



SILVERPOINT INFRA TECH LIMITED

CIN: L45400WB1997PLC083457

**"ANANTA BHAVAN", 94 VIVEKANAND NAGAR, ANDUL ROAD,
PO : PODRAH, NEAR WEST BANK HOSPITAL, 3RD FLOOR, ROOM NO. 301,**

EMAIL: info@silverpointinfratech.com

WEBSITE: www.silverpointinfratech.com

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

TO THE MEMBERS OF THE COMPANY

Notice is hereby given pursuant to Section 110 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 as amended including any statutory modification or re - enactment thereof for the time being in force, that the Company is seeking consent of its members for the below mentioned resolution by way of Postal Ballot which includes voting by electronic means.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts concerning each item and reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Company has appointed vide resolution dated September 3, 2015 Mr. Asit Kumar Labh, (C.P No.14664) Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at the Company's Registered Office at "Ananta Bhavan", 94 Vivekanand Nagar, PO : Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No.301 Howrah 711 109 on or before 05.00 P.M. on Saturday, October 3, 2015.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter the results of the postal ballot would be announced by the Managing Director or the Company Secretary of the Company on Monday, 5th October, 2015 at the Registered Office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the scrutinizer's report on the Company's website viz. www.silverpointinfratech.com.

The Company has also extended e-voting facility as an alternate for its members holding shares

either in physical form or in dematerialized form as on the cut-off date (record date) of 28th August, 2015 from September 04, 2015 to October 03, 2015 to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Resolution, if approved, will be taken as passed effectively on the date of declaration of the results.

Item of Business requiring consent of shareholders through Postal Ballot:

1. Migrate Company's present listing from BSE SME Segment to the Main Board of BSE Limited

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

"RESOLVED THAT pursuant to provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing from BSE SME Platform to the Main Board of BSE Limited.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from BSE SME Platform to the Main Board of BSE Limited.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

For & On behalf of the Board

Silverpoint Infratech Limited

Sd/-

**Sanjay Kumar Drolia
(Managing Director)**

Din : 00538256

Place : Howrah

Date : 3rd September, 2015

NOTES:

- 1) The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 is appended herein below.
- 2) The Company has appointed Mr. Asit Kumar Labh, (C.P No.14664) Practicing Company Secretary, to act as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 3) Only a shareholder who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. Voting rights of every shareholder shall be reckoned on the paid up value of shares whose name shall appear in the Register of Members as on 28th August, 2015 and any recipient of this Notice who has no voting right as on the aforesaid date shall treat the same as intimation only.
- 4) Postal Ballot Form and prepaid envelope are enclosed.
- 5) Copy of relevant documents referred in this notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays between 11: 00 A. M and 2 : 00 P. M up to the date of declaration of the results of Postal Ballot.

Voting Through Electronic Means

- 6) In compliance with Clause 35B of the Listing Agreement, provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
- 7) E-voting is optional.

INSTRUCTIONS FOR E-VOTING: Members are requested to follow the instructions below to cast their vote through e-voting:

- a. User ID and Password for e-voting is provided in the table given on the face of this annexure to Postal Ballot Notice. Please note that the Password is an Initial Password.
- b. Launch the internet browser by typing the following <https://www.evoting.nsdl.com/>
- c. Click on "Shareholder-Login:
- d. Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- e. If you are logging in for the first time, Password Change Menu appears. Change the

Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e- voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.

- f. Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
- g. Select "EVEN (E-Voting Event Number)" of Silverpoint Infratech Limited. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- h. Now you are ready for "e-voting" as "Cast Vote" Page opens. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- i. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : asit.labh1@gmail.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company's email ID: info@silverpointinfratech.com
- j. Once the vote on a resolution is cast by the shareholder he/she shall not be allowed to change it subsequently.
- k. The Voting Period commences on 10.00 A.M on Friday, 4th September, 2015 and ends at 5.00 P.M on Saturday, 3rd October, 2015.

Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at asit.labh1@gmail.com with a copy marked to evoting@nsdl.co.in on or before 3rd October, 2015, up to 5:00 P.M. without which the vote shall not be treated as valid.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 28th August, 2015.

Mr. Asit Kumar Labh, Practicing Company Secretary (CP - 14664) of Kolkata has been appointed as the Scrutinizer to conduct the entire postal ballot process in a fair and transparent manner.

The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 28th August, 2015. . The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

Members are hereby informed that the votes cast electronically shall be treated as final, in case, votes are cast by any member through both the modes, i.e., electronically as well as by exercising the votes vide postal ballot forms.

The Scrutinizer's decision on the validity of the vote shall be final and binding. The scrutinizer, after completion of the scrutiny, will submit his report to the Chairman and the results of the postal ballot will be declared at the Registered Office of the Company by Monday, 5th October, 2015. The results declared along with the Scrutinizer's Report shall be placed on the website of NSDL within two (2) days of declaration of the Result and will be communicated to the Stock Exchanges where the Company's Shares are Listed, i.e. Bombay Stock Exchange Ltd.

The resolution proposed shall be deemed to be passed on the date of the declaration of the result of the postal ballot, as mentioned here-in-above.

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**Item No. 1:**

Silverpoint Infratech Limited was originally incorporated on March 18, 1997 as Silverpoint Marketing Private Limited with the Registrar of Companies, West Bengal. The name of our Company changed from Silverpoint Marketing Private Limited to Silverpoint Infratech Private Limited on April 17, 2008. Thereafter our Company was converted into a public limited company under the Companies Act, 1956 and the name of our Company was changed to its present name "Silverpoint Infratech Limited" pursuant to fresh certificate of incorporation consequent upon change of name on conversion to public limited company dated April 30, 2008 issued by Registrar of Companies, West Bengal. The Company got listed on 28th Day of August 2013 at BSE SME platform. The Corporate Identification Number of our Company is L45400WB1997PLC083457.

The Company has been listed and traded on the BSE SME Platform for a more than two years and hence eligible to migrate to the Main Board as per the guidelines specified by SEBI vide their circular dated 18th May, 2010 and as per the procedures laid down under Chapter XB of SEBI ICDR Regulations, 2009.

Also listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The members are, therefore, requested to accord their approval for the purpose migration of the Company's present listing from BSE SME Segment to Main Board of BSE Limited as set out in the resolution.

Presently the Company is engaged in Construction & Engineering. However, for the purpose of diversification and expansion of business and better future prospects of the Company, the Board of Directors of the Company in its Board meeting held on Thursday, 3rd September, 2015 approves to migrate the listing status of its shares from BSE SME Segment to Main Board of BSE Limited which requires shareholders consent.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through Postal Ballot under Section 110 of the Companies Act, 2013.

For & On behalf of the Board

Silverpoint Infratech Limited

Place : Howrah
Date : 3rd September, 2015

Sd/-
Sanjay Kumar Drolia
(Managing Director)
Din : 00538256



SILVERPOINT INFRATECH LIMITED

CIN : L45400WB1997PLC083457

Regd. Office : "Ananta Bhavan", 94 Vivekanand Nagar, PO : Podrah, Andul Road,
Near West Bank Hospital, 3rd Floor, R.No.301 Howrah 711109

POSTAL BALLOT FORM

1. Name(s) of Shareholders (s)(in block letters including joint holders, if any) :

2. Registered address of the sole / first named shareholder :

3. Registered Folio No. (for those holding physical shares) :

4. DP ID No. and Client ID No (for those holding shares in dematerialized form) :

5. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Brief Particulars of Resolution	No. of Shares	For (I/we assent to the resolution)	Against (I/we dissent to the resolution)
1.	Resolution for migration of the Company's present listing from BSE SME Platform to Main Board of BSE Limited.			

Place: Date :

Signature of the Shareholder/
Authorized representative

E-VOTING INFORMATION

EVEN (E-Voting Event Number)	User Id	Password

Note:

- Please read the instructions printed overleaf carefully before exercising the vote.
- Last date for receipt of Postal ballot Forms by Scrutinizer is Saturday, 3rd October, 2015.

INSTRUCTIONS

GENERAL INFORMATION

1. Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer. Mr. Asit Kumar Labh, (C.P No.14664), Practising Company Secretary at 40 Weston Street, 3rd Floor, Kolkata- 700 013. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Form should be completed and signed by the Shareholder(s) (as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL). In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
4. Duly Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours at 5.00 P.M on Saturday, 3rd October, 2015. Postal Ballot Forms received thereafter will be considered invalid.
5. There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders. Proxy shall not exercise the postal ballot.
6. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc) the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization letter, with the specimen signature(s) of the authorised signatory(ies) duly attested.
7. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned.
 - b. If member's signature does not tally,
 - c. If the member has marked both in favour and also against in the ballot paper,
 - d. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
8. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars - CB Management Services Private Limited having Registered Office at P-22 Bondel Road, Kolkata -700 019 or to the e-mail ID: rta@cbmsl.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of 05.00 P.M on Saturday, 3rd October, 2015.
9. Voting rights shall be reckoned on the paid up Value of shares registered in the name of the shareholders as on 28th August, 2015.

10. Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot as mentioned above) along with the Postal Ballot Form in the enclosed self-addressed postage pre- paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer and the Company will not be able to act on the same.
11. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e- voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e- voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
12. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
13. The Company is pleased to provide e-voting facility as an alternate, for all Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional.
14. The date of declaration of the result i.e. 5th October, 2015 shall be the effective date of passing the Special resolution.