revenue from Operations and Investments | 14 | 2,535.96 | 16,867.88 |
| Other Income | 15 | 340.53 | 27.61 |
| TOTAL REVENUE | | 2,876.49 | 16,895.49 |
| EXPENSES : | | | |
| Finance Costs | 16 | 5.11 | 370.18 |
| Employee Benefits Expense | 17 | 87.35 | 85.32 |
| Other Expenses | 18 | 470.21 | 256.18 |
| TOTAL | | 562.67 | 711.68 |
| Profit before depreciation and tax | | 2,313.82 | 16,183.81 |
| Depreciation | 19 | 13.32 | 13.58 |
| Profit before tax | | 2,300.50 | 16,170.23 |
| Tax Expense | | | |
| Current Tax | 20 | 343.24 | 3,290.00 |
| Deferred Tax | | (16.49) | (0.02) |
| Profit after Tax | | 1,973.75 | 12,880.25 |
| Basic & Diluted Earnings Per Equity Share (Face Value of Rs. 10/- each) Rs. | 21.07 | 18.63 | 121.56 |
| Summary of significant accounting policies and other notes to the financial statements. | 21 | | |

The accompanying notes are an integral part of the financial statements.

In terms of our Report of even date attached.

For JKVS & Co.

(Formerly known as Jitendra K. Agarwal & Associates)
Chartered Accountants
Firm Reg. No. 318086E

Kuldeep Maloo

Partner
Membership No. 515708

Camp : Kolkata

Date: 10th May, 2019

**For and on behalf of Board of Directors of
SIL Investments Limited****Brij Mohan Agarwal**

Director-in-Charge
DIN: 03101758

C. S. Nopany

Chairman
DIN: 00014587

Shalini Nopany

Managing Director
DIN: 00077299

Vikas Baheti

Chief Financial Officer
PAN: ALUPB2706M

Lokesh Gandhi

Company Secretary & Compliance Officer
Membership No. F9053

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

| Particulars | For the year ended 31 st March, 2019 | For the year ended 31 st March, 2018 |
|---|--|--|
| (A) CASH FLOW FROM OPERATING ACTIVITIES | | |
| a. Net Profit before Tax | 2,300.50 | 16,170.23 |
| Adjustment for : | | |
| Depreciation | 13.32 | 13.58 |
| Contingent Provisions against Standard Assets written back | (24.22) | 10.46 |
| Dividend on Non-Current / Current Investments | (711.44) | (890.04) |
| Loss / (Profit) on Sale of Non-Current / Current Investments | (903.01) | (14,704.26) |
| Interest on Bank Deposit | (5.79) | (1.83) |
| (Profit) on sale of Property, plant and equipment | (281.85) | — |
| Provision on investment due to Lower fair value at year end | 57.65 | — |
| b. Operating Profit before working capital changes | 445.16 | 598.14 |
| Adjustment for : | | |
| Trade and other Receivables | 27.88 | 276.14 |
| Other Current Liabilities | (229.07) | 231.52 |
| Loans to Subsidiary Companies & Step-down Subsidiary (Net) | 5,155.00 | (1,246.00) |
| Loan to Bodies Corporate | 825.00 | 3,875.00 |
| Borrowings from Bodies Corporate (Net) | — | (7,210.00) |
| c. Cash Generated from Operations | 6,223.97 | (3,475.20) |
| Direct Taxes (paid) / Refund (Net) | (518.35) | (3,137.52) |
| Net Cash (used in)/from Operating Activities (A) | 5,705.62 | (6,612.72) |
| (B) CASH FLOW FROM INVESTING ACTIVITIES | | |
| Sale of Non-Current / Current Investments | 11,552.31 | 15,499.10 |
| Purchase of Non-Current / Current Investments | (17,971.48) | (9,379.91) |
| Dividend on Non-Current / Current Investments | 711.44 | 890.04 |
| Interest on Bank Deposit | 5.79 | 1.83 |
| Sale of Property, plant and equipment | 302.94 | — |
| Net Cash used in Investing Activities (B) | (5,399.00) | 7,011.06 |
| (C) CASH FLOW FROM FINANCING ACTIVITIES | | |
| Dividend paid and Tax on Distributed Profits | (191.61) | (191.30) |
| Net Cash from Financing Activities (C) | (191.61) | (191.30) |
| Net increase/(decrease) in Cash and Cash Equivalents (A)+(B)+(C) | 115.01 | 207.04 |
| Cash and Cash Equivalents (Opening Balance) | 323.62 | 116.58 |
| Cash and Cash Equivalents (Closing Balance)* | 438.63 | 323.62 |
| (for components of Cash & Cash Equivalents - refer Note No. 11) | | |
| * Break-up as under :- | | |
| Cash Balance in hand | 0.01 | 0.01 |
| Balance with Banks in Current Account | 438.62 | 323.61 |
| Total | 438.63 | 323.62 |
| Other bank Balances shown under appropriate activities | 19.35 | 20.32 |
| Cash & Bank Balance as per Note No. 11 | 457.98 | 343.94 |

Notes: 1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard- 3 on "Cash Flow Statement".

2. Previous year figure have been regrouped / restated wherever necessary.

In terms of our Report of even date attached.

For JKVS & Co.

(Formerly known as Jitendra K. Agarwal & Associates)

Chartered Accountants

Firm Reg. No. 318086E

Kuldeep Maloo

Partner

Membership No. 515708

Camp : Kolkata

Date: 10th May, 2019

**For and on behalf of Board of Directors of
SIL Investments Limited**

Brij Mohan Agarwal

Director-in-Charge

DIN: 03101758

C. S. Nopany

Chairman

DIN: 00014587

Shalini Nopany

Managing Director

DIN: 00077299

Vikas Baheti

Chief Financial Officer

PAN: ALUPB2706M

Lokesh Gandhi

Company Secretary & Compliance Officer

Membership No. F9053

NOTES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2019

(Rs. in lakhs)

| Particulars | As at 31 st March, 2019 | As at 31 st March, 2018 |
|--|---------------------------------------|---------------------------------------|
| Note 1 : Share Capital | | |
| Authorised | | |
| 1,20,00,000 (Previous year 1,20,00,000) Equity Shares of Rs. 10/- each | <u>1,200.00</u> | <u>1,200.00</u> |
| | <u>1,200.00</u> | <u>1,200.00</u> |
| Issued, subscribed and fully paid-up shares | | |
| 1,05,95,860 (Previous year 1,05,95,860) Equity Shares of Rs. 10/- each fully paid-up. | <u>1,059.59</u> | <u>1,059.59</u> |
| Add: Forfeited shares (Amount originally paid up) 35,390 (Previous year 35,390) | <u>1.06</u> | <u>1.06</u> |
| | <u>1,060.65</u> | <u>1,060.65</u> |

Terms / Rights attached to Equity Shares

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend. However, same is subject to the approval of the shareholders in the Annual General Meeting.

Reconciliation of the number of Equity Shares outstanding:

| | | |
|--|--------------------|-------------|
| Equity shares outstanding at the beginning of the year | 1,05,95,860 | 1,05,95,860 |
| Equity shares allotted during the year | — | — |
| Equity shares outstanding at the end the of the year | 1,05,95,860 | 1,05,95,860 |

Shareholder holding more than 5 percent equity shares of the Company:

| S. No. | Name of shareholder | As at 31 st March, 2019 | | As at 31 st March, 2018 | |
|--------|--|------------------------------------|-----------------------|------------------------------------|-----------------------|
| | | Number of Shares held | Percentage of holding | Number of Shares held | Percentage of holding |
| 1 | Uttar Pradesh Trading Co. Ltd. | 20,19,339 | 19.06 | 20,19,339 | 19.06 |
| 2 | New India Retailing and Investment Ltd. | 11,56,550 | 10.92 | 11,56,550 | 10.92 |
| 3 | Hargaon Investment & Trading Co. Ltd. | 11,40,931 | 10.77 | 11,40,931 | 10.77 |
| 4 | Yashovardhan Investment & Trading Co. Ltd. | 9,91,224 | 9.35 | 9,91,224 | 9.35 |
| 5 | Birla Institute of Technology and Science | 7,52,439 | 7.10 | 7,52,439 | 7.10 |
| 6 | Earthstone Holding (Two) Pvt. Ltd. | 6,53,580 | 6.17 | 6,53,580 | 6.17 |
| 7 | Ronson Traders Ltd. | 6,48,249 | 6.12 | 6,48,249 | 6.12 |

SIL INVESTMENTS LIMITED

| Particulars | (Rs. in lakhs) | |
|---|---------------------------------------|---------------------------------------|
| | As at 31 st March, 2019 | As at 31 st March, 2018 |
| Note 2 : Reserves and Surplus | | |
| (i) Securities Premium | | |
| Balance as per last financial statements | <u>2,817.31</u> | <u>2,817.31</u> |
| (ii) Reserve Fund | | |
| Balance as per last financial statements | <u>4,950.00</u> | <u>2,374.00</u> |
| Add : Addition during the year | <u>395.00</u> | <u>2,576.00</u> |
| Closing Balance | <u>5,345.00</u> | <u>4,950.00</u> |
| (iii) General Reserve | | |
| Balance as per last financial statements | <u>5,839.98</u> | <u>5,195.98</u> |
| Add: Addition during the year | <u>98.70</u> | <u>644.00</u> |
| Closing Balance | <u>5,938.68</u> | <u>5,839.98</u> |
| (iv) Statement of Profit & Loss - Balance | | |
| Balance as per last financial statements | <u>18,449.07</u> | <u>8,980.12</u> |
| Add: Profit for the year | <u>1,973.75</u> | <u>12,880.25</u> |
| | <u>20,422.82</u> | <u>21,860.37</u> |
| Less: | | |
| Final Dividend for the year 2017-18 (previous year 2016-17) | <u>158.94</u> | <u>158.94</u> |
| Dividend Distribution Tax on Final Dividend | <u>32.67</u> | <u>32.36</u> |
| Transfer to Reserve Fund | <u>395.00</u> | <u>2,576.00</u> |
| Transfer to General Reserve | <u>98.70</u> | <u>644.00</u> |
| Total | <u>685.31</u> | <u>3,411.30</u> |
| Closing Balance | <u>19,737.51</u> | <u>18,449.07</u> |
| Total Reserves and Surplus (i to iv) | <u>33,838.50</u> | <u>32,056.36</u> |

Note 3: Deferred Tax Liabilities (Net)

Deferred Tax Liability on account of:

| | | |
|--------------|--------------|--------------|
| Depreciation | <u>39.18</u> | <u>56.89</u> |
|--------------|--------------|--------------|

Deferred Tax Assets on account of:

| | | |
|--|-------------|-------------|
| Accrued expenses deductible on payment basis | <u>7.35</u> | <u>8.57</u> |
|--|-------------|-------------|

| | | |
|---|--------------|--------------|
| Deferred Tax Liability / (Asset) (Net) | <u>31.83</u> | <u>48.32</u> |
|---|--------------|--------------|

Note 4: Other Long Term Liabilities

| | | |
|------------------|-------------|-------------|
| Security Deposit | <u>1.73</u> | <u>2.11</u> |
|------------------|-------------|-------------|

| Particulars | (Rs. in lakhs) | | | |
|---|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|
| | Long-term | | Short-term | |
| | As at 31 st March, 2019 | As at 31 st March, 2018 | As at 31 st March, 2019 | As at 31 st March, 2018 |
| Note 5: Provisions | | | | |
| Provision for Employee Benefits | - | - | <u>25.25</u> | <u>24.52</u> |
| Contingent Provisions against Standard Assets | - | - | <u>21.80</u> | <u>46.02</u> |
| Provision for Taxation (Net of Advance Tax) | <u>-</u> | <u>-</u> | <u>41.54</u> | <u>187.45</u> |
| | <u>-</u> | <u>-</u> | <u>88.59</u> | <u>257.99</u> |

(Rs. in lakhs)

| Particulars | As at 31 st March, 2019 | As at 31 st March, 2018 |
|--|---------------------------------------|---------------------------------------|
| Note 6: Other Current Liabilities | | |
| Unpaid Dividend | 19.35 | 20.32 |
| Statutory dues | 1.42 | 0.80 |
| Directors' Commission/Remuneration Payable | 2.25 | 2.25 |
| Advance against Sale of Property | 5.00 | — |
| Others | 29.28 | 264.32 |
| | 57.30 | 287.69 |

Note 7 - Property, plant and equipment

(Rs. in lakhs)

| DESCRIPTION | GROSS BLOCK COST / BOOK VALUE | | | | DEPRECIATION | | | | NET BLOCK | |
|------------------------|--|----------|--------------|--|--|---|-------------|--|--|--|
| | As at 31 st March, 2018 | Addition | Deduction | As at 31 st March, 2019 | As at 31 st March, 2018 | For the year ended 31 st March, 2019 | Deduction | As at 31 st March, 2019 | As at 31 st March, 2019 | As at 31 st March, 2018 |
| Tangible Assets | | | | | | | | | | |
| - Buildings | 242.75 | — | 29.25 | 213.50 | 81.27 | 3.82 | 8.17 | 76.93 | 136.57 | 161.48 |
| - Office Equipments | 2.86 | — | — | 2.86 | 2.70 | — | — | 2.70 | 0.16 | 0.16 |
| - Furniture & Fixtures | 34.55 | — | — | 34.55 | 19.39 | 3.27 | — | 22.66 | 11.89 | 15.16 |
| - Vehicle | 52.36 | — | — | 52.36 | 16.75 | 6.22 | — | 22.97 | 29.39 | 35.61 |
| Total | 332.52 | — | 29.25 | 303.27 | 120.11 | 13.32 | 8.17 | 125.26 | 178.01 | 212.41 |
| Previous Year | 332.52 | — | — | 332.52 | 106.53 | 13.58 | — | 120.12 | 212.41 | 225.99 |

Note 7.1. Building having carrying value as at 31st March, 2019 and 31st March, 2018 of Rs. 50.19 lakhs and Rs. 65.29 lakhs respectively (Original value of Rs.76.08 lakhs and 96.23 lakhs for 31st March, 2019 and 31st March, 2018 respectively) are pending for registration in the name of the Company.

Note 7.2. Building includes Rs. 29.18 lakhs (Previous Year of Rs.58.43 lakhs) being cost of shares in Co-operative Housing Societies.

(Rs. in lakhs)

| Particulars | Shares (Nos.) | Face Value Shares (Rs.) | As at 31 st March, 2019 | As at 31 st March, 2018 |
|-------------|------------------|----------------------------|---------------------------------------|---------------------------------------|
|-------------|------------------|----------------------------|---------------------------------------|---------------------------------------|

Note 8: Non-Current Investments

(Valued at Cost)

Long Term Investment (Non-Trade)**A QUOTED (Fully paid-up)**

| | | | | |
|--------------------------------------|------------------------|----|----------|----------|
| Zuari Global Ltd. | 1227230 + (1240000) | 10 | 138.64 | 140.08 |
| Chambal Fertilisers & Chemicals Ltd. | 33343455 (33343455) | 10 | 7,716.83 | 7,716.83 |

(Rs. in lakhs)

| Particulars | Shares (Nos.) | Face Value Shares (Rs.) | As at 31st March, 2019 | As at 31 st March, 2018 |
|--|----------------------|----------------------------|--|---------------------------------------|
| Note 8: Non-Current Investments (Contd..) | | | | |
| Digjam Limited | 45 (45) | 10 | 0.06 | 0.06 |
| Sutlej Textiles and Industries Ltd. | 750000 (750000) | 1 | 5.01 | 5.01 |
| CIMMCO Limited | 658 (658) | 10 | 0.59 | 0.59 |
| Zuari Agro Chemicals Ltd. | 787500 x (872000) | 10 | 106.77 | 118.23 |
| ITC Limited | 22500 (22500) | 1 | 46.00 | 46.00 |
| Avadh Sugar & Energy Ltd. | 567240 (567240) | 10 | – @ | – |
| Ganges Securities Ltd. | 1338430 (1338430) | 10 | 1,816.71 | 1,816.71 |
| Magadh Sugar & Energy Ltd. | 1204756 (1204756) | 10 | – @ | – |
| | | | 9,830.61 | 9,843.51 |

+ 12770 Equity Shares sold during the year.

x 84500 Equity Shares sold during the year.

@ Cost of acquisition of the equity shares under the Composite Scheme of Arrangements as on the Appointed Date of Scheme (1st April, 2015) has been allocated as per opinion dated 7th June, 2017.

B. UNQUOTED (Fully paid-up)

i) In Equity Shares of Subsidiary Companies:

| | | | | |
|-----------------------------------|------------------------|----|------------------------------------|----------------------|
| RTM Investment & Trading Co. Ltd. | 19516787 (19516787) | 10 | 2,190.83 | 2,190.83 |
| SCM Investment & Trading Co. Ltd. | 15509199 (15509199) | 10 | 1,870.07 4,060.90 | 1,870.07 4,060.90 |

ii) In Equity Shares of Step-down Subsidiary Companies:

| | | | | |
|------------------------|------------------------|----|----------------------------------|------------------|
| SIL Properties Limited | 4658597 @ (1978597) | 10 | 948.26 | 197.86 |
| RTM Properties Limited | 4568597 + (1978597) | 10 | 948.96 1,897.22 | 197.86 395.72 |

@ 2680000 Equity shares subscribed to the preferential issue of Rs.10/- at premium Rs.18/- per share

+ 2590000 Equity shares subscribed to the preferential issue of Rs.10/- at premium Rs.19/- per share

(Rs. in lakhs)

| Particulars | Shares (Nos.) | Face Value Shares (Rs.) | As at 31 st March, 2019 | As at 31 st March, 2018 |
|-------------|------------------|----------------------------|---------------------------------------|---------------------------------------|
|-------------|------------------|----------------------------|---------------------------------------|---------------------------------------|

Note 8: Non-Current Investments (Contd..)**iii) In Equity Shares of other Companies:**

| | | | | |
|--|----------------------|-----|---------------|--------|
| Birla Buildings Limited | 15000 (15000) | 10 | 1.50 | 1.50 |
| Eastern Economic Limited | 400 * (400) | 100 | 0.20 | 0.20 |
| Mackenzies Limited | 1 * (1) | 100 | — | — |
| Mafatlal Engg. & Inds. Ltd. | 700 * (700) | 100 | 0.61 | 0.61 |
| GMB Investments Pvt. Ltd. | — @ (140000) | 10 | — | 14.00 |
| Shree Vihar Properties Ltd. | 1068153 (1068153) | 10 | 106.82 | 106.82 |
| Deepshikha Trading Co. Pvt. Ltd. | 420000 @ (—) | 10 | 14.00 | — |
| | | | 123.13 | 123.13 |
| * Less: Provision for impairment in investment | | | (0.81) | (0.81) |
| | | | 122.32 | 122.32 |

@ Allotment of equity shares of the Company pursuant to approval of scheme of amalgamation of GMB Investments Pvt. Ltd. with Deepshikha Trading Co. Pvt. Ltd. Ratio : 1:3

iv) In Preference Shares of other Company:

| | | | | |
|--|----------------|-----|------------------|-----------|
| Ganges Securities Limited | 9750 (9750) | 100 | 11.49 | 11.49 |
| | | | 6,091.93 | 4,590.43 |
| AGGREGATE VALUE OF INVESTMENTS (Refer Note 21.04) | | | 15,922.54 | 14,433.94 |
| Aggregate Carrying value of Quoted Investments | | | 9,830.61 | 9,843.51 |
| Aggregate Carrying value of Unquoted Investment | | | 6,091.93 | 4,590.43 |
| Aggregate Market Value of Quoted Investments | | | 63,563.56 | 66,741.54 |
| Aggregate Provision for impairment of investment | | | 0.81 | 0.81 |

Note: Figures in brackets represents previous year's no. of shares.

| (Rs. in lakhs) | | | | |
|--|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|
| Particulars | Long-term | | Short-term | |
| | As at 31 st March, 2019 | As at 31 st March, 2018 | As at 31 st March, 2019 | As at 31 st March, 2018 |
| Note 9 : Loans And Advances | | | | |
| (Unsecured, Considered Good unless otherwise stated) | | | | |
| Loan to Subsidiary Companies & Step down Subsidiary* | — | — | 450.00 | 5,605.00 |
| Loan to Bodies Corporate* | — | — | 5,000.00 | 5,825.00 |
| Capital Advance | 23.75 | 23.75 | — | — |
| Security Deposit | 0.64 | 0.64 | — | — |
| Advance Recoverable in Cash or in kind | — | — | 79.62 | 30.40 |
| Others | | | | |
| Income Tax under Protest | — | — | 10.00 | — |
| Income Tax Refund Receivables | — | — | 20.83 | 1.63 |
| Prepaid Expenses | — | — | 1.53 | 3.20 |
| Total | 24.39 | 24.39 | 5,561.98 | 11,465.23 |

* Represents standard assets classified in accordance with the RBI prudential norms (refer note 9(a))

Note 9: (a)

| (Rs. in lakhs) | | | | | |
|--------------------------|--|---------------------------|--------------|---------------------------|-----------|
| Particulars | Basis of Classification | As at 31st March, 2019 | | As at 31st March, 2018 | |
| | | O/S Amount | Provision | O/S Amount | Provision |
| Loan to Companies | | | | | |
| Standard Assets** | Less than or equal to 3 months | 5,450.00 | 21.80 | 11,505.44 | 46.02 |
| Sub-Standard Assets | More than 3 months less than or equal to 15 months | — | — | — | — |
| Doubtful | More than 15 months | — | — | — | — |
| Total | | 5,450.00 | 21.80 | 11,505.44 | 46.02 |

** Standard Assets includes interest accrued but not due Nil (Previous Year Rs. 75.44 lakhs.)

| (Rs. in lakhs) | | | | |
|----------------|-----------------|--------------------|---------------------------------------|---------------------------------------|
| Particulars | Units (Nos.) | NAV Units (Rs.) | As at 31 st March, 2019 | As at 31 st March, 2018 |

Note 10 : (A) Current Investments
Unquoted (Fully paid-up) (Non-Trade)
Investments in Debt Mutual Fund

(at Cost or Fair Value, whichever is lower)

| | | | | |
|---|--------------|-------------|----------|----------|
| UTI Mutual Fund - Treasury Advantage Fund Institutional Plan (Daily Dividend) Reinvest option | (209.655) | (1002.3121) | — | 2.10 |
| UTI Mutual Fund - Treasury Advantage Fund Institutional Plan - Direct Plan (Daily Dividend) Reinvest option | (133839.218) | (1002:3540) | — | 1,341.54 |
| UTI Liquid Cash Plan - Direct Growth | 67265.617 | 2997.79 | 2,016.49 | — |
| | (—) | (—) | | |
| UTI Liquid Cash Plan - Regular Growth | 5570.383 | 2979.00 | 165.94 | — |
| | (—) | (—) | | |
| ICICI Prudential Floating Interest Fund Direct Plan Growth | 43210.729 | 264.68 | 114.37 | 1,026.00 |
| | (387639.628) | (264.68) | | |
| ICICI Prudential Liquid Regular Plan Growth | 1357144.747 | 265.26 | 3,600.00 | — |
| | (—) | (—) | | |

(Rs. in lakhs)

| Particulars | Units (Nos.) | NAV Units (Rs.) | As at 31 st March, 2019 | As at 31 st March, 2018 |
|--|---------------------|--------------------|---------------------------------------|---------------------------------------|
| Note 10 : (A) Current Investments (Contd.) | | | | |
| ICICI Prudential Ultra Short Term Fund Direct Plan - Growth | 2805292.311 (-) | 19.61 (-) | 550.00 | — |
| Kotak Low Duration Fund Direct Growth | — (48599.522) | — (2152.330) | — | 1,046.02 |
| Franklin India Ultra Short Bond Fund Super Institutional - Direct Plan (G) | — (12684423.083) | — (24.6436) | — | 3,000.00 |
| Axis Banking & PSU Debt Fund - Direct Plan(G) | 8464.455 (-) | 1653.98 (-) | 140.00 | — |
| Axis Banking & PSU Debt Fund - Growth | 3666.813 (-) | 1636.30 (-) | 60.00 | — |
| Axis Liquid Fund - Direct Plan (G) | 3537.253 (-) | 1978.94 (-) | 70.00 | — |
| Axis Liquid Fund - Direct Plan (G) | 58350.940 (-) | 2056.32 (-) | 1,200.00 | — |
| Axis Liquid Fund - (G) | 1521.652 (-) | 1971.54 (-) | 30.00 | — |
| HDFC Liquid Fund -Direct Plan - Growth | 32886.200 (-) | 3648.95 (-) | 1,200.00 | — |
| SBI Liquid Fund - Direct Plan -Growth | 41312.440 (-) | 2904.69 (-) | 1,200.00 | — |
| Aventus Enhanced Return Fund-Series II (1st Closure) | — (-) | — (-) | 500.00 | — |
| Aventus Enhanced Return Fund-Series II (8th Closure) | — (-) | — (-) | 500.00 | — |
| Aggregate Unquoted Investments (Total-A) | | | 11,346.80 | 6,415.66 |

| | | | | |
|--|----------------------|----------------------------|--------------|--------|
| (B) Current Investments :- | Shares (Nos.) | Face Value Shares (Rs.) | | |
| Quoted (Fully paid-up) (Non-Trade) Investments in Shares - under PMS (at Cost or Fair Value, whichever is lower) | | | | |
| City Union Bank Ltd. | 60,885 (55,350) | 1 | 97.18 | 97.18 |
| ITC Limited | — (18,700) | 1 | — | 49.44 |
| Larsen & Toubro Ltd. | 3,500 (3,500) | 2 | 47.48 | 47.48 |
| State Bank of India | 15,450 (35,750) | 1 | 42.94 | 108.14 |
| Bank of Baroda / Vijaya Bank | 45,828 (1,82,600) | 2 | 58.96 | 119.92 |
| Ashok Leyland Ltd. | 80,800 (39,500) | 1 | 73.77 | 48.87 |
| NMDC Ltd. | — (76,900) | 1 | — | 105.28 |
| Idea Cellular Ltd. | — (1,00,000) | 10 | — | 86.87 |
| Bajaj Electricals Ltd. | 20,050 (8,800) | 2 | 95.96 | 41.64 |
| GRP Ltd. | 3,000 (3,000) | 10 | 33.29 | 37.29 |

SIL INVESTMENTS LIMITED

(Rs. in lakhs)

| Particulars | Shares (Nos.) | Face Value Shares (Rs.) | As at 31 st March, 2019 | As at 31 st March, 2018 |
|-------------|---------------|----------------------------|---------------------------------------|---------------------------------------|
|-------------|---------------|----------------------------|---------------------------------------|---------------------------------------|

Note 10 : (B) Current Investments (Contd.)

| | | | | |
|--|-----------------|----|--------|---|
| Godrej Properties Ltd. | 15,650 (-) | 5 | 109.78 | - |
| Thermax Ltd. | 4,250 (-) | 2 | 41.29 | - |
| Graver & Weil (India) Ltd. | 1,00,000 (-) | 1 | 49.20 | - |
| Astral Poly Technik Ltd. | 9,000 (-) | 1 | 77.74 | - |
| PSP Projects Ltd. | 7,000 (-) | 10 | 28.17 | - |
| NTPC Ltd. | 33,500 (-) | 10 | 45.12 | - |
| Sintercom India Ltd. | 20,000 (-) | 10 | 14.00 | - |
| ICICI Bank Ltd. | 25,866 (-) | 2 | 89.61 | - |
| HDFC Bank Ltd. | 1,692 (-) | 2 | 35.44 | - |
| UPL Ltd. | 8,516 (-) | 2 | 67.85 | - |
| Supreme Industries Ltd. | 2,904 (-) | 2 | 29.43 | - |
| DCB Bank Ltd. | 34,625 (-) | 10 | 58.29 | - |
| AIA Engineering Ltd. | 1,786 (-) | 2 | 29.24 | - |
| Balkrishna Industries Ltd. | 3,454 (-) | 2 | 31.19 | - |
| IPCA Laboratories Ltd. | 8,267 (-) | 2 | 63.89 | - |
| Aarti Industries Ltd. | 3,770 (-) | 5 | 52.91 | - |
| ICICI Lombard General Insurance Co. Ltd. | 6,851 (-) | 10 | 61.46 | - |
| Infosys Ltd. | 4,167 (-) | 5 | 28.14 | - |
| Indusind Bank Ltd. | 4,198 (-) | 10 | 64.70 | - |
| Havells India Ltd. | 7,302 (-) | 1 | 51.45 | - |
| Odisha Cement Ltd. | 4,649 (-) | 2 | 46.00 | - |
| Multi Commodity Exchange of India Ltd. | 4,681 (-) | 10 | 34.43 | - |
| ZEE Entertainment Enterprises Ltd. | 7,798 (-) | 1 | 27.98 | - |

Aggregate Quoted Investments (Total-B)

1,586.90 742.11

Aggregate value of Current Investments (Total A+B)

12,933.70 7,157.77

Aggregate Carrying Value of Quoted Current Investments

1,586.90 742.11

Aggregate Carrying Value of UnQuoted Current Investments

11,346.80 6,415.66

Aggregate Market value of Current Investments

1,800.44 682.96

Aggregate Provision for impairment of investment

57.65 -

(Rs. in lakhs)

| Particulars | As at 31 st March, 2019 | As at 31 st March, 2018 |
|--|---------------------------------------|---------------------------------------|
| Note 11: Cash & Bank Balances | | |
| a) Cash and Cash equivalents | | |
| Cash Balance on Hand | 0.01 | 0.01 |
| Balance with Banks | | |
| -In Current Account | 438.62 | 323.61 |
| b) Earmarked Balances with Bank | | |
| Unpaid Dividend | 19.35 | 20.32 |
| | 457.98 | 343.94 |

Note 12: Other Current Assets

| | | |
|--|---|-------|
| Interest accrued and due on Intercompany Deposit | – | 75.44 |
| (Including from related party Rs. Nil (Previous year from related parties Rs.39.44 lakhs)) | | |
| | – | 75.44 |

Note 13 : Contingent Liabilities and Commitments**A. Commitments :**

| | | |
|--|--------|--------|
| Estimated amount of Contract remaining to be executed on Capital Account [Net of Advance Rs. 23.75 lakhs] (Previous year Rs. 23.75 lakhs)] and not provide for | 213.75 | 213.75 |
|--|--------|--------|

B. Contingent Liabilities :

During assessments of previous years, the Income Tax department has raised demands on various matters wherein the Company has filed their responses. These demands are not tenable therefore being contested at the Income Tax Authority. In the opinion of the management there are fair chances of favourable decision, hence no provision considered at this stage.

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

| Particulars | For the Year ended 31 st March, 2019 | For the Year ended 31 st March, 2018 |
|---|---|---|
| Note 14 : Revenue from Operations and Investments | | |
| Interest from subsidiaries & step-down subsidiaries on Loans and Deposits | 291.77 | 464.09 |
| Interest from other companies on Loans and Deposits | 531.18 | 809.49 |
| Interest from Commercial Paper | 8.33 | – |
| Dividend on Non-Current Investments | 687.07 | 780.64 |
| Dividend on Current Investments | 24.38 | 109.40 |
| Profit on Sale of Non-Current Investments (Net) | 464.74 | 14,632.24 |
| Gain on Redemption of Mutual Fund | 528.49 | 72.02 |
| | 2,535.96 | 16,867.88 |

| | | (Rs. in lakhs) |
|--|---|---|
| Particulars | For the Year ended 31 st March, 2019 | For the Year ended 31 st March, 2018 |
| Note 15 : Other Income | | |
| Rent | 25.26 | 25.26 |
| Interest on Bank Deposit | 5.79 | 1.83 |
| Excess Provision/Liabilities written back | 0.09 | 0.52 |
| Income relating to Previous year | 3.32 | — |
| Contingent Provision against Standard Assets written back | 24.22 | — |
| Profit on sale of Property, plant and equipment | 281.85 | — |
| | <u>340.53</u> | <u>27.61</u> |
| Note 16 : Finance costs | | |
| Interest Expenses | — | 369.36 |
| Interest to Income Tax Department | 5.11 | 0.24 |
| Other Borrowing costs | — | 0.58 |
| | <u>5.11</u> | <u>370.18</u> |
| Note 17 : Employee Benefits Expense | | |
| Salaries | 85.24 | 83.37 |
| Staff welfare expenses | 2.11 | 1.95 |
| | <u>87.35</u> | <u>85.32</u> |
| Note 18 : Other Expenses | | |
| Insurance | 2.95 | 3.30 |
| Rates and Taxes | 0.31 | 1.07 |
| Repairs and Maintenance: | | |
| - Buildings | 6.82 | 7.20 |
| - Others | 0.20 | 0.16 |
| Travelling Expenses | 66.31 | 111.93 |
| Advertisement Expenses | 6.02 | 6.82 |
| Legal and Professional Fee | 67.33 | 40.72 |
| Auditor's Remuneration: | | |
| As Audit Fee | 0.75 | 0.75 |
| In other Capacity, for | | |
| Tax Audit | 0.25 | — |
| Certifications and other matters* | 0.43 | 0.29 |
| Reimbursement of Expenses | 0.03 | — |
| Expenses Relating to previous year | 2.02 | 2.63 |
| Directors' Commission & Fees | 5.36 | 5.73 |
| Donation | 10.00 | 10.00 |
| Corporate Social Responsibility Expenses (Revenue Nature) | 131.00 | 35.00 |
| Contingent Expenses against Standard Assets | — | 10.46 |
| Provision for investment due to lower fair value at year end | 57.65 | — |
| Loss on Sale of Shares (Net) | 90.22 | — |
| Miscellaneous Expenses | 22.56 | 20.12 |
| | <u>470.21</u> | <u>256.18</u> |

* Related to previous auditors Nil (P.Y.- Rs. 0.29 lakhs)

(Rs. in lakhs)

| Particulars | For the Year ended 31 st March,2019 | For the Year ended 31 st March,2018 |
|--|--|--|
| Note 19 : Depreciation | | |
| Depreciation of tangible assets (Refer Note No.7) | <u>13.32</u> | <u>13.58</u> |
| Note 20 : Current Tax | | |
| Current Tax for the year | 365.00 | 3,290.00 |
| Current Tax adjustments for earlier year (Net) | <u>(21.76)</u> | <u>–</u> |
| | 343.24 | <u>3,290.00</u> |

Note 21 : Summary of significant accounting policies and other notes on Financial Statements:**21.01 Nature of Operations**

The main business of the Company is of investments and financing activities.

21.02 Summary of significant accounting policies**(A) Basis of Accounting**

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards notified under Section 133 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis except claims/refund which are accounted for on receipt basis due to uncertainties. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

(B) Revenue Recognition

Income from investments and financing activities is taken into account when it become accrues to the Company.

(C) Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition inclusive of duties,taxes,incidental expenses and erection/commissioning expenses, etc. Subsequent expenditure on Property, plant and equipment after its purchase or completion would be recognised as an asset, if it is probable that the expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standard of performance and the expenditure can be measure and attributed to the asset reliably.

The carrying amounts are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the assets net selling price and value in use. In assessing, value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

(D) Depreciation

- i) Depreciation on the property, plant and equipment has been charged at Straight Line method with reference to the economic useful life of its property, plant and equipment as prescribed by Schedule II of the Companies Act, 2013.
- ii) Depreciation on the property, plant and equipment disposed off during the year is provided on pro-rata basis with reference to the date of disposal.

(E) Investments

Non-Current (Long term) investments are stated at cost. The Company provides impairment, other than temporary, in the value of Long term investments. Current investments are valued at lower of cost or fair value.

(F) Retirement Benefits

- a) Retirement benefits in the form of Provident Fund is not applicable to the Company as the total number of employees are below the minimum required number of employees under payment of Employees Provident Fund (Misc. Provisions) Act, 1952.
- b) Gratuity has not been provided as the Payment of Gratuity Act is not applicable to the Company as total number of employees are below the minimum required number of employees under Payment of Gratuity Act, 1972.
- c) Year end leave encashment benefit is provided for on accrual basis.

(G) Provisions

A provision is recognised an enterprise has a present obligation as a result of past event. It is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the notes to the financial statements, are not discontinued to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date.

(H) Asset Classification and Provisioning

Loan asset classification of the Company is given in the table below:

| Particulars | Criteria | Provision |
|---------------------|---|---|
| Standard asset | The asset in respect of which, no default in repayment of principal or payment of interest is perceived and which does not disclose any problem nor carry more than normal risk attached to the business. | 0.40% of the outstanding loan portfolio of standard assets. |
| Sub-standard assets | An asset for which, interest/principal payment has remained overdue for more than 3 months and less than 12 months. | 10% of the outstanding loan portfolio of standard assets. |
| Loss Assets | An asset for which, interest/principal payment has remained overdue for a period of 12 months or more. | 100% of the outstanding loan portfolio of standard assets. |

(I) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(J) TAXES
Current Tax and Deferred Tax

Tax expense comprises of current and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantially enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is virtual certainty that the asset will be realized in future and the same is reviewed at each balance sheet date.

Minimum Alternative Tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset the said asset is created by way of credit to the statement of profit and loss and included in deferred tax assets. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

(K) Earning per equity share

The Company reports basic and diluted earning per share in accordance with Accounting Standard-20 on "Earning Per Share". Basic earning per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

(L) Contingent Liabilities

A disclosure is made for possible or presnet obligation that may but probably will not require outflow of resources or where a reliable estimate cannot be made, as a contingent liability in the financial statements.

21.03 As there is only one segment in the Company, hence Segment Reporting (AS-17) is not applicable.

21.04 There is a shortfall in the market value of certain non-current & current investments in shares, hence, the Company has not made provision in respect of such shortfall is Rs.0.43 lakhs (previous year shortfall Rs. 75.85 lakhs). As the same in the opinion of the Management is not permanent in nature. However, there is no impairment in overall market value of the Quoted Investments.

21.05 RELATED PARTY DISCLOSURE**A Subsidiaries & Step down Subsidiaries**

- SCM Investment & Trading Co. Ltd. (Subsidiary)
- RTM Investment & Trading Co. Ltd. (Subsidiary)
- SIL Properties Ltd. (Step-down Subsidiary)
- RTM Properties Ltd. (Step-down Subsidiary)

B Key Management Personnel and their relatives

Mrs. Shalini Nopany (Managing Director)
 Mr. C. S. Nopany (Relative of Managing Director)
 Mr. Brij Mohan Agarwal - Director-in-Charge

C Enterprise owned or significantly influenced by Key Management Personnel and their relatives

–

D Transactions with Related Parties during the year:

(Rs. in lakhs)

| Particulars | Subsidiaries and Step-down Subsidiaries (A) | Key Management and their relatives (B) | Enterprise owned or significantly influenced by Key Management Personnel and their relatives (C) |
|--|--|---|---|
| 1 Intercompany Loan placed | | | |
| – SCM Investment & Trading Co. Ltd. | – (780.00) | | |
| – RTM Investment & Trading Co. Ltd. | – (1,350.00) | | |
| 2 Intercompany Loan received back | | | |
| – SCM Investment & Trading Co. Ltd. | 1,950.00 (233.00) | | |
| – RTM Investment & Trading Co. Ltd. | 3,205.00 (651.00) | | |

(Rs. in lakhs)

| Particulars | Subsidiaries and Step-down Subsidiaries | Key Management and their relatives | Enterprise owned or significantly influenced by Key Management Personnel and their relatives |
|--|--|---|---|
| | (A) | (B) | (C) |
| 3 Equity shares subscribed | | | |
| – SIL Properties Limited | 750.40 | | |
| | (–) | | |
| – RTM Properties Limited | 751.10 | | |
| | (–) | | |
| 4 Remuneration to Managing Director | | 60.29 | |
| | | (60.29) | |
| 5 Sitting Fees of Mr. C. S. Nopany | | 0.35 | |
| | | (0.63) | |
| 6 Director's Commission of Mr. C. S. Nopany | | 0.50 | |
| | | (0.50) | |
| 7 Director's Commission of Mr. Brij Mohan Agarwal | | 0.50 | |
| | | (0.50) | |
| 8 Leave Benefit payable to Managing Director as on 31.03.2019 | | 20.00 | |
| | | (20.00) | |
| 9 Director Commission payable to Mr. C. S. Nopany as on 31.03.2019 | | 0.45 | |
| | | (0.45) | |
| 10 Director Commission payable to Mr. Brij Mohan Agarwal as on 31.03.2019 | | 0.45 | |
| | | (0.45) | |
| 11 Interest income on Intercompany Loan | | | |
| – SCM Investment & Trading Co. Ltd. | 92.57 | | |
| | (151.75) | | |
| – RTM Investment & Trading Co. Ltd. | 199.19 | | |
| | (312.34) | | |
| 12 Balance outstanding as on 31.03.2019 | | | |
| Incorporate Loan receivable | | | |
| – SCM Investment & Trading Co. Ltd. | – | | |
| | (1,950.00) | | |
| – RTM Investment & Trading Co. Ltd. | 450.00 | | |
| | (3,655.00) | | |
| 13 Interest receivable on Intercompany Loan as on 31.03.2019 | | | |
| – SCM Investment & Trading Co. Ltd. | – | | |
| | (13.69) | | |
| – RTM Investment & Trading Co. Ltd. | – | | |
| | (25.74) | | |

- Note : 1. The above information has been identified on the basis of information available with the Company and relied upon by the Auditors.
2. Figures in bracket represent previous year's amounts.

21.06 DISCLOSURES AS PER SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS 2015

| (Rs. in lakhs) | | |
|--|--|--|
| Particulars | Balance as on 31st March, 2019 (31st March, 2018) | Maximum outstanding amount of loan during the year (Previous year) |
| Loan to Subsidiaries: | | |
| – SCM Investment & Trading Co. Ltd. | – (1,950.00) | 1,950.00 (1,950.00) |
| – RTM Investment & Trading Co. Ltd. | 450.00 (3,655.00) | 3,655.00 (3,655.00) |
| Others : | | |
| – Avadh Sugar & Energy Limited | 1,500.00 (1,500.00) | 1,500.00 (1,500.00) |
| – Magadh Sugar & Energy Limited | 3,500.00 (2,000.00) | 3,500.00 (500.00) |
| – Hargaon Investments & Trading Co. Ltd. | – (350.00) | 350.00 (1,900.00) |
| – Yashovardhan Investment & Trading Co. Ltd. | – (1,500.00) | 1,500.00 (2,000.00) |
| – Uttar Pradesh Trading Co. Ltd. | – (475.00) | 475.00 (1,000.00) |
| – Champaran Marketing Co. Ltd. | – | – |
| – GMB Investment Pvt. Ltd. | – | (2,000.00) |
| – Shital Commercial Ltd. | – | (200.00) |
| – Uttam Commercial Ltd. | – | (200.00) |
| – Deepshikha Trading Co. Pvt. Ltd. | – | – |
| | – | (200.00) |

21.07 EARNINGS PER SHARE (EPS)

The numerators and denominators used to calculate Basic and Diluted Earnings Per Share :

| (Rs. in lakhs) | | |
|---|---|---|
| Particulars | For the Year ended 31st March, 2019 | For the Year ended 31 st March, 2018 |
| Profit attributable to the Equity Shareholders(A) | 1,973.75 | 12,880.25 |
| Number of Equity Shares (B) | 1,05,95,860 | 1,05,95,860 |
| Nominal Value of Equity Share (Rs.) | 10.00 | 10.00 |
| Basic and Diluted Earnings per Share (Rs.) A/B | 18.63 | 121.56 |

SIL INVESTMENTS LIMITED

21.08 EXPENDITURE IN FOREIGN CURRENCY (On Accrual Basis)

| Particulars | (Rs. in lakhs) | |
|-------------|--|--|
| | Year ended 31 st March, 2019 | Year ended 31 st March, 2018 |
| Travelling | 21.33 | 57.17 |

21.09 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDENDS

| Particulars | Year ended 31 st March, 2019 | Year ended 31 st March, 2018 |
|---|--|--|
| Amount of Dividend related to 2017-18 remitted in Foreign Exchange (Rs.)# | — | — |
| Number of Non-Resident Shareholders | 99 | 149 |
| Number of Shares held by such Non-Resident Shareholders | 41,085 | 45,980 |

Deposited in Indian Rupees in the Bank Accounts maintained by the shareholders in India.

21.10 The Board of Directors has recommended dividend of Rs.1.50 (Previous year Rs.1.50) per equity shares aggregating Rs.191.61 lakhs (Previous Year Rs.191.61 lakhs) including Corporate Dividend Tax of Rs.32.67 lakhs (Previous year of Rs.32.67 lakhs) for the financial year ended March 31, 2019 and same is subject to the approval of shareholders at the ensuing Annual General Meeting.

21.11 Previous year figures have been reclassified/regrouped to conform current year figures.

Signature to Notes 1 to 21.11

In terms of our Report of even date attached.

For JKVS & Co.

(Formerly known as Jitendra K. Agarwal & Associates)

Chartered Accountants

Firm Reg. No. 318086E

Kuldeep Maloo

Partner

Membership No. 515708

Camp : Kolkata

Date: 10th May, 2019

For and on behalf of Board of Directors of SIL Investments Limited

Brij Mohan Agarwal

Director-in-Charge

DIN: 03101758

C. S. Nopany

Chairman

DIN: 00014587

Shalini Nopany

Managing Director

DIN: 00077299

Vikas Baheti

Chief Financial Officer

PAN: ALUPB2706M

Lokesh Gandhi

Company Secretary & Compliance Officer

Membership No. F9053

SCHEDULE TO THE BALANCE SHEET OF NON -BANKING FINANCIAL COMPANY**A) As required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)****(Rs. in lakhs)**

| Particulars | Amount Outstanding | |
|---|---------------------------------------|---------------------------------------|
| | As at 31 st March, 2019 | As at 31 st March, 2018 |
| Liabilities Side | | |
| 1 Loans and Advances availed by the NBFC'S inclusive of interest accrued thereon but not paid: | | |
| (a) Debentures: Secured | — | — |
| Unsecured (other than falling within the meaning of public deposits) | — | — |
| (b) Deferred Credits | — | — |
| (c) Term Loans | — | — |
| (d) Inter-Corporate Loans and Borrowings (including interest accrued & due thereon) | — | — |
| (e) Commercial Paper | — | — |
| (f) Other Loans (specify nature) | — | — |
| Assets side | | |
| 2 Break-up of Loans and Advances including Bills Receivables (other than those included in (3) below): | | |
| (a) Secured | — | — |
| (b) Unsecured (including interest accrued thereon) | 5,450.00 | 11,505.44 |
| 3 Break-up of Leased Assets and Stock on Hire and other assets counting towards AFC activities: | | |
| (a) Lease Assets including lease rentals under sundry debtors: | — | — |
| (i) Financial Lease | — | — |
| (ii) Operating Lease | — | — |
| (b) Stock on hire including hire charges under sundry debtors: | — | — |
| (i) Assets on Hire | — | — |
| (ii) Repossessed Assets | — | — |
| (c) Other Loans counting towards AFC activities: | — | — |
| (i) Loans where assets have been repossessed | — | — |
| (ii) Loans other than (i) above | — | — |
| 4 Break-up of Investments: | | |
| Current Investments: | | |
| (a) Quoted: | | |
| (i) Shares – Equity | 1,586.90 | 742.11 |
| – Preference | — | — |
| (ii) Debentures and Bonds | — | — |
| (iii) Units of Mutual Funds | — | — |
| (iv) Government Securities | — | — |
| (v) Others (please specify) | — | — |

(Rs. in lakhs)

| Particulars | Amount Outstanding | |
|--|---------------------------------------|---------------------------------------|
| | As at 31 st March, 2019 | As at 31 st March, 2018 |
| (b) Unquoted: | | |
| (i) Shares – Equity | – | – |
| – Preference | – | – |
| (ii) Debentures and Bonds | – | – |
| (iii) Units of Mutual Funds | 11,346.80 | 6,415.66 |
| (iv) Government Securities | – | – |
| (v) Others (please specify) | – | – |
| Long-term Investments (Net of Provision): | | |
| (a) Quoted: | | |
| (i) Shares – Equity | 9,830.61 | 9,843.51 |
| – Preference | – | – |
| (ii) Debentures and Bonds | – | – |
| (iii) Units of Mutual Funds | – | – |
| (iv) Government Securities | – | – |
| (v) Others (please specify) | – | – |
| (b) Unquoted: | | |
| (i) Shares – Equity | 6,080.44 | 4,578.94 |
| – Preference | 11.49 | 11.49 |
| (ii) Debentures and Bonds | – | – |
| (iii) Units of Mutual Funds | – | – |
| (iv) Government Securities | – | – |
| (v) Others (please specify) | – | – |

Additional disclosures pursuant to the RBI guidelines and notification:

5 Borrower group-wise classification of Assets financed as in (2) and (3) above

(Rs. in lakhs)

| Category | Amount net of provisions | | | | | |
|---|--|--|--|--|--|--|
| | Secured | | Unsecured | | Total | |
| | As on 31 st March, 2019 | As on 31 st March, 2018 | As on 31 st March, 2019 | As on 31 st March, 2018 | As on 31 st March, 2019 | As on 31 st March, 2018 |
| 1. Related parties | | | | | | |
| (a) Subsidiaries and Step-down Subsidiaries | – | – | 450.00 | 5,644.55 | 450.00 | 5,644.55 |
| (a) Companies in the same group | – | – | 5,000.00 | 5,861.89 | 5,000.00 | 5,861.89 |
| 2. Others | – | – | – | – | – | – |
| Total | – | – | 5,450.00 | 11,505.44 | 5,450.00 | 11,505.44 |

6 Investor group-wise classification of all investments

(current and long term in shares and securities both quoted and unquoted)

(Rs. in lakhs)

| Category | Market Value/Break up or Fair Value of NAV | | Book Value (Net of Provisions) | |
|---|---|------------------------------|--------------------------------|------------------------------|
| | As on | As on | As on | As on |
| | 31 st March, 2019 | 31 st March, 2018 | 31 st March, 2019 | 31 st March, 2018 |
| 1. Related parties | | | | |
| (a) Subsidiaries and Step-down Subsidiaries | 8,722.83 | 8,681.19 | 5,958.12 | 4,456.62 |
| (a) Companies in the same group | 60,836.37 | 59,659.59 | 9,670.86 | 9,670.86 |
| 2. Others | 16,312.31 | 13,470.57 | 13,227.26 | 7,464.23 |
| Total | 85,871.51 | 81,806.35 | 28,856.24 | 21,591.71 |

7 Asset liability managementMaturity pattern of certain items of assets and liabilities as at 31st March, 2019

(Rs. in lakhs)

| Particulars | Upto 30 / 31 days | Over 1 month upto 2 months | Over 2 months upto 3 months | Over 3 months and upto 6 months | Over 6 months and upto 1 year | Over 1 year and upto 3 years | Over 3 years and upto 5 years | Over 5 years | Total |
|--------------------|-------------------------|-------------------------------------|--------------------------------------|--|--|---------------------------------------|--|-----------------|-----------|
| Assets | | | | | | | | | |
| Advances @ | | | | | 5,450.00 | | | | 5,450.00 |
| Investments * | | | | | 12,933.70 | | | | 12,933.70 |
| Liabilities | | | | | | | | | |
| Borrowings | | | | | | | | | |
| - Banks | | | | | - | | | | - |
| - Others | | | | | - | | | | - |

Maturity pattern of certain items of assets and liabilities as at 31st March, 2018

| Particulars | Upto 30 / 31 days | Over 1 month upto 2 months | Over 2 months upto 3 months | Over 3 months and upto 6 months | Over 6 months and upto 1 year | Over 1 year and upto 3 years | Over 3 years and upto 5 years | Over 5 years | Total |
|--------------------|-------------------------|-------------------------------------|--------------------------------------|--|--|---------------------------------------|--|-----------------|-----------|
| Assets | | | | | | | | | |
| Advances @ | | | | | 11,505.44 | | | | 11,505.44 |
| Investments * | | | | | 7,157.77 | | | | 7,157.77 |
| Liabilities | | | | | | | | | |
| Borrowings | | | | | | | | | |
| - Banks | | | | | - | | | | - |
| - Others | | | | | | | | | |

@ includes interest accrued on loans & advances.

*Maturity pattern for long term investments in equity shares cannot be identified, however, Company intend to keep it for long period.

| | | (Rs. in lakhs) | |
|--|--|------------------------------------|------------------------------------|
| 8) Particulars | | As on | As on |
| | | 31st March, 2019 | 31st March, 2018 |
| Movement of non-performing assets | | — | — |
| Net NPA to net Advances (%) | | — | — |
| Movement of non-performing assets (Gross) | | — | — |
| (a) Opening balance | | — | — |
| (b) Change during the year # | | — | — |
| (c) Closing balance | | — | — |
| Movement of net non-performing assets | | — | — |
| (a) Opening balance | | — | — |
| (b) Change during the year # | | — | — |
| (c) Closing balance | | — | — |
| Movement of provisions for non-performing assets (excluding provisions on standard assets) | | — | — |
| (a) Opening balance | | — | — |
| (b) Change during the year # | | — | — |
| (c) Closing balance | | — | — |
| # Change during the year includes additions, write-offs and recoveries. | | | |

9 Exposure
(a) Exposure to real estate sector

The Company does not have any real estate exposure in the current and previous year.

(b) Exposure to capital market

| | | (Rs. in lakhs) | |
|---|--|------------------------------------|------------------------------------|
| Particulars | | As on | As on |
| | | 31st March, 2019 | 31st March, 2018 |
| Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt \$ | | 28,844.75 | 21,580.22 |
| Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds | | — | — |
| Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security | | — | — |
| Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances | | — | — |
| Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers | | — | — |
| Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources | | — | — |
| Bridge loans to companies against expected equity flows / issues | | — | — |
| All exposures to Venture Capital Funds (both registered and unregistered) | | — | — |

\$ including investment in equity shares of subsidiaries and step-down subsidiaries of Rs. 5958.12 lakhs (Previous year Rs.4456.62 lakhs)

(c) Details of financing of parent company products

The Company does not have a parent company and accordingly no disclosure is required.

(d) Details of single borrower limit (SGL) / group borrower limit (GBL) exceeded by the applicable NBFC

The Company has no outstanding borrowings during the year.

(e) Unsecured advances

All advances given by the Company are unsecured advances (refer note 9).

(Rs. in lakhs)

| 10) Particulars | As on 31 st March, 2019 | As on 31 st March, 2018 |
|--|---------------------------------------|---------------------------------------|
| Other information | — | — |
| Gross non-performing assets | — | — |
| (a) Related parties | — | — |
| (b) Other than related parties | — | — |
| Net Non-performing Assets | | |
| (a) Related parties | — | — |
| (b) Other than related parties | — | — |
| Assets acquired in satisfaction of debt | — | — |

| 11) Particulars | As on 31 st March, 2019 | As on 31 st March, 2018 |
|-----------------------------|---------------------------------------|---------------------------------------|
| Asset Classification | | |
| (a) Standard Assets** | 5450.00 | 11505.44 |
| (b) Sub Standard Assets | — | — |
| (c) Doubtful | — | — |
| (d) Loss Assets | — | — |

** Standard Assets includes interest accrued but not due Nil (Previous year Rs. 75.44 lakhs.)

| 12) Disclosure of customer complaints | For the year ended 31 st March, 2019 | For the year ended 31 st March, 2018 |
|---|--|--|
| a) No. of complaints pending at the beginning of the year | — | — |
| b) No. of complaints received during the year | — | — |
| c) No. of complaints redressed during the year | — | — |
| d) No. of complaints pending at the end of the year | — | — |

13) Information on instances of fraud identified during the year \$\$

| | | |
|---|---|---|
| Cash embezzlement and snatching | — | — |
| No. of cases | — | — |
| Amount of fraud | — | — |
| Recovery | — | — |
| Amount provided for | — | — |
| Loans given against fictitious documents | — | — |
| No. of cases | — | — |
| Amount of fraud | — | — |
| Recovery | — | — |
| Amount provided for | — | — |

\$\$ as identified by the management

B. Additional disclosures pursuant to the RBI guidelines and notification:
1 Capital
(Rs. in lakhs)

| Items | As on 31 st March, 2019 | As on 31 st March, 2018 |
|--|---------------------------------------|---------------------------------------|
| Capital to risk / weighted assets ratio (CRAR) (%)* | 102.06 | 98.44 |
| CRAR-Tier I capital (%)* | 101.93 | 98.02 |
| CRAR-Tier II capital (%)* | 0.13 | 0.42 |
| Amount of Subordinate debt raised as Tier-II capital | — | — |
| Amount raised by issue of perpetual debt instruments | — | — |

* The above calculation has been made as per RBI Notification No. DNBR.009/ CGM(CDS)-2015 dated March 27, 2015

2 Investments
A) Investment according to geographical location

| | | |
|---|------------------|-----------|
| i) Gross value of investments | | |
| (a) In india | 28,914.70 | 21,592.52 |
| (a) Outside India | | |
| ii) Provision for depreciation on investments | | |
| (a) In India | 58.46 | 0.81 |
| (b) Outside India | | |
| iii) Net value of Investments | | |
| (a) In India | 28,856.24 | 21,591.71 |
| (a) Outside India | | |

B) Movement of provisions held towards depreciation on investments

| | | |
|---|--------------|------|
| i) Opening balance | 0.81 | 0.81 |
| ii) Add: Provisions made during the year | 57.65 | — |
| iii) Less: Write-off/ write-back of excess provisions during the year | — | — |
| iv) Closing balance | 58.46 | 0.81 |

3 Derivatives

The Company does not have any derivatives exposure in the current and previous year:

4 Disclosure relating to Securitisation
A) The Company does not have any Securitisation exposure in the current and previous year.
B) Details of Financial assets sold to securitisation / reconstruction company for assets reconstruction

The Company has not sold any financial assets to Securitisation / Reconstruction company for assets reconstruction during the current and previous year.

C) Details of Assignment transactions undertaken by applicable NBFCs

| | For the year ended 31 st March, 2019 | For the year ended 31 st March, 2018 |
|--|--|--|
| (i) No. of accounts | — | — |
| (ii) Aggregate value (net of provisions) of accounts sold | — | — |
| (iii) Aggregate consideration | — | — |
| (iv) Additional consideration realized in respect of accounts transferred in earlier years | — | — |
| (v) Aggregate (gain) / loss over net book value | — | — |

D) Details of non performing financials assets purchased / sold

The Company has not purchased / sold any non-performing financial assets (relating to securitisation) during the current and previous year.

5 Miscellaneous**A) Registration obtained from other financial sector regulators**

The Company is registered with following other financial sector regulators (Financial regulators as described by Ministry of Finance):

- (i) Ministry of Corporate Affairs.

B) Disclosures of penalties imposed by RBI and other regulators

No penalties were imposed by RBI or other financial sector regulators during the current and previous year.

C) Related party transactions

Details of all material related party transactions are disclosed in note 21.05.

D) Ratings assigned by credit rating agencies and migration of ratings during the year

No Credit rating has been done by the Company during the financial year.

E) Remuneration of directors

Details relating to remuneration of directors are disclosed in note 21.05.

6 Additional Disclosures**A) Provisions and contingencies**

Break up of 'provisions and contingencies' shown under the head expenditure in statement of Profit and Loss

| Particulars | (Rs. in lakhs) | |
|---|---|---|
| | For the year ended 31st March, 2019 | For the year ended 31st March, 2018 |
| Provisions for depreciation on investment | 57.65 | — |
| Provision made towards income tax | 343.24 | 3,290.00 |
| Other provision and contingencies (employee benefits) | 0.73 | 1.34 |
| Contingent provision against Standard Assets | (24.22) | 10.46 |

B) Draw down from reserves

There have been no instances of draw down from reserves by the Company during the current and previous year.

C) Concentration of advances, exposures and NPAs

(to the extent identified by the management)

a. Concentration of advances

| | | |
|--|--------------|-----------|
| Total advances to twenty largest borrowers (Rs. in lakhs) | 5,450 | 11,505.44 |
| Percentage of exposure to twenty largest borrowers as total exposure | 100% | 100% |

b. Concentration of exposure

| | | |
|--|---|---|
| Total exposure to twenty largest borrowers | — | — |
| Percentage of exposure to twenty largest borrowers as total exposure | — | — |

c. Concentration of non-performing assets

| | | |
|--|---|---|
| Total Exposure to top four non-performing accounts | — | — |
|--|---|---|

C. Previous year's figures have been taken from the accounts audited by auditor and figures have been regrouped / reclassified to conform to current year's figures wherever required.

The accompanying notes are an integral part of the financial statements.

In terms of our Report of even date attached.

For JKVS & Co.(Formerly known as Jitendra K. Agarwal & Associates)
Chartered Accountants
Firm Reg. No. 318086E**Kuldeep Maloo**Partner
Membership No. 515708

Camp : Kolkata

Date: 10th May, 2019**For and on behalf of Board of Directors of
SIL Investments Limited****Brij Mohan Agarwal**Director-in-Charge
DIN: 03101758**C. S. Nopany**Chairman
DIN: 00014587**Shalini Nopany**Managing Director
DIN: 00077299**Vikas Baheti**Chief Financial Officer
PAN: ALUPB2706M**Lokesh Gandhi**Company Secretary & Compliance Officer
Membership No. F9053

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SIL INVESTMENTS LIMITED

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of SIL Investments Limited (hereinafter referred to as "the Holding Company") and its subsidiaries and a step down subsidiaries (the Holding Company and its subsidiaries/step down subsidiary together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2019, the consolidated Statement of Profit and Loss, and the consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the associates, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its associates as at March 31, 2019, their consolidated profit and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Holding Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these

requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to the following matters in the Notes to the consolidated financial statements that there is shortfall in the market value of certain long term investments in shares. However, the Group has not made provision in respect of such shortfall aggregating to Rs. 1308 lakhs as the same in the opinion of the management is not permanent in nature. However, there is no diminution in the overall market value of the quoted/unquoted investments and break-up value of unquoted investments (Refer Note No. 22.03 to the consolidated financial statements)

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

| S. N. | Key Audit Matter | Auditor's Response |
|-------|--|---|
| 1. | <p>Valuation of Non-Current and Current Investments</p> <p>As disclosed in Note 8 & 10 to the financial statements.</p> <p>As at March 31, 2019, the total carrying amount of non-current and current investments were Rs. 16894.12 lakhs and Rs. 12933.70 lakhs respectively. Non-current and current investments includes quoted equity shares, unquoted equity and preference shares and mutual funds. Valuation and assessment of impairment of investments involves significant estimation uncertainty, subjective assumptions and the application of significant judgment.</p> <p>This was an area of focus for our audit and the area where significant audit effort was directed.</p> | <p>How our audit addressed the key audit matter:</p> <p>Our audit procedures included updating our understanding of the processes employed by the Company for accounting for, and valuing, their investments. We obtained accounts confirmation of depository participants and mutual funds, wherever applicable. We have verified that the Company was the recorded owner of all investments. Our audit procedures over the valuation of the Investments included reviewing valuation of all Investments held at March 31, 2019.</p> <p>Our Observation:</p> <p>Based on the audit procedures performed we are satisfied with existence and valuation of investment.</p> |
| 3. | <p>Inter Corporate Deposits ("ICD") receivables</p> <p>As disclosed in Note 9 to the financial statements, carrying amount of ICD receivables as on March 31, 2019 was Rs. 7000 lakhs. The Company assesses periodically and at each financial year end, the doubtful of recovery associated with its receivables.</p> <p>We focused on this area because of its significance and the degree of judgement required to estimate the doubtful of recovery and determining the carrying amount of ICD receivables as at the reporting date.</p> | <p>How our audit addressed the key audit matter:</p> <p>We have reviewed terms and condition of the agreements and evaluated the processes for identifying doubtful of recovery, if any. We have reviewed and tested the ageing of ICD receivables. We have reviewed management's assessment on the credit worthiness of selected entities for ICD receivables. We further discussed with the key management on doubtful for recovery, if any, and reviewed the supporting documents including balance confirmations from ICD recipients, provided by management in relation to their assessment.</p> <p>Our Observation:</p> <p>Based on our audit procedures performed, we found management's assessment of the recoverability of ICD receivables to be reasonable and the disclosures to be appropriate.</p> |

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the

consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated

financial performance and consolidated cash flows of the Holding Company including its associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Holding Company and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Holding Company and of its associates and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the company and of its associates are responsible for assessing the ability of the Company and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Company and of its associates are also responsible for overseeing the financial reporting process of the Company and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and

its associates of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements of subsidiaries, whose financial statements after elimination reflect total assets of Rs. 4202 lakhs as at 31st March, 2019, total revenues of Rs. 423 lakhs and net cash inflows amounting to Rs. 188 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries

and our report in terms of sub-sections (3) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of associates, as noted in the 'other matter' paragraph, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2013;
- (e) On the basis of the written representations received from the directors of Holding Company as on 31st March, 2019 taken on record by the Board of Directors of Holding Company and the reports of the statutory auditors, of the subsidiary companies incorporated in India, none of the directors of the Group is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls

over financial reporting with reference to these consolidated financial statements of the Company and its associate companies incorporated in India, refer to our separate Report in "Annexure A" to this report;

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the associates, as noted in the 'Other matter' paragraph:

- i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Company, its associates in its consolidated financial statements – Refer Note 13 to the consolidated financial statements;
- ii. The Company and its associates did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2019;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For JKVS & Co

(Formerly Known as Jitendra K Agarwal & Associates)

Chartered Accountants

Firm Reg. No. 318086E

Kuldeep Maloo

Partner

Place: Kolkata

Date: 10th May, 2019

Membership No. 515708

Annexure - A to the Independent Auditor's Report**Report on the Internal Financial controls under Clause (i) of Sub - section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of SIL Investments Limited ("the Company") and its subsidiary including step down subsidiary companies incorporated in India, as of March 31, 2019 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "guidance Note") and the standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to as audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute

of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements of and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exist, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal; financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company ; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of

management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of Internal Financial Controls Over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has and its subsidiary companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For JKVS & Co

(Formerly Known as Jitendra K Agarwal & Associates)

Chartered Accountants

Firm Reg. No. 318086E

Kuldeep Maloo

Partner

Place: Kolkata

Date: 10th May, 2019

Membership No. 515708

SIL INVESTMENTS LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

(Rs. in lakhs)

| Particulars | Note No. | As at 31 st March, 2019 | As at 31 st March, 2018 |
|---|----------|---------------------------------------|---------------------------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholders' Funds: | | | |
| Share Capital | 1 | 1060.65 | 1060.65 |
| Reserves and Surplus | 2 | 37078.42 | 35070.35 |
| | | 38139.07 | 36131.00 |
| Minority Interest | | 944.90 | 920.06 |
| Non-Current Liabilities: | | | |
| Deferred Tax Liabilities (Net) | 3 | 31.83 | 48.32 |
| Other Long-term Liabilities | 4 | 1.73 | 2.11 |
| Long-term Provisions | | - | - |
| | | 33.56 | 50.43 |
| Current Liabilities : | | | |
| Other Current Liabilities | 6 | 66.39 | 304.20 |
| Short-term Provisions | 5 | 96.59 | 286.87 |
| | | 162.98 | 591.07 |
| TOTAL | | 39280.51 | 37692.56 |
| ASSETS | | | |
| Non-Current Assets | | | |
| Fixed Assets: | | | |
| - Tangible Assets | 7.1 | 1562.97 | 1595.95 |
| - Intangible Assets | 7.2 | 0.02 | 0.02 |
| Non-Current Investments | 8 | 16894.12 | 15682.02 |
| Long-term Loans & Advances | 9 | 36.93 | 29.48 |
| | | 18494.04 | 17307.47 |
| Current Assets: | | | |
| Current Investments | 10 | 12933.70 | 7157.77 |
| Trade Receivable | 11 | 3.83 | - |
| Cash and Bank balances | 12 | 696.50 | 394.18 |
| Short-term Loans and Advances | 9 | 7151.76 | 12745.11 |
| Other Current Assets | 13 | 0.68 | 88.03 |
| | | 20786.47 | 20385.09 |
| TOTAL | | 39280.51 | 37692.56 |
| Contingent Liabilities and Commitments | 14 | | |
| Summary of significant accounting policies and other notes on to the financial statements | 22 | | |

The accompanying notes are an integral part of the financial statements.
In terms of our Report of even date attached.

For JKVS & Co.

(Formerly known as Jitendra K. Agarwal & Associates)
Chartered Accountants
Firm Reg. No. 318086E

Kuldeep Maloo

Partner
Membership No. 515708

Camp : Kolkata
Date: 10th May, 2019

For and on behalf of Board of Directors of SIL Investments Limited

Brij Mohan Agarwal

Director-in-Charge
DIN: 03101758

C. S. Nopany

Chairman
DIN: 00014587

Shalini Nopany

Managing Director
DIN: 00077299

Vikas Baheti

Chief Financial Officer
PAN: ALUPB2706M

Lokesh Gandhi

Company Secretary & Compliance Officer
Membership No. F9053

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

| Particulars | Note No. | For the Year ended 31 st March, 2019 | For the Year ended 31 st March, 2018 |
|--|----------|--|--|
| REVENUE : | | | |
| Revenue from Operations and Investments | 15 | 2838.90 | 17838.32 |
| Other Income | 16 | 460.08 | 112.50 |
| TOTAL REVENUE | | 3298.98 | 17950.82 |
| EXPENSES : | | | |
| Finance Costs | 17 | 5.11 | 370.18 |
| Employee Benefits Expense | 18 | 87.35 | 85.32 |
| Other Expenses | 19 | 551.23 | 370.57 |
| TOTAL | | 643.69 | 826.07 |
| Profit before depreciation and tax | | 2655.29 | 17124.75 |
| Depreciation | 20 | 46.28 | 44.33 |
| Profit before tax | | 2609.01 | 17080.42 |
| Tax Expense | | | |
| Current Tax | 21 | 400.97 | 3,492.68 |
| Deferred Tax | | (16.49) | (0.02) |
| Profit after Tax | | 2224.53 | 13587.76 |
| Share of Minority Interest | | (24.85) | (57.29) |
| Profit for the year (after adjustment of Minority Interest) | | 2199.68 | 13530.47 |
| Basic & Diluted Earnings Per Equity Share (of Rs.10/- each) Rs. | 22.06 | 20.76 | 127.70 |
| Summary of significant accounting policies and other notes to the financial statements | 22 | | |

The accompanying notes are an integral part of the financial statements.
In terms of our Report of even date attached.

For JKVS & Co.

(Formerly known as Jitendra K. Agarwal & Associates)
Chartered Accountants
Firm Reg. No. 318086E

Kuldeep Maloo

Partner
Membership No. 515708

Camp : Kolkata
Date: 10th May, 2019

**For and on behalf of Board of Directors of
SIL Investments Limited****Brij Mohan Agarwal**

Director-in-Charge
DIN: 03101758

Vikas Baheti

Chief Financial Officer
PAN: ALUPB2706M

C. S. Nopany

Chairman
DIN: 00014587

Lokesh Gandhi

Company Secretary & Compliance Officer
Membership No. F9053

Shalini Nopany

Managing Director
DIN: 00077299

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019
(Rs. in lakhs)

| Particulars | For the year ended 31 st March, 2019 | For the year ended 31 st March, 2018 |
|---|--|--|
| (A) CASH FLOW FROM OPERATING ACTIVITIES | | |
| a. Net Profit before Tax | 2609.00 | 17080.42 |
| Adjustment for : | | |
| Depreciation | 46.28 | 44.33 |
| Contingent Provisions against Standard Assets written back | (44.44) | 26.37 |
| Dividend on Non-Current / Current Investments | (834.50) | (1034.72) |
| Loss / (Profit) on Sale of Non-Current / Current Investments | (940.29) | (15437.07) |
| Interest from Income Tax Department | (5.48) | (0.37) |
| Interest on Advance & Bank Deposits | (15.36) | (2.34) |
| Provision on investment due to Lower fair value at year end | 57.65 | - |
| (Profit) on Sale of Property, Plant and Equipments | (281.85) | - |
| b. Operating Profit before working capital changes | 591.02 | 676.63 |
| Adjustment for : | | |
| Trade and other Receivables | 38.88 | 263.41 |
| Other Current Liabilities | (240.32) | 214.18 |
| Loans to Bodies Corporate (Net) | 5650.00 | 1875.00 |
| Borrowing from Bodies Corporate (Net) | - | (7210.00) |
| c. Cash Generated from Operations | 6039.58 | (4180.78) |
| Direct Taxes (paid) / Refund (Net) | (563.17) | (3322.29) |
| Net Cash (used in)/from Operating Activities (A) | 5476.41 | (7503.07) |
| (B) CASH FLOW FROM INVESTING ACTIVITIES | | |
| Sale of Non-Current / Current Investments | 11589.59 | 16292.35 |
| Purchase of Non-Current / Current Investments | (17694.99) | (9379.92) |
| Dividend on Non-Current / Current Investments | 834.50 | 1034.72 |
| Interest from Income Tax Department | 5.48 | 0.37 |
| Interest on Advance & Bank Deposits | 15.36 | 2.34 |
| Purchase of Property, Plant and Equipments | (34.39) | (73.73) |
| Capital Work in Progress | - | 20.45 |
| Sale of Property, Plant and Equipments | 302.93 | - |
| Net Cash used in Investing Activities (B) | (4981.52) | 7896.58 |
| (C) CASH FLOW FROM FINANCING ACTIVITIES | | |
| Dividend paid and Tax on Distributed Profits | (191.61) | (191.29) |
| Net Cash from Financing Activities (C) | (191.61) | (191.29) |
| Net increase/(decrease) in Cash and Cash Equivalents (A) + (B) + (C) | 303.28 | 202.21 |
| Cash and Cash Equivalents (Opening Balance) | 373.87 | 171.66 |
| Cash and Cash Equivalents (Closing Balance)* | 677.15 | 373.87 |
| (for components of Cash & Cash Equivalents refer Note No. 12) | | |
| * Break-up as under :- | | |
| Cash Balance in hand | 4.17 | 4.65 |
| Balance with Banks | | |
| i) in Current Account | 577.55 | 369.21 |
| ii) in Fixed Deposit (maturity within 3 months) | 95.43 | - |
| Total | 677.15 | 373.86 |
| Other bank Balances shown under appropriate activities | 19.35 | 20.32 |
| Cash & Bank Balance as per Note No. 12 | 696.50 | 394.18 |

Notes: 1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard- 3 on "Cash Flow Statement".

2. Previous year figure have been regrouped / restated wherever necessary.

In terms of our Report of even date attached.

For JKVS & Co.

(Formerly known as Jitendra K. Agarwal & Associates)

Chartered Accountants

Firm Reg. No. 318086E

Kuldeep Maloo

Partner

Membership No. 515708

Camp : Kolkata

Date: 10th May, 2019

**For and on behalf of Board of Directors of
SIL Investments Limited**
Brij Mohan Agarwal

Director-in-Charge

DIN: 03101758

Vikas Baheti

Chief Financial Officer

PAN: ALUPB2706M

C. S. Nopany

Chairman

DIN: 00014587

Lokesh Gandhi

Company Secretary & Compliance Officer

Membership No. F9053

Shalini Nopany

Managing Director

DIN: 00077299

NOTES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2019

(Rs. in lakhs)

| Particulars | As at 31 st March, 2019 | As at 31 st March, 2018 |
|---|---------------------------------------|---------------------------------------|
| Note 1 : Share Capital | | |
| Authorised | | |
| 1,20,00,000 (Previous year 1,20,00,000) Equity Shares of Rs. 10/- each | 1200.00 | 1200.00 |
| | 1200.00 | 1200.00 |
| Issued, subscribed and fully paid-up shares | | |
| 1,05,95,860 (Previous year 1,05,95,860) Equity Shares of Rs. 10/- each | 1059.59 | 1059.59 |
| fully paid-up. | | |
| Add: Forfeited shares (No.of shares 35,390) (Amount originally paid up) | 1.06 | 1.06 |
| | 1060.65 | 1060.65 |

Terms / Rights attached to Equity Shares

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend. However same is subject to the approval of the shareholders in the Annual General Meeting.

Reconciliation of the number of Equity Shares outstanding:

| | | |
|--|-----------------|----------|
| Equity shares outstanding at the beginning of the year | 10595860 | 10595860 |
| Equity shares allotted during the year | — | — |
| Equity shares outstanding at the end of the year | 10595860 | 10595860 |

Shareholder holding more than 5 percent equity shares of the Company:

| S. No. | Name of shareholder | As at 31 st March, 2019 | | As at 31 st March, 2018 | |
|--------|--|------------------------------------|-----------------------|------------------------------------|-----------------------|
| | | Number of Shares held | Percentage of holding | Number of Shares held | Percentage of holding |
| 1 | Uttar Pradesh Trading Co. Ltd. | 20,19,339 | 19.06 | 20,19,339 | 19.06 |
| 2 | New India Retailing and Investment Ltd. | 11,56,550 | 10.92 | 11,56,550 | 10.92 |
| 3 | Hargaon Investment & Trading Co. Ltd. | 11,40,931 | 10.77 | 11,40,931 | 10.77 |
| 4 | Yashovardhan Investment & Trading Co. Ltd. | 9,91,224 | 9.35 | 9,91,224 | 9.35 |
| 5 | Birla Institute of Technology and Science | 7,52,439 | 7.10 | 7,52,439 | 7.10 |
| 6 | Earthstone Holding (Two) Pvt. Ltd. | 6,53,580 | 6.17 | 6,53,580 | 6.17 |
| 7 | Ronson Traders Ltd. | 6,48,249 | 6.12 | 6,48,249 | 6.12 |

(Rs. in lakhs)

| Particulars | As at 31 st March, 2019 | As at 31 st March, 2018 |
|--|---------------------------------------|---------------------------------------|
| Note 2: Reserves and Surplus | | |
| (i) Securities Premium Reserve | | |
| Balance as per last financial statements | 3057.15 | 3057.15 |
| (ii) Reserve Fund | | |
| Balance as per last financial statements | 5667.81 | 2936.81 |
| Add : Addition during the year | 447.25 | 2731.00 |
| Closing Balance | 6115.06 | 5667.81 |

| Particulars | (Rs. in lakhs) | |
|-------------|---------------------------------------|---------------------------------------|
| | As at 31 st March, 2019 | As at 31 st March, 2018 |

Note 2 : Reserves and Surplus (contd.)
(iii) General Reserve

| | | |
|--|----------------|----------------|
| Balance as per last financial statements | 5990.08 | 5346.08 |
| Add : Addition during the year | 98.70 | 644.00 |
| Closing Balance | 6088.78 | 5990.08 |

(iv) Statement of Profit & Loss - Balance

| | | |
|--|-----------------|-----------------|
| Balance as per last financial statements | 20355.31 | 10391.14 |
| Add: Profit for the year | 2199.68 | 13530.47 |
| | 22554.99 | 23921.61 |

Less:

| | | |
|---|-----------------|-----------------|
| Final Dividend for the year 2017-18 (Previous Year 2016-17) | 158.94 | 158.94 |
| Dividend distribution Tax on Final Dividend | 32.67 | 32.36 |
| Transfer to Reserve Fund | 447.25 | 2731.00 |
| Transfer to General Reserve | 98.70 | 644.00 |
| Total | 737.56 | 3566.30 |
| Closing Balance | 21817.43 | 20355.31 |
| Total Reserve and Surplus (i to iv) | 37078.42 | 35070.35 |

Note 3: Deferred Tax Liabilities (Net)
Deferred Tax Liability on account of:

| | | |
|--------------|-------|-------|
| Depreciation | 39.18 | 56.89 |
|--------------|-------|-------|

Deferred Tax Assets on account of:

| | | |
|--|--------------|--------------|
| Accrued expenses deductible on payment basis | 7.35 | 8.57 |
| Deferred Tax Liability / (Assets) (Net) | 31.83 | 48.32 |

Note 4: Other Long Term Liabilities

| | | |
|------------------|------|------|
| Security Deposit | 1.73 | 2.11 |
|------------------|------|------|

| Particulars | (Rs. in lakhs) | | | |
|-------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|
| | Long-term | | Short-term | |
| | As at 31 st March, 2019 | As at 31 st March, 2018 | As at 31 st March, 2019 | As at 31 st March, 2018 |

Note 5: Provisions

| | | | | |
|---|---|---|--------------|---------------|
| Provision for Employee Benefits | — | — | 25.25 | 24.52 |
| Contingent Provisions against Standard Assets | — | — | 29.80 | 74.24 |
| Provision for taxation (Net of Advance Tax) | — | — | 41.54 | 188.11 |
| | — | — | 96.59 | 286.87 |

(Rs. in lakhs)

| Particulars | As at 31 st March, 2019 | As at 31 st March, 2018 |
|--|---------------------------------------|---------------------------------------|
| Note 6: Other Current Liabilities | | |
| Unpaid Dividend | 19.35 | 20.32 |
| Statutory dues | 3.16 | 11.62 |
| Directors' Commission / Remuneration Payable | 2.25 | 2.25 |
| Advance against Sale of property | 5.00 | - |
| Subdry Creditors | 3.83 | - |
| Others | 32.80 | 270.01 |
| | 66.39 | 304.20 |

Note 7 - Property, plant and equipment

(Rs. in lakhs)

| DESCRIPTION | GROSS BLOCK COST / BOOK VALUE | | | | DEPRECIATION | | | | NET BLOCK | | |
|-----------------------------|--|--------------|--------------|--|--|---|-------------|--|--|--|--|
| | As at 31 st March, 2018 | Addition | Deduction | As at 31 st March, 2019 | As at 31 st March, 2018 | For the year ended 31 st March, 2019 | Deduction | As at 31 st March, 2019 | As at 31 st March, 2019 | As at 31 st March, 2018 | |
| Note No.7.1 | | | | | | | | | | | |
| A) Tangible Assets | | | | | | | | | | | |
| - Land | 806.59 | — | — | 806.59 | — | — | — | — | 806.59 | 806.59 | |
| - Buildings | 809.88 | — | 29.25 | 780.63 | 203.09 | 16.28 | 8.17 | 211.21 | 569.42 | 606.79 | |
| - Plant & Machinery | 190.56 | 23.96 | — | 214.51 | 109.90 | 12.05 | — | 121.95 | 92.56 | 80.66 | |
| - Office Equipments | 2.86 | — | — | 2.86 | 2.72 | — | — | 2.72 | 0.14 | 0.14 | |
| - Furniture & Fixtures | 313.94 | 10.43 | — | 324.37 | 247.77 | 11.73 | — | 259.50 | 64.88 | 66.17 | |
| - Vehicle | 52.36 | — | — | 52.36 | 16.75 | 6.22 | — | 22.98 | 29.38 | 35.61 | |
| Total | 2,176.19 | 34.39 | 29.25 | 2,181.32 | 580.23 | 46.28 | 8.17 | 618.34 | 1,562.97 | 1,595.95 | |
| Note No.7.2 | | | | | | | | | | | |
| B) Intangible Assets | | | | | | | | | | | |
| - Goodwill | 0.02 | — | — | 0.02 | — | — | — | — | 0.02 | 0.02 | |
| Total (A+B) | 2,176.21 | 34.39 | 29.25 | 2,181.34 | 580.23 | 46.28 | 8.17 | 618.34 | 1,563.00 | 1,595.97 | |
| Previous Year | 2,102.48 | 73.73 | — | 2,176.21 | 535.90 | 44.33 | — | 580.23 | 1,595.97 | 1,566.58 | |

Note : 1. Building having carrying value as at 31st March, 2019 and 31st March, 2018 of Rs. 50.19 lakhs and Rs. 65.29 lakhs respectively (Original value of Rs. 76.08 lakhs and Rs. 96.29 lakhs for 31st March, 2019 and 31st March, 2018) are pending for registration in the name of the Company.

2. Building includes Rs. 29.18 lakhs (Previous Year of Rs. 58.43 lakhs) being cost of shares in Co-operative Housing Societies.

(Rs. in lakhs)

| Particulars | Shares/Unit Face Value (Nos.) Shares (Rs.) | As at 31st March, 2019 | As at 31 st March, 2018 |
|-------------|---|---|---------------------------------------|
|-------------|---|---|---------------------------------------|

Note 8: Non-Current Investments (Valued at Cost)
Long Term Investment (Non-Trade)
A QUOTED (Fully paid-up)
(i) In Equity Shares of Companies

| | | | | |
|--|------------------------|----|------------------|-----------|
| Zuari Global Ltd. | 1227230 (1240000) | 10 | 138.64 | 140.08 |
| Chambal Fertilisers & Chemicals Ltd. | 36075855 (36075855) | 10 | 8,522.56 | 8,522.56 |
| Digjam Limited | 45 (45) | 10 | 0.06 | 0.06 |
| Sutlej Textiles and Industries Ltd. | 4408560 (4408560) | 1 | 305.01 | 305.01 |
| CIMMCO Limited | 658 (658) | 10 | 0.59 | 0.59 |
| Zuari Agro Chemicals Ltd. | 787500 (872000) | 10 | 106.77 | 118.23 |
| ITC Limited | 22500 (22500) | 1 | 46.00 | 46.00 |
| Manavta Holdings Ltd. | 262980 (262980) | 10 | 12.01 | 12.01 |
| New India Retailing & Investment Ltd. | 266762 (266762) | 10 | 212.62 | 212.62 |
| Sidh Enterprises Ltd. | 684800 (684800) | 10 | 20.12 | 20.12 |
| Sonali Commercial Ltd. | 24400 (24400) | 10 | 2.27 | 2.27 |
| Pavapuri Trading & Investment Co. Ltd. | 24000 (24000) | 10 | 1.38 | 1.38 |
| Manbhawani Investment Limited | 67500 (67500) | 10 | 2.07 | 2.07 |
| Avadh Sugar & Energy Ltd. @ | 1989781 (1989781) | 10 | 1,990.64 | 1,990.64 |
| Ganges Securities Ltd. | 1998036 (1998036) | 10 | 3,008.96 | 3,008.96 |
| Magadh Sugar & Energy Ltd. @ | 1204756 (1204756) | 10 | — | — |
| Palash Securities Ltd. | 1983909 (1983909) | 10 | 1,125.57 | 1,125.57 |
| | | | 15,495.27 | 15,508.17 |

Note 8: Non-Current Investments (Contd...)**(Rs. in lakhs)**

| Particulars | Shares/Unit Face Value (Nos.) Shares (Rs.) | As at 31st March, 2019 | As at 31 st March, 2018 |
|--|---|--|---------------------------------------|
| (ii) In Mutual Funds Unit | | | |
| Axis Treasury Advantage Fund- Growth (TAGPG) | 16338.310 (-) | 325.00 | — |
| HDFC Liquid Fund-Regular Plan Growth | 12356.546 (-) | 450.00 | — |
| ICICI Prudential Liquid Fund Growth | 164111.092 (-) | 450.00 | — |
| | | 1,225.00 | — |

+ 12770 Equity Shares sold during the year.

x 84500 Equity Shares sold during the year.

@ Cost of acquisition of the equity shares under the Composite Scheme of Arrangements as on the Appointed Date of Scheme (1st April, 2015) has been allocated as per opinion dated 7th June, 2017.

B. UNQUOTED (Fully paid-up)**i) In Equity Shares of Other Companies:**

| | | | | |
|---|----------------------|-----|---------------|--------|
| Birla Buildings Limited | 15000 (15000) | 10 | 1.50 | 1.50 |
| Eastern Economic Limited | 400 * (400) | 100 | 0.20 | 0.20 |
| Mackenzies Limited | 1 * (1) | 100 | — | — |
| Mafatlal Engg. & Inds. Ltd. | 700 * (700) | 100 | 0.61 | 0.61 |
| GMB Investments Pvt. Ltd. | — @ (140000) | 10 | — | 14.00 |
| Shree Vihar Properties Ltd. | 1068153 (1068153) | 10 | 106.82 | 106.82 |
| Centre Stage Creations Private Limited | 100000 (100000) | 10 | 10.00 | 10.00 |
| The Oudh Trading Company Pvt. Ltd. | 150 (150) | 100 | 0.04 | 0.04 |
| Leas Communication Limited | 21200 * (21200) | 10 | 2.12 | 2.12 |
| Deepshikha Trading Co. Pvt. Ltd. | 420000 @ (-) | 10 | 14.00 | — |
| | | | 135.29 | 135.29 |
| Less: Provision for impairment in investments | | | (2.93) | (2.93) |
| | | | 132.36 | 132.36 |

@ Allotment of equity shares of the Company pursuant to approval of scheme of amalgamation of GMB Investments Pvt. Ltd. with Deepshikha Trading Co. Pvt. Ltd. Ratio : 1:3

(ii) In Preference Shares of other Company:

| | | | | |
|---------------------------|----------------|-----|--------------|--------------|
| Ganges Securities Limited | 9750 (9750) | 100 | 11.49 | 11.49 |
|---------------------------|----------------|-----|--------------|--------------|

SIL INVESTMENTS LIMITED

Note 8: Non-Current Investments (Contd...)

| (Rs. in lakhs) | | | | |
|--|---|---------------------------------------|---------------------------------------|--|
| Particulars | Shares/Unit Face Value (Nos.) Shares (Rs.) | As at 31 st March, 2019 | As at 31 st March, 2018 | |
| C. UNQUOTED (Partly paid-up) | | | | |
| i) In Equity Shares of other Companies | | | | |
| Modern DiaGen Services Ltd. | 1500000 (1500000) | 10 30.00 | 30.00 | |
| | | 173.85 | 173.85 | |
| AGGREGATE VALUE OF INVESTMENTS (Refer Note 22.03) | | 16894.12 | 15682.02 | |
| Aggregate carrying value of Quoted Investments | | 16,720.27 | 15,508.17 | |
| Aggregate carrying value of Unquoted Investments | | 173.85 | 173.85 | |
| Aggregate Market value of Quoted Investments | | 79,634.54 | 78,518.94 | |
| Aggregate Provision for Impairment of Investments | | 2.93 | 2.93 | |

Notes : Note: Figures in brackets represents Previous Year's no. of shares.

Notes : 1 SCM Investment & Trading Co. Ltd. has given an undertaking to Darbhanga Mansion Co-operative Housing Society Limited not to transfer, create any charge, pledge or encumbrance or otherwise dispose of 67,500 Equity Shares held by it in Manavta Holdings Ltd. without their written consent.

2 RTM Investment & Trading Co. Ltd. has pledged 5,21,370 Equity Shares of Avadh Sugar & Energy Ltd. & 9,04,950 equity shares of Palash Securities Ltd. to certain lenders on pari-passu basis.

3 Figures in brackets represents previous year's number of shares.

| (Rs. in lakhs) | | | | |
|--|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|
| Particulars | Long-term | | Short-term | |
| | As at 31 st March, 2019 | As at 31 st March, 2018 | As at 31 st March, 2019 | As at 31 st March, 2018 |
| Note 9: Loans And Advances | | | | |
| (Unsecured, Considered Good unless otherwise stated) | | | | |
| Loan to Bodies Corporate* | — | — | 7,000.00 | 12,650.00 |
| Capital Advance | 23.75 | 23.75 | — | — |
| Security Deposit | 13.18 | 5.73 | — | — |
| Advance Recoverable in Cash or in kind | — | — | 81.29 | 38.65 |
| Other | | | | |
| Balance with Statutory / Govt. Authorities | — | — | 7.14 | 7.14 |
| Income Tax refund Receivable | — | — | 13.76 | 41.80 |
| Income Tax under Protest | — | — | 10.00 | — |
| Advance Tax (Net of provisions for Taxation) | — | — | 36.81 | 3.13 |
| Prepaid Expenses | — | — | 2.76 | 4.39 |
| Total | 36.93 | 29.48 | 7,151.76 | 12,745.11 |

* Represents standard assets classified in accordance with the RBI prudential norms (refer note 9(a))

Note 9a:**(Rs. in lakhs)**

| Loan to Companies | Basis of Classification | As at 31 st March, 2019 | | As at 31 st March, 2018 | |
|---------------------|--|------------------------------------|--------------|------------------------------------|--------------|
| | | Amount Outstanding | Provision | Amount Outstanding | Provision |
| Standard Assets** | Less than or equal to 3 months | 7,000.00 | 29.80 | 12,738.03 | 74.24 |
| Sub-Standard Assets | More than 3 months less than or equal to 15 months | - | - | - | - |
| Doubtful | More than 15 months | - | - | - | - |
| | | <u>7,000.00</u> | <u>29.80</u> | <u>12,738.03</u> | <u>74.24</u> |

** Standard Assets includes interest accrued but not due (previous year Rs. 88.03 lakhs)

(Rs. in lakhs)

| Particulars | Units (Nos.) | NAV Units (Rs.) | As at 31 st March, 2019 | As at 31 st March, 2018 |
|-------------|--------------|-----------------|------------------------------------|------------------------------------|
|-------------|--------------|-----------------|------------------------------------|------------------------------------|

Note 10: (A) Current Investments :-**Unquoted (Fully paid-up) (Non-Trade)**

Investments for Debt Mutual Fund

(at Cost or Fair Value, whichever is lower)

| | | | | |
|---|----------------|-------------|-----------------|----------|
| UTI Mutual Fund - Treasury Advantage Fund Institutional Plan (Daily Dividend) Reinvest option | - | - | - | 2.10 |
| UTI Mutual Fund - Treasury Advantage Fund Institutional Plan - Direct Plan (Daily Dividend) Reinvest option | (209.655) | (1002.3211) | - | 1,341.54 |
| UTI Liquid Cash Plan - Direct Growth | 67265.617 | 2,997.79 | 2,016.49 | - |
| | (-) | | | |
| UTI Liquid Cash Plan - Regular Growth | 5570.383 | 2,979.00 | 165.94 | - |
| | (-) | | | |
| ICICI Prudential Floating Interest Fund Direct Plan Growth | 43210.729 | 264.68 | 114.37 | 1,026.00 |
| | (387639.628) | | | |
| ICICI Prudential Liquid Regular Plan Growth | 1357144.747 | 265.26 | 3,600.00 | - |
| | (-) | | | |
| ICICI Prudential Ultra Short Term Fund Direct Plan - Growth | 2805292.311 | 19.61 | 550.00 | - |
| | (-) | | | |
| Kotak Low Duration Fund Direct Growth | - | - | - | 1,046.02 |
| | (48599.522) | | | |
| Franklin India Ultra Short Bond Fund Super Institutional - Direct Plan (G) | - | - | - | 3,000.00 |
| | (12684423.083) | | | |
| Axis Banking & PSU Debt Fund - Direct Plan(G) | 8464.455 | 1,653.98 | 140.00 | - |
| | (-) | | | |
| Axis Banking & PSU Debt Fund - Growth | 3666.813 | 1,636.30 | 60.00 | - |
| | (-) | | | |
| Axis Liquid Fund - Direct Plan (G) | 3537.253 | 1,978.94 | 70.00 | - |
| | (-) | | | |
| Axis Liquid Fund - Direct Plan (G) | 58350.940 | 2,056.52 | 1,200.00 | - |
| | (-) | | | |
| Axis Liquid Fund - (G) | 1521.652 | 1,971.54 | 30.00 | - |
| | (-) | | | |

SIL INVESTMENTS LIMITED

Note 10: (A) Current Investments (Contd...)

(Rs. in lakhs)

| Particulars | Units (Nos.) | NAV Units (Rs.) | As at 31 st March, 2019 | As at 31 st March, 2018 |
|--|------------------|--------------------|---------------------------------------|---------------------------------------|
| HDFC Liquid Fund -Direct Plan - Growth | 32886.200 (-) | 3,648.95 | 1,200.00 | - |
| SBI Liquid Fund - Direct Plan -Growth | 41312.440 (-) | 2,904.69 | 1,200.00 | - |
| Avendus Enhanced Return Fund-Series II (1st Closure) | (-) | (-) | 500.00 | - |
| Avendus Enhanced Return Fund-Series II (8th Closure) | (-) | (-) | 500.00 | - |
| Aggregate Unquoted Investments (Total-A) | | | 11,346.80 | 6,415.66 |

(Rs. in lakhs)

| Particulars | Shares (Nos.) | Face Value Shares (Rs.) | As at 31 st March, 2019 | As at 31 st March, 2018 |
|-------------|------------------|----------------------------|---------------------------------------|---------------------------------------|
|-------------|------------------|----------------------------|---------------------------------------|---------------------------------------|

(B) Current Investments :-

Quoted (Fully paid-up) (Non-Trade)

Investments in Shares under PMS

(At cost or fair value whichever is lower)

| | | | | |
|------------------------------|-------------------|----|---------------|--------|
| City Union Bank Ltd. | 60885 (55350) | 1 | 97.18 | 97.18 |
| ITC Limited | - (18700) | 1 | - | 49.44 |
| Larsen & Toubro Ltd. | 3500 (3500) | 2 | 47.48 | 47.48 |
| State Bank of India | 15450 (35750) | 1 | 42.94 | 108.14 |
| Bank of Baroda / Vijaya Bank | 45828 (182600) | 2 | 58.96 | 119.92 |
| Ashok Leyland Ltd. | 80800 (39500) | 1 | 73.77 | 48.87 |
| NMDC Ltd. | - (76900) | 1 | - | 105.28 |
| Idea Cellular Ltd. | - (100000) | 10 | - | 86.87 |
| Bajaj Electricals Ltd. | 20050 (8800) | 2 | 95.96 | 41.64 |
| GRP Ltd. | 3000 (3000) | 10 | 33.30 | 37.29 |
| Godrej Properties Ltd. | 15650 (-) | 5 | 109.78 | - |
| Thermax Ltd. | 4250 (-) | 2 | 41.29 | - |
| Graver & Weil (India) Ltd. | 100000 (-) | 1 | 49.20 | - |
| Astral Poly Technik Ltd. | 9000 (-) | 1 | 77.74 | - |
| PSP Projects Ltd. | 7000 (-) | 10 | 28.17 | - |

Note 10: (B) Current Investments (Contd...)

| Particulars | Shares (Nos.) | Face Value Shares (Rs.) | (Rs. in lakhs) | |
|---|------------------|----------------------------|---------------------------------------|---------------------------------------|
| | | | As at 31 st March, 2019 | As at 31 st March, 2018 |
| NTPC Ltd. | 33500 (-) | 10 | 45.12 | — |
| Sintercom India Ltd. | 20000 (-) | 10 | 14.00 | — |
| ICICI Bank Ltd. | 25866 (-) | 2 | 89.61 | — |
| HDFC Bank Ltd. | 1692 (-) | 2 | 35.44 | — |
| UPL Ltd. | 8516 (-) | 2 | 67.85 | — |
| Supreme Industries Ltd. | 2904 (-) | 2 | 29.43 | — |
| DCB Bank Ltd. | 34625 (-) | 10 | 58.29 | — |
| AIA Engineering Ltd. | 1786 (-) | 2 | 29.24 | — |
| Balkrishna Industries Ltd. | 3454 (-) | 2 | 31.19 | — |
| IPCA Laboratories Ltd. | 8267 (-) | 2 | 63.89 | — |
| Aarti Industries Ltd. | 3770 (-) | 5 | 52.91 | — |
| ICICI Lombard General Insurance Co. Ltd. | 6851 (-) | 10 | 61.46 | — |
| Infosys Ltd. | 4167 (-) | 5 | 28.14 | — |
| Indusind Bank Ltd. | 4198 (-) | 10 | 64.70 | — |
| Havells India Ltd. | 7302 (-) | 1 | 51.45 | — |
| Odisha Cement Ltd. | 4649 (-) | 2 | 46.00 | — |
| Multi Commodity Exchange of India Ltd. | 4681 (-) | 10 | 34.43 | — |
| ZEE Entertainment Enterprises Ltd. | 7798 (-) | 1 | 27.98 | — |
| Aggregate Quoted Investments (Total-B) | | | 1,586.90 | 742.11 |
| Aggregate value of Current Investments (Total A+B) | | | 12,933.70 | 7,157.77 |
| Aggregate carrying value of Quoted Investments | | | 1,586.90 | 742.11 |
| Aggregate carrying value of Unquoted Investments | | | 11,346.80 | 6,415.66 |
| Aggregate Market value of Quoted Investments | | | 1,800.44 | 682.96 |
| Aggregate Provision for Impairment of Investments | | | 57.65 | — |

| (Rs. in lakhs) | | |
|---|---------------------------------------|---------------------------------------|
| Particulars | As at 31 st March, 2019 | As at 31 st March, 2018 |
| Note 11: Trade Receivable | | |
| (Unsecured, considered Good) | | |
| Other Debts | 3.83 | — |
| Note 12: Cash & Bank Balances | | |
| a) Cash and Cash equivalents | | |
| Cash Balance on Hand | 4.17 | 4.65 |
| Balance with Banks | | |
| In Current Account | 577.55 | 369.21 |
| In Fixed Deposit | 95.43 | — |
| b) Earmarked Balances with Bank | | |
| Unpaid Dividend | 19.35 | 20.32 |
| | 696.50 | 394.18 |
| Note 13: Other Current Assets | | |
| Interest accrued and due on Intercompany Loans | 0.68 | 88.03 |
| Note 14: Contingent Liabilities and Commitments | | |
| Liabilities: | | |
| A) In case of RTM Properties Limited, an appeal is pending before Deputy Commissioner of Sales Tax in respect of refundable Sales Tax. Considering the merit of the case, the Company is hopeful of recovering the entire amount. Hence, no provision against the amount is considered necessary. | — | — |
| B) Contingent liability (not provided for) in respect of: | — | — |
| During assessments of previous years, the Income Tax department has raised demands on various matters wherein the Company has filed their responses. These demands are not tenable therefore being contested at the Income Tax Authority. In the opinion of the Management, there are fair chances of favourable decision, hence no provision considered at this stage. | | |
| <u>Commitments</u> | | |
| i) Estimated amount of Contract remaining to be executed on Capital Account [Net of Advance Rs.23.75 lakhs (previous year Rs.23.75 lakhs)] and not provided for | 213.75 | 213.75 |
| ii) Uncalled Liability as partly paid shares held as investment | 120.00 | 120.00 |

NOTES FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. in lakhs)

| Particulars | For the Year ended 31 st March, 2019 | For the Year ended 31 st March, 2018 |
|--|---|---|
| Note 15: Revenue from Operations and Investments | | |
| Interest from other companies on Loans & Deposits | 965.56 | 1,366.53 |
| Interest from Commercial Paper | 8.33 | — |
| Dividend on Non-Current Investments | 810.12 | 925.32 |
| Dividend on Current Investments | 24.38 | 109.40 |
| Profit on sale of Non-Current investments | 464.74 | 15,365.05 |
| Gain on Redemption of Mutual Fund | 565.77 | 72.02 |
| | <u>2,838.90</u> | <u>17,838.32</u> |
| Note 16: Other Income | | |
| Rent | 109.26 | 109.26 |
| Interest from Income Tax Department | 5.48 | 0.37 |
| Interest on Advance & Bank Deposits | 15.36 | 2.34 |
| Excess Provision & Liabilities written back | 0.37 | 0.53 |
| Income relating to Previous year | 3.32 | — |
| Contingent provision against Standard Asset written back | 44.44 | — |
| Profit on sale of Property, plant and equipment | 281.85 | — |
| | <u>460.08</u> | <u>112.50</u> |
| Note 17: Finance costs | | |
| Interest Expenses | — | 369.61 |
| Interest to Income Tax Department | 5.11 | — |
| Other Borrowing costs | — | 0.57 |
| | <u>5.11</u> | <u>370.18</u> |
| Note 18: Employee Benefits Expense | | |
| Salaries, etc. | 85.24 | 83.37 |
| Staff welfare expenses | 2.11 | 1.95 |
| | <u>87.35</u> | <u>85.32</u> |

| Particulars | (Rs. in lakhs) | |
|--|---|---|
| | For the Year ended 31 st March, 2019 | For the Year ended 31 st March, 2018 |
| Note 19: Other Expenses | | |
| Insurance | 3.36 | 3.68 |
| Rates and Taxes | 2.97 | 3.86 |
| Repairs and Maintenance: | | |
| - Buildings | 26.17 | 42.89 |
| - Others | 0.20 | 0.16 |
| Travelling Expenses | 66.39 | 112.39 |
| Advertisement Expenses | 6.02 | 6.82 |
| Legal & Professional Fee | 74.17 | 47.18 |
| Auditors Remuneration: | | |
| As Audit Fee | 1.32 | 1.26 |
| In other Capacity, for | | |
| Tax Audit | 0.25 | - |
| Certifications and other matters* | 0.91 | 0.67 |
| Reimbursement of expenses | 0.03 | - |
| Expenses Relating to previous year | 2.02 | 2.63 |
| Directors' Commission & Fees | 5.36 | 5.73 |
| Donation | 10.00 | 10.00 |
| Contingent provision against standard assets | - | 26.37 |
| Corporate Social Responsibility Expenses (Revenue Nature) | 131.00 | 35.00 |
| Loss on Sale of Shares (Net) | 90.22 | - |
| Provision for Investment due to lower fair value at year end | 57.65 | - |
| Miscellaneous Expenses | 73.19 | 71.93 |
| | 551.23 | 370.57 |

* Related to previous auditors Nil (P.Y.- Rs. 0.67 lakhs)

Note 20: Depreciation

| | | |
|--|-------|-------|
| Depreciation of tangible assets (Refer Note 7.1) | 46.28 | 44.33 |
|--|-------|-------|

Note 21: Current Tax

| | | |
|---|---------------|-----------------|
| Current Tax for the year | 421.19 | 3,480.72 |
| Current Tax adjustments for earlier years (Net) | (20.22) | 11.96 |
| | 400.97 | 3,492.68 |

Note 22 Summary of significant accounting policies and other notes on financial statements:
22.01 Summary of significant accounting policies
(A) Basis of Accounting

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards referred under Section 133 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis except claims/refund which are accounted for on receipt basis due to uncertainties. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

(B) Principles of Consolidation

- (a) The consolidated financial statements related to the Company, SIL Investments Limited and its Subsidiary companies and two other subsidiary companies (which became subsidiary of the Company by virtue of their having become subsidiary of subsidiary companies). The consolidated financial statements have been prepared on the following basis :
- (i) The Consolidated Financial Statements have been prepared in accordance with Accounting Standard (AS-21) - "Consolidated Financial Statements" notified under the Accounting Standard Rules, 2006 issued by the Central Government.
 - (ii) The financial statements of the Parent company and its Subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions.
 - (iii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Parent Company's separate financial statements.
 - (iv) The difference in the investment cost of the parent company and Equity Share Capital & Securities Premium in the accounts of subsidiaries, to the extent not eliminated, is recognised in the financial statement as goodwill.
 - (v) SCM Investment & Trading Co. Ltd. became from a wholly owned subsidiary company to not wholly owned subsidiary Company during the year 2009-10. RTM Investment & Trading Company Ltd. became from a wholly owned subsidiary company to not wholly owned subsidiary Company during the year 2014-15. Accordingly minorities' interest in net profit of not wholly owned subsidiaries for the year is identified of Rs.24.85 lakhs (Previous Year Rs. 57.29 lakhs) and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Company. Minorities shares of net assets is identified of Rs.944.90 lakhs (Previous Year Rs.920.06 lakhs) and presented in the Consolidated Balance Sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual obligation on the minorities, the same is accounted for by the holding Company.
- (b) The Subsidiary companies (incorporated in India) considered in the consolidated financial statements are :

| Name of Company | (Rs. in lakhs) | |
|---|---|---|
| | % voting power held As at 31 st March, 2019 | % voting power held As at 31 st March, 2018 |
| SCM Investment & Trading Company Ltd. (SCMIT) | 80.52 | 80.52 |
| RTM Investment & Trading Company Ltd. (RTMIT) | 84.79 | 84.79 |
| SIL Properties Ltd. | \$ | \$ |
| RTM Properties Ltd. | # | # |
| \$ All shares held by SCMIT and parent Company. | | |
| # All shares held by RTMIT and parent Company. | | |

(C) Revenue Recognition

Income from investments and financing activities is taken into account when it accrues to the Company.

(D) Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition inclusive of duties,taxes,incidental expenses and erection/commissioning expenses, etc. Subsequent expenditure on fixed asset after its purchase or completion would be recognised as an asset, if it is probable that the expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standard of performance and the expenditure can be measure and attributed to the asset reliably.

The carrying amounts are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the assets net selling price and value in use. In assessing, value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

(E) Depreciation

- i) Depreciation on the property, plant and equipment has been charged at Straight Line method with reference to the economic useful life of its property, plant and equipment as prescribed by Schedule II of the Companies Act, 2013.
- ii) Depreciation on the property, plant and equipment disposed off during the year is provided on pro-rata basis with reference to the date of disposal.

(F) Investments

Non-Current (Long Term) investments are stated at cost. The company provides for diminution, other than temporary, in the value of non-current investments. Current investments are valued at lower of cost or fair value.

(G) Retirement Benefits

- a) Retirement benefits in the form of Provident Fund is not applicable to the Company as the total number of employees are below the minimum required number of employees under payment of Employees Provident Fund (Misc. Provisions) Act, 1952.
- b) Gratuity has not been provided as the Payment of Gratuity Act is not applicable to the Company as total number of employees are below the minimum required number of employees under Payment of Gratuity Act, 1972.
- c) Year end leave encashment benefit is provided for on accrual basis.

(H) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the notes to the financial statements, are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date.

(I) Asset Classification and Provisioning

Loan asset classification of the Company is given in the table below:

| Particulars | Criteria | Provision |
|---------------------|---|---|
| Standard asset | The asset in respect of which, no default in repayment of principal or payment of interest is perceived and which does not disclose any problem nor carry more than normal risk attached to the business. | 0.40% of the outstanding loan portfolio of standard assets. |
| Sub-standard assets | An asset for which, interest/principal payment has remained overdue for more than 3 months and less than 12 months. | 10% of the outstanding loan portfolio of standard assets. |
| Loss Assets | An asset for which, interest/principal payment has remained overdue for a period of 12 months or more. | 100% of the outstanding loan portfolio of standard assets. |

(J) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(K) TAXES**Current Tax and Deferred Tax**

Tax expense comprises of current and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantially enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is virtual certainty that the asset will be realized in future and the same is reviewed at each balance sheet date.

Minimum Alternative Tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset the said asset is created by way of credit to the statement of profit and loss and included in deferred tax assets. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

(L) Earning per equity share

The Company reports basic and diluted earning per share in accordance with Accounting Standard-20 on "Earning Per Share". Basic earning per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

(M) Contingent Liabilities

A disclosure is made for possible or present obligation that may but probably will not require outflow of resources or where a reliable estimate cannot be made, as a contingent liability in the financial statements.

22.02 As there is only one segment in the Company, hence Segment Reporting (AS-17) is not applicable.

22.03 There is shortfall in the market value of certain non-current investments in shares. However, the Company has not made provision in respect of such shortfall aggregating to Rs. 1308.07 lakhs (Previous year Rs.1108.24 lakhs) as the same in the opinion of the Management, is not permanent in nature. However, there is no impairment in overall market value of the quoted investments.

22.04 RELATED PARTY DISCLOSURE

- A Key Management Personnel and their relatives** Mrs. Shalini Nopany (Managing Director)
Mr. C. S. Nopany (Relative of Managing Director)
Mr. Brij Mohan Agarwal - Director-in-Charge
- B Enterprise owned or significantly influenced by Key Management Personnel and their relatives** –
- C Transactions with Related Parties during the year:**

| | | (Rs. in lakhs) |
|--|--|----------------|
| Particulars | Key Management personnel and their relatives | |
| 1 Remuneration to Managing Director | 60.29 | |
| | (60.29) | |
| 2 Sitting Fees of Mr. C. S. Nopany | 0.35 | |
| | (0.63) | |
| 3 Director's Commission of Mr. C. S. Nopany | 0.50 | |
| | (0.50) | |
| 4 Director's Commission of Mr. Brij Mohan Agarwal | 0.50 | |
| | (0.50) | |
| 5 Leave Benefit payable to Managing Director as on 31.03.2019 | 20.00 | |
| | (20.00) | |
| 6 Director Commission payable to Mr. C. S. Nopany as on 31.03.2019 | 0.45 | |
| | (0.45) | |
| 7 Director Commission payable to Mr. Brij Mohan Agarwal as on 31.03.2019 | 0.45 | |
| | (0.45) | |

Note: 1 The above information has been identified on the basis of information available with the Company and relied upon by the Auditors.

2 Figures in bracket represent previous year's amounts.

SIL INVESTMENTS LIMITED

22.05 DISCLOSURES AS PER SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015

| Particulars | (Rs. in lakhs) | |
|--|---|--|
| | Balance as on 31 st March, 2019 (31 st March, 2018) | Maximum outstanding amount of loan during the year |
| Others : | | |
| - Avadh Sugar & Energy Ltd. | 1500.00 | 1500.00 |
| | (1500.00) | (1500.00) |
| - Magadh Sugar & Energy Ltd. | 3500.00 | 3500.00 |
| | (2000.00) | (500.00) |
| - Hargaon Investments & Trading Co. Ltd. | - | 350.00 |
| | (350.00) | (1900.00) |
| - Yashovardhan Investment & Trading Co. Ltd. | - | 1500.00 |
| | (1500.00) | (2000.00) |
| - Uttar Pradesh Trading Co. Ltd. | - | 475.00 |
| | (475.00) | (1000.00) |
| - Champaran Marketing Co. Ltd. | - | - |
| | - | (2000.00) |
| - GMB Investment Pvt. Ltd. | - | - |
| | - | (200.00) |
| - Shital Commercial Ltd. | - | - |
| | - | (200.00) |
| - Uttam Commercial Ltd. | - | - |
| | - | (200.00) |
| - Deepshikha Trading Co. Pvt. Ltd. | - | - |
| | - | (200.00) |

22.06 EARNINGS PER SHARE (EPS)

The numerators and denominators used to calculate Basic and Diluted Earnings Per Share :

| Particulars | (Rs. in lakhs) | |
|---|---|---|
| | For the Year ended 31 st March, 2019 | For the Year ended 31 st March, 2018 |
| Profit attributable to the Equity Shareholders(A) | 2199.68 | 13530.47 |
| Number of Equity Shares (B) | 10595,860 | 10595,860 |
| Nominal Value of Equity Share (Rs.) | 10.00 | 10.00 |
| Basic and Diluted Earnings per Share (Rs.) A/B | 20.76 | 127.70 |

22.07 EXPENDITURE IN FOREIGN CURRENCY (On accrual basis)

| Particulars | (Rs. in lakhs) | |
|---------------------|---|---|
| | For the Year ended 31 st March, 2019 | For the Year ended 31 st March, 2018 |
| Director Travelling | 21.33 | 57.17 |

22.08 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDENDS

| Particulars | For the Year ended 31 st March, 2019 | For the Year ended 31 st March, 2018 |
|--|---|---|
| Amount of Dividend related to 2017-18 remitted in Foreign Exchange (Rs.)# | - | - |
| Number of Non-Resident Shareholders | 99 | 149 |
| Number of Shares held by such Non-Resident Shareholders | 41,085 | 45,980 |
| # Deposited in Indian Rupees in the Bank Accounts maintained by the shareholders in India. | | |

22.09 INFORMATION ABOUT THE CONSOLIDATED ENTITIES AS PER SCHEDULE III TO THE COMPANIES ACT, 2013

| Name of the Entity | Total Assets- Total Liabilities of the Subsidiary company (Rs.in lakhs) | % of Subsidiary Company's Net Assets to Consolidated Net Assets of the Company | Profit / (Loss) for the year of the Subsidiary company (Rs.in lakhs) | % of Profit / (Loss) of Subsidiary company's to Consolidated Profit / (Loss) of the Company |
|---|--|--|---|---|
| Subsidiary (Indian) | | | | |
| SCM Investment & Trading Company Ltd. (SCMIT) | 4759.87 | 12.48% | 111.13 | 5.05 |
| RTM Investment & Trading Company Ltd. (RTMIT) | 4381.99 | 11.49% | 148.24 | 6.74 |
| SIL Properties Ltd. | 1388.41 | 3.64% | (7.82) | (0.36) |
| RTM Properties Ltd. | 1423.74 | 3.73% | (0.77) | (0.04) |

22.10 The Board of Directors has recommended dividend of Rs.1.50 (Previous year Rs.1.50) per equity shares aggregating Rs.191.61 lakhs (Previous year Rs.191.61 lakhs) including Corporate Dividend Tax of Rs.32.67 lakhs (Previous year Rs.32.67 lakhs) for the financial year ended March 31, 2019 and same is subject to the approval of shareholders at the ensuing Annual General Meeting.

22.11 Previous year figures have been reclassified/regrouped to conform current year figures.

Signature to Notes 1 to 22.11

In terms of our Report of even date attached.

For JKVS & Co.

(Formerly known as Jitendra K. Agarwal & Associates)

Chartered Accountants

Firm Reg. No. 318086E

Kuldeep Maloo

Partner

Membership No. 515708

Camp : Kolkata

Date: 10th May, 2019

**For and on behalf of Board of Directors of
SIL Investments Limited****Brij Mohan Agarwal**

Director-in-Charge

DIN: 03101758

C. S. Nopany

Chairman

DIN: 00014587

Shalini Nopany

Managing Director

DIN: 00077299

Vikas Baheti

Chief Financial Officer

PAN: ALUPB2706M

Lokesh Gandhi

Company Secretary & Compliance Officer

Membership No. F9053

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

Dear Members,

Invitation to attend the Annual General Meeting on 22nd August, 2019

You are cordially invited to attend the Eighty Fifth Annual General Meeting of the Company, to be held on Thursday, 22nd August, 2019 at 11.00 a.m. at the Registered Office at Pachpahar Road, Bhawanimandi 326 502 (Rajasthan).

The notice convening the Annual General Meeting is attached herewith.

Your Company will be providing return transport facility at 10.00 a.m. on 22nd August, 2019 from Bhawanimandi Railway Station (East), Pachpahar Road, Dist. Jhalawar (Rajasthan), to reach the meeting venue comfortably.

Those of you who wish to avail of this facility are requested to get confirmation to this effect on the following number: (07433) 222082 (Contact Person: Corporate Secretarial Team).

You may also send your request by email to lokeshgandhi@silinvestments.in. Your requests must reach us latest by 20th August, 2019.

Yours truly,

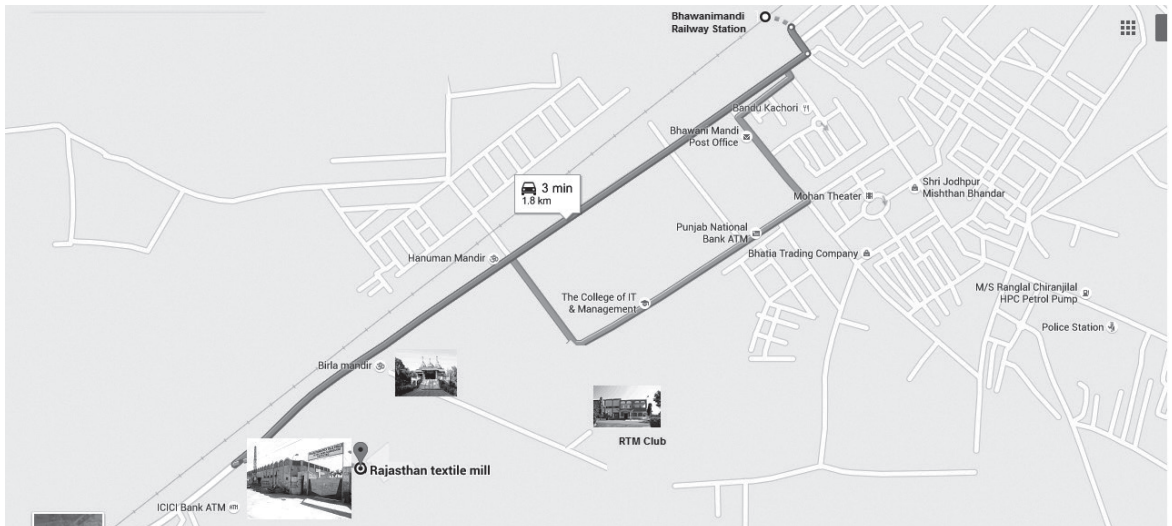
Lokesh Gandhi

Company Secretary and Compliance Officer

Place : Kolkata

Date: 10th May, 2019

ROUTE MAP



SIL INVESTMENTS LIMITED

(CIN: L17301RJ1934PLC002761)

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

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

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

NOTICE is hereby given that the Eighty Fifth Annual General Meeting of the members of SIL Investments Limited, will be held on Thursday, 22nd August, 2019 at 11.00 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 standalone Audited Financial Statements of the Company as at 31st March, 2019, 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 31st March, 2019, 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:

Item no. 5

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

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V to the Companies Act, 2013 (the Act) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other applicable provisions of the Act, (including any statutory modification/s or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Brij Mohan Agarwal (DIN: 03101758) as an "Executive Director" (Designated as 'Director-in-Charge') of the Company for a period of 3 (three) years with effect from 31st March, 2019, upon the terms and conditions set out in the Explanatory Statement of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter and / or vary the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Brij Mohan Agarwal which shall be in accordance with the provisions of the Act and the prescribed rules made thereunder (including any statutory modifications(s) or re-enactment thereof), for the time being in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay Mr. Brij Mohan Agarwal remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Act as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

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

Item no. 6

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

Mr. Sanjay Goenka (DIN 00420444), who was appointed as an Independent Director and who holds office as an Independent Director upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from 23rd August, 2019 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one Director / Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item no. 7

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shrikant Mantri (DIN: 01240147), who was appointed by the Board of Directors as an Additional Director (Independent) of the Company with effect from 10th May, 2019 and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Shrikant Mantri for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for 5 (five) consecutive years commencing from 10th May, 2019, not be liable to retire by rotation.

RESOLVED FURTHER THAT any one Director / Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item no. 8

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

"RESOLVED THAT in compliance with and subject to the provisions of the Companies Act, 2013 and the rules framed thereunder and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into loan contracts / arrangements / transactions (deemed to be "Material" Related Party Transactions) with the entities / qualified corporate bodies from time to time, within the overall limit prescribed as listed in the explanatory statement hereto.

RESOLVED FURTHER THAT the aforesaid authorization shall be deemed to include / shall extend to all such transactions deemed as "Material" Related Party Transactions" consequent to orders of any Court, Tribunal, Regulatory Agency, etc. acting under authority of law.

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

RESOLVED FURTHER THAT the Board is hereby authorized to delegate all or any of its powers conferred by the above resolutions to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

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

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

Place: Kolkata
Date: 10th May, 2019

NOTES FOR MEMBERS' ATTENTION

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. 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 as proxy and such person cannot act as a proxy for any other person or member.
3. 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 Annual General Meeting (AGM). 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.
4. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the AGM as set out in the Notice, is annexed hereto.
6. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) and the relevant provisions of the Companies Act, 2013, the Record Date fixed for the purpose of the Dividend entitlement is Wednesday, 21st August, 2019.
7. The Dividend for the financial year ended 31st March, 2019, as recommended by the Board, if approved at the AGM, will be paid on or after 27th August, 2019 to those members whose name appears in the Register of Members of the Company as on the Record Date.
8. Pursuant to provisions of Section 124(5) of the Companies Act, 2013, dividends which remains unclaimed / un-encashed for a period of 7 years is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government established under Sub-section (1) of Section 125 of the Companies Act, 2013. Therefore, members who have not encashed their dividend for the financial year 2011-12 to 2017-18 should lodge their request for the same with the Company's Registrar and Transfer Agent (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 7 consecutive years to the demat account of IEPF Authority. In accordance with the aforesaid IEPF Rules, the Company after sending notices to all the 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 the members whose shares have been transferred to the IEPF Authority is available on the website of the Company at www.silinvestments.in. Hence, the Company urges all the members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 31st August, 2018 (date of last AGM) are available on the website of the Company www.silinvestments.in. The members whose dividend / shares are transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund procedure as detailed on the website of the IEPF Authority <http://www.iepf.gov.in/>.
9. As per Regulation 40 of Listing Regulations, 2015, transfer of securities will not be processed unless the securities are held in the dematerialized form with a depository.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per SEBI Circular.
10. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account

Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. The said details will also be required in the following cases viz. deletion of name, transmission of shares and transposition of shares.

Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

11. 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 along with a photocopy of a leaf of their cheque book bearing bank account number, on or before 14th August, 2019. 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 business on 14th August, 2019. The said details in respect of shares held in physical form should be sent to the Company/RTA for appropriate action.
12. Members of the Company had approved the appointment of M/s. JKVS & Co. (formerly known as M/s. Jitendra K. Agarwal & Associates), Chartered Accountants, as the Statutory Auditors at the Eighty Third AGM of the Company which is valid till the Eighty Eight AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.
13. Particulars pursuant to Regulation 36(3) of Listing Regulations, 2015, in respect of Directors being re-appointed / appointed are annexed hereto to this notice.
14. Electronic copy of the Notice of the 85th AGM of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance

Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participant(s) and physical copy is being sent to those members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter at the AGM.

15. Members are requested to send all their documents and communications pertaining to shares to Link Intime India Pvt. Ltd., RTA of the Company at their address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, Telephone No. 022 - 4918 6000, rnt.helpdesk@linkintime.co.in, for shares held in physical and demat form. Please quote on all such correspondence - "Unit - SIL Investments Limited".
16. Members are requested:
 - a. To bring their copies of Annual Report and Notice at the meeting, if received physically and those who have received the Annual Report and Notice in electronic mode may request the same at the registration counter at the AGM.
 - 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 about 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.
17. The route map for easy location of the venue of AGM is attached with the Notice. The Notice of AGM (including the route map) and Annual Report 2018-19 will be available on the website of the Company at www.silinvestments.in
18. No Gifts in AGM

The members may kindly note that no gifts, gift coupons or any benefit in lieu of gifts, will be distributed at or in connection with the AGM.

19. The instructions and other information relating to voting through Electronic Means is given here under:

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations, 2015, 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 facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting and who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 19th August, 2019 (9:00 am) and ends on 21st August, 2019 (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 14th August, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting is as under:
Step 1:
 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password 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 e-services 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 :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| 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. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.
 - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home Page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-voting as the voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mihenhalani@gmail.com with a copy marked to evoting@nsdl.co.in.
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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

4. 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).
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14th August, 2019.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after 19th July, 2019 i.e. the BENPOS date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 14th August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ashok.sherugar@linkintime.co.in
- VIII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. Mr. Mihen Halani of M/s. Mihen Halani & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process to ensure it is conducted in a fair and transparent manner.
- X. The Chairman at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper / Polling Paper" for all those members who are present at the AGM and who have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.silinvestments.in and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchanges where the shares of the Company are listed.

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

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

Place: Kolkata
Date: 10th May, 2019

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

The following statement sets out all material facts relating to item nos. 5 to 8 mentioned in the accompanying Notice.

Item No. 5

The members of the Company upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors had appointed Mr. Brij Mohan Agarwal as an Executive Director (designated as Director-in-Charge) of the Company for a period of 3 (three) years from 31st March, 2016 to 30th March, 2019. The Board of Directors at its meeting held on 06th February, 2019 upon recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Brij Mohan Agarwal as an "Executive Director" (designated as "Director-in-Charge") of the Company for a period of 3 (three) years commencing from 31st March, 2019 in accordance with the provisions laid down in Section 196, 197 and Schedule V of the Companies Act, 2013 (the Act) subject to the approval of the members of the Company.

Mr. Brij Mohan Agarwal, is a Commerce Graduate and also a M.B.A in Finance. Considering his qualification and wide experience, the re-appointment of Mr. Brij Mohan Agarwal will be in the best interest of the Company.

Mr. Brij Mohan Agarwal satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Act for being eligible to be appointed as an Executive Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The disclosure under Regulation 36(3) of the Listing Regulations, 2015 is set out in the Annexure to the Explanatory Statement.

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

Mr. Brij Mohan Agarwal shall not be liable to retire by rotation as a Director.

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

The Board of Directors of your Company recommends the special resolution set out in item no. 5 for approval of the members.

Save and except Mr. Brij Mohan Agarwal none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested, in the proposed resolution.

Item No. 6

As per the provisions of Sections 149, 152 and Schedule IV of the Act read with the relevant Rules thereunder as amended, the Company had appointed Mr. Sanjay Goenka as an Independent Director at the Annual General Meeting of the Company held on 23rd August, 2014 for a term of five consecutive years. The appointment was effective from 23rd August, 2014.

Mr. Goenka will be completing his first term of appointment on 22nd August, 2019. He is eligible for re-appointment for another term of five consecutive years subject to approval of the members by way of a special resolution.

Mr. Goenka has consented to his re-appointment and confirmed that he is not disqualified for re-appointment as an Independent Director.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Mr. Goenka, has recommended re-appointment of Mr. Goenka as Independent Director of the Company for a second term of 5 (five) consecutive years.

The Board, based on the performance evaluation of Mr. Goenka and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Goenka will be beneficial to the Company.

In terms of Section 149 and other applicable provisions of the Act, it is proposed to re-appoint Mr. Goenka as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years.

The Company has received a declaration from Mr. Goenka confirming that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and as per

Listing Regulations, 2015. In the opinion of the Board, he fulfills the conditions for re-appointment as an Independent Director and he is independent of the Management.

The disclosure under Regulation 36(3) of the Listing Regulations, 2015 is set out in the Annexure to the Explanatory Statement.

A copy of the draft letter for appointment of Mr. Goenka setting out the terms and conditions of his re-appointment will be available for inspection by the members at the Registered Office of the Company during office hours on all working days till the date of the Annual General Meeting.

The Board of Directors of your Company recommends the special resolution set out in item no. 6 for approval of the members.

Save and except Mr. Goenka none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested, in the proposed resolution.

Item No. 7

Mr. Shrikant Mantri was appointed as an Additional Director (Independent) at the Board meeting held on 10th May, 2019. Pursuant to the provisions of Section 160 of the Act, Mr. Mantri holds office as an Additional Director up to the date of the next Annual General Meeting. Notice as per the provision of Section 160 of the Act has been received in writing from the member proposing the candidature of Mr. Mantri for the office of the Director (Independent) of the Company.

The Company has received a declaration from Mr. Mantri confirming that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and Listing Regulations, 2015.

Mr. Mantri is the founder and Group Chairman of GPSK Investment Group. He has experience of about forty years in the securities market, commodities market and other businesses.

Having regard to his background and wide experience, the appointment of Mr. Mantri will be in the best interest of the Company.

In the opinion of the Board, Mr. Mantri fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. It is proposed to appoint Mr. Mantri for a term of 5 (five) consecutive years w.e.f 10th May, 2019 and he shall not be liable to retire by rotation.

The disclosure under Regulation 36(3) of the Listing Regulations, 2015 is set out in the Annexure to the Explanatory Statement.

A copy of the draft letter for appointment of Mr. Mantri setting out the terms and conditions of his appointment will be available for inspection by the members at the Registered Office of the Company during office hours on all working days till the date of the Annual General Meeting.

The Board of Directors of your Company recommends the special resolution set out in item no. 7 for approval of the members.

Save and except Mr. Mantri none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested, in the proposed resolution.

Item No. 8

As per Regulation 23 of the Listing Regulations, 2015 and Section 184 of the Act, all material related party transactions require approval of the members through an ordinary resolution.

Your Company, is a Non-Banking Financial Company (NBFC) (Investment Category), registered with Reserve Bank of India and is also listed on the Stock Exchanges. The core business of the Company is investment and lending of funds by way of Inter Corporate Deposits.

A substantial portion of the revenue generated by the Company is from dividend and interest income. A list of entities who may come in the ambit of "Related Parties" from amongst the Qualified Bodies Corporate ("QBCs") to whom the Company lends its funds (either own or borrowed), is given below along with the relative ceiling limits as fixed by the Board:

| Sr. No. | Name of Companies | Limits/ Amounts (Rs. in crore) |
|----------------|--|---------------------------------------|
| 1. | Avadh Sugar & Energy Limited | 50.00 |
| 2. | Magadh Sugar & Energy Limited | 50.00 |
| 3. | SCM Investments & Trading Company Limited | 20.00 |
| 4. | RTM Investments & Trading Company Limited | 38.00 |
| 5. | Champaran Marketing Company Limited | 20.00 |
| 6. | Hargaon Investment & Trading Company Limited | 20.00 |
| 7. | Sutlej Textiles and Industries Limited | 20.00 |

| Sr. No. | Name of Companies | Limits/ Amounts (Rs. in crore) |
|----------------|---|---------------------------------------|
| 8. | Uttar Pradesh Trading Company Limited | 20.00 |
| 9. | Yashovardhan Investment & Trading Company Limited | 20.00 |

(The overall ceiling on the inter corporate loans / deposits by the Company to all parties taken together, inclusive of list above, is currently Rs. 200 crore)

The Company advances loans to various QBCs (including the aforesaid QBCs) in the ordinary course of its business and on an arms-length basis and on known parameters. The advance of loans to the above QBC's may however, come under the ambit of Material Related Party Transactions according to the Listing Regulations, 2015 and applicable provisions of the Act.

SEBI has prescribed that all Related Party Transactions shall require prior approval of the Audit Committee and all Material Transactions with Related Parties shall require approval of the members of the Company through ordinary resolution and the related parties shall abstain from voting on the resolutions. "Material Transaction" means any transaction entered either

individually or taken together with previous transactions during a financial year, exceeding ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The approval of the members is sought for transactions that may be entered into from time to time, with the Related Parties as stated above and on terms and conditions as approved by the Audit Committee and the Board. The transactions shall invariably be in the "ordinary course of business" and on "arm's length basis".

The Board of Directors of your Company recommends the resolution set out in item no. 8 for approval of the members.

Save and except Mr. C. S. Nopany and Mrs. Shalini Nopany, none of the other directors, key managerial personnel of the Company or their relatives are concerned or interested, in the proposed resolution.

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

Lokesh Gandhi

Company Secretary and
Compliance Officer
Membership No.: F9053

Place: Kolkata
Date: 10th May, 2019

ANNEXURE

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

| | | |
|---|---|---|
| Particulars | Mr. C. S. Nopany | Mr. Brij Mohan Agarwal |
| Designation | Non-Executive Chairman | Executive Director |
| Age | 53 years | 48 years |
| DIN No. | 00014587 | 03101758 |
| Date of appointment | 18 th June, 1993 | 31 st March, 2016 |
| Qualification | CA, Masters Degree in Science of Industrial Administration from Carnegie Mellon University, Pittsburgh, USA. | B.Com., M.B.A. |
| Expertise in specific functional areas | 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. | Mr. Brij Mohan Agarwal has several years of experience in the management of NBFC companies. |
| Directorships held in other public companies (excluding foreign companies) | <ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited 2. Sutlej Textiles And Industries Limited 3. New India Retailing & Investment Limited 4. Yashovardhan Investment & Trading Company Limited 5. Ronson Traders Limited 6. Magadh Sugar & Energy Limited 7. Avadh Sugar & Energy Limited 8. Ganges Securities Limited | <ol style="list-style-type: none"> 1. Moon Corporation Ltd. 2. Ronson Traders Ltd. 3. RTM Investment & Trading Co. Ltd. 4. OSM Investment & Trading Co. Ltd. 5. SCM Investment & Trading Co. Ltd. 6. Sidh Enterprises Ltd. 7. Allahabad Canning Ltd. |
| Memberships / Chairmanships of Committees of other Indian public companies | <p>Stakeholders Relationship Committee:</p> <ol style="list-style-type: none"> 1. Ronson Traders Ltd. - Chairman <p>Nomination & Remuneration Committee:</p> <ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited - Member <p>Corporate Social Responsibility Committee:</p> <ol style="list-style-type: none"> 1. Chambal Fertilizers & Chemicals Limited - Chairman 2. Magadh Sugar & Energy Limited - Chairman | <p>Audit Committee:</p> <ol style="list-style-type: none"> 1. Sidh Enterprises Ltd. - Member 2. Ronson Traders Ltd.- Member 3. Allahabad Canning Ltd. - Member |

| | | |
|--|---|---|
| Particulars | Mr. C. S. Nopany | Mr. Brij Mohan Agarwal |
| Number of Shares held in the Company | 1,209 | Nil |
| Inter-se relationships between Directors | Spouse of Mrs. Shalini Nopany. | Mr. Brij Mohan Agarwal is not related to any other Director. |
| No. of Board meetings attended during the financial year 2018-19 | 4 of 5 | 4 of 5 |
| Details of Remuneration last drawn (Rs.) (including sitting fees) | Rs. 85,000/- | Rs. 50,000/- |
| Terms and conditions of appointment / re-appointment | Mr. C. S. Nopany is proposed to be re-appointed as a Director of the Company and is liable to retire by rotation. | Mr. Brij Mohan Agarwal is proposed to be re-appointed as an Executive Director (Designated as Director-in-Charge), for a period of 3 (three) years. |
| Details of proposed remuneration | As per existing terms and conditions and in accordance with the provisions of Companies Act, 2013. | As per existing terms and conditions and in accordance with the provisions of Companies Act, 2013. |

| | | |
|---|--|--|
| Particulars | Mr. Sanjay Goenka | Mr. Shrikant Mantri |
| Designation | Independent Director | Independent Director |
| Age | 53 years | 66 years |
| DIN No. | 00420444 | 01240147 |
| Date of appointment | 24 th July, 2006 | 10 th May, 2019 |
| Qualification | B.Com. | B.Com. (Hons.) |
| Expertise in specific functional areas | Involved in Stock Market operations. | He is the Founder and Group Chairman of GPSK Investment Group. He has experience of about forty years in the securities market, commodities market and other businesses. |
| Directorships held in other public companies (excluding foreign companies) | RTM Investment and Trading Company Limited. | New India Retailing & Investment Limited |
| Memberships / Chairmanships of Committees of other Indian public companies | Nil | Audit Committee - New India Retailing & Investment Limited - Member |
| Number of Shares held in the Company | Nil | Nil |
| Inter-se relationships between Directors | Mr. Sanjay Goenka is not related to any other Director. | Mr. Shrikant Mantri is not related to any other Director. |
| No. of Board meetings attended during the financial year 2018-19 | 5 of 5 | N.A. |
| Details of Remuneration last drawn (Rs.) (including sitting fees) | Rs. 1,15,000/- | N.A. |
| Terms and conditions of appointment / re-appointment | Mr. Sanjay Goenka is proposed to be re-appointed as an Independent Director. | Mr. Shrikant Mantri is proposed to be appointed as an Independent Director. |
| Details of proposed remuneration | As per existing terms and conditions and in accordance with the provisions of Companies Act, 2013. | As per existing terms and conditions and in accordance with the provisions of Companies Act, 2013. |

CIN: (L17301RJ1934PLC002761)

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

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

[illegible]

Signature of the First Holder

Name of the First holder

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

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

Bank Stamp:

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.

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 - Form No. MGT-11]



CIN : **L1730RJ1934PLC002761**
Name of the Company : **SIL INVESTMENTS LIMITED**
Registered Office : **PACHPAHAR ROAD, BHAWANIMANDI - 326 502 (RAJASTHAN)**

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

* Applicable for members holding shares in electronic form.

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighty Fifth Annual General Meeting of the Company, to be held on Thursday, 22nd August, 2019 at 11:00 a.m. at the Registered Office at Pachpahar Road, Bhawanimandi - 326 502 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Name : _____ Address : _____

E-mail ID : _____ Signature _____

or failing him / her

2. Name : _____ Address : _____

E-mail ID : _____ Signature _____

or failing him / her

3. Name : _____ Address : _____

E-mail ID : _____ Signature _____

**I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

| Sr. No. | Resolutions | Vote | |
|-------------------|---|------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | Adoption of Standalone Audited Financial Statements for the year ended 31 st March, 2019. | | |
| 2. | Adoption of Consolidated Audited Financial Statements for the year ended 31 st March, 2019. | | |
| 3. | Declaration of Dividend. | | |
| 4. | Re-appointment of Mr. C. S. Nopany as a Director, who retires by rotation. | | |
| Special Business | | | |
| 5. | Re-appointment of Mr. Brij Mohan Agarwal as Executive Director. | | |
| 6. | Re-appointment of Mr. Sanjay Goenka as an Independent Director. | | |
| 7. | Appointment of Mr. Shrikant Mantri as an Independent Director. | | |
| 8. | Power to enter into loan contracts / arrangements / transactions (deemed to be material related party transactions) with the entities / qualified corporate bodies within the overall limit prescribed. | | |

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this _____ day of _____ 2019.

Signature of Member : _____

Signature of Proxy holder (s) : _____

Affix ₹ 1
Revenue
Stamp

Notes:

1. The Proxy to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

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

10th May, 2019

Dear Member,

Sub: Green Initiative in Corporate Governance

As a responsible Corporate Citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India (MCA).

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

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

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

Link Intime India Private Limited

C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai- 400083
Email ID: rnt.helpdesk@linkintime.co.in
Telephone No. 022 - 4918 6000

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

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

We strongly urge you to support this 'Green Initiative' and opt for electronic mode of communication by advising your email ID to your DP / RTA / the Company.

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

Thanking you

Yours truly,

For **SIL Investments Limited**

Lokesh Gandhi

Company Secretary and Compliance Officer

Membership No.: F9053

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

85th Annual General Meeting

ATTENDANCE SLIP

(Please bring this attendance slip to the meeting hall and hand it over at the entrance)

(Only Shareholders or Proxies will be allowed to attend the meeting)

Sr. No.:

| | |
|--|---|
| Name and Address of the Member | : |
| | |
| Name(s) of the Joint Member(s) if any | : |
| | |
| Registered Folio No. / DP ID No. & Client ID | : |
| | |
| Number of Shares held | : |
| | |
| Name of the Proxy / Representative, if any | : |
| | |

I / We hereby record my / our presence at the Eighty Fifth Annual General Meeting of the Company being held on Thursday, the 22nd August, 2019 at 11.00 a.m. at the Registered Office of the Company at Pachpahar Road, Bhawanimandi - 326 502, Rajasthan.

Signature of Member(s) 1. _____

2. _____

Signature of Proxy holder _____

Note: Members attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

— ✂ — — — — — — — — — — ✂ —

ELECTRONIC VOTING PARTICULARS

| EVEN (e-voting event number) | User ID | Password / PIN |
|-------------------------------------|----------------|-----------------------|
| | | |

Note: Please read the instructions for voting through electronic means printed in the Notice of the Eighty Fifth Annual General Meeting dated 10th May, 2019. The voting period starts from 09.00 a.m. on 19th August, 2019 and ends at 05.00 p.m. on 21st August, 2019.