



SILVERPOINT INFRATECH LIMITED

CIN : L45400WB1997PLC083457

Registered Office : "Ananta Bhavan", 94 Vivekanand Nagar, Andul Road,

PO : Podrah, Near West Bank Hospital, 3rd Floor, Room No. 301,

Contact No. 91 82320 62881; E-mail: info@silverpointinfratech.com

Website: www.silverpointinfratech.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of Silverpoint Infratech Limited will be held on Thursday, March 30, 2017 at "Ananta Bhavan", 94 Vivekanand Nagar, P.O : Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No.301, Howrah -711 109 at 9.30 A.M to transact the following business :

SPECIAL BUSINESS:

1. To approve Re-appointment of Mr. Sanjay Kumar Drolia (Din: 00538256) as Managing Director of the Company.

"RESOLVED THAT pursuant to recommendation of Nomination & Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sanjay Kumar Drolia (DIN : 00538256) as Managing Director of the Company with effect from April 01, 2016 to March 31, 2021, as well as the payment of salary, commission and perquisites (herein referred to as "remuneration"), upon the terms and conditions as set out in the Explanatory Statement annexed to this Notice, and as enumerated in the Agreement dated March 18, 2016, a copy whereof, initialled by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved with liberty to the Board/Nomination & Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board/ Nomination & Remuneration Committee and Mr. Sanjay Kumar Drolia.



RESOLVED FURTHER THAT the remuneration payable to Mr. Sanjay Kumar Drolia, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

RESOLVED FURTHER THAT in event of no profit or inadequacy of profits, in any financial year, during the currency of term of Mr. Sanjay Kumar Drolia, the Company shall pay Mr. Sanjay Kumar Drolia, the existing remuneration as minimum remuneration in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT Ms. Nikita Rateria, Company Secretary and / or any other Director of the Company be and is hereby authorized to file requisite e-form with the Ministry of Corporate Affairs and do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution.”

**For & On behalf of the Board
Silverpoint Infratech Limited**

Sd/-

**Nikita Rateria
(Company Secretary)
M No. 36115**

**Place : Howrah
Date : February 13, 2017**

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.
- 3) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA - ORDINARY GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED, DULY COMPLETED AND SIGNED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith.**
- 4) Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Registered Office of the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 5) Members are requested to fill-in and sign the attendance slip and hand it over at the entrance at the venue.
- 6) 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 upto the date of the Extra-ordinary General Meeting.
- 7) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- 8) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 9) SEBI has made it mandatory for every participant in Capital Market to furnish Income Tax Permanent



Account Number (PAN). Accordingly, all members holding shares in Physical form are also requested to submit self-attested copy of PAN (both sides) to the Registrar & Share Transfer Agents.

10) Members / Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting.

11) Members desiring any information on accounts are advised to write to the Company at least seven days before the Meeting to enable the Management to keep the information ready at the Meeting.

12) The Registers of Members and other documents related to the items mentioned in the Notice is being placed at the Meeting.

13) Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members.

The same has been posted on the website of the Company www.silverpointinfratech.com

14) In accordance with Section 20 of the Companies Act, 2013, service of documents on members by a Company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Notice has been sent to members having E-mail id registered with the Company unless any member has requested for a hard copy of the same.

15) Information about the Directors to be re-appointed at the Extra-Ordinary General Meeting as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :-

Name of Director :	Mr. Sanjay Kumar Drolia
Date of Birth & Age :	16/09/1965 & 51 years
Nationality :	Indian
Date of re-appointment on the	March 18, 2016
Qualification :	Higher Secondary
Expertise in Specific function areas :	His core Competencies includes expertise in finance, & Accounts, Internal Management, Risk Management, and Corporate Governance.
List of Directorship Held in other Companies :	<p>Moonlike Promoters private Limited</p> <p>Lord Tradelink Private Limited</p> <p>Boom Vyapaar Private Limited</p> <p>Durga Futuristics Private Limited</p> <p>SSP Advisory Private Limited</p> <p>Viable Impex Private Limited</p> <p>Saffron Vinimay Private Limited</p> <p>Shivmangal Commercial Private Limited</p> <p>Ahimsa Vyapaar Private Limited</p>
Membership/ Chairmanship of	Nil
Number of shares held by Director in the Company	10000
Director Identification Number (Din)	00538256

Voting Through Electronic Means :-

- 1) In compliance with Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, provisions of Section 108 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.
- 2) 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 9.00 A.M on Monday, 27th March, 2017 and ends at 5.00 P.M on Wednesday, 29th March, 2017.

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 29th March, 2017, 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 23rd March, 2017.

Mr. Asit Kumar Labh, Practicing Company Secretary (CP No. 14664) of Kolkata has been appointed as the Scrutinizer to conduct the entire E-voting and physical ballot process at the venue of the meeting 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 23rd March, 2017. 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 facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote E-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

Mr. Asit Kumar Labh, Practicing Company Secretary, (CP No. : 14664) has been appointed as the Scrutinizer to scrutinize the remote E-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.silverpointinfratech.com and on the website of NSDL. The same will be communicated to the Stock Exchange where the shares of the Company are listed, i.e. The Bombay Stock Exchange Limited.

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:

Mr. Sanjay Kumar Drolia, who was appointed as a Managing Director by the members to hold office upto March 31, 2016 and hence continuation of his employment as Managing Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no Company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time Director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Keeping in view that Mr. Sanjay Kumar Drolia has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Sanjay Kumar Drolia as a Managing Director of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on March 18, 2016 approving re-appointment of Mr. Sanjay Kumar Drolia, as a Managing Director (of the Company for a further period of five years with effect from April 01, 2016 to March 31, 2021. This is subject to the approval of the shareholders at this Extra-Ordinary General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Sanjay Kumar Drolia and the salient features of the re-appointment as enumerated in the agreement dated March 18, 2016 are given below:

- i. Salary: 75,000/- per month which is eligible for revision on a date to be determined by the Nomination & Remuneration Committee.

Perquisites :

The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary and commission mentioned above :

- a) **Medical Expenses :** Medical expenses incurred in India or outside by Mr. Sanjay Kumar Drolia or his family will be reimbursed by the Company, subject to a ceiling of Rs. 15000/- (Rupees Fifteen thousand only).
- (b) **Club Fees :** Fees of club, subject to a maximum of one club, excluding admission fee and life membership fee, shall be borne by the Company.
- (c) **Annual Leave:** Mr. Sanjay Kumar Drolia shall be entitled to 30 days annual leave with pay for every completed service of eleven months.
- (d) **Leave Travel Allowance:** Leave travel expenses incurred by Mr. Sanjay Kumar Drolia and his family, once in a year, in accordance with the rules of the Company.
- (e) **Annual bonus, provident fund, gratuity, leave encashment of un-availed leave and superannuation** will be given as per the rules of the Company.
- (f) **Telephone:** The Company shall provide free mobile to him. The mobile charges shall be borne by the Company at actual, however, personal long distance calls will be billed to Mr. Sanjay Kumar Drolia.
- (g) **Entertainment Expenses:** The Company shall reimburse actual entertainment expenses incurred by the Managing Director in connection with the Company's business.
- (h) **Credit card entrance and subscription fees:** The Company shall reimburse the amount paid by Mr. Sanjay Kumar Drolia on entrance fees and subscription fees of Indian & foreign credit card facilities.
- (i) **Travelling Expenses:** The Company shall reimburse traveling expenses incurred by Mr. Sanjay Kumar Drolia in connection with the Company's business.
- (j) **Other Expenses:** The Company shall reimburse all reasonable expenses incurred by Mr. Sanjay Kumar Drolia during performance of his duties and in connection with the Company's business.

Other terms and conditions:

(i) In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.

(ii) "Family" means the spouse and dependent children of Mr. Sanjay Kumar Drolia.



(iii) No sitting fees shall be paid to the Chairman for attending the meetings of the Board of Directors or Committees thereof.

(iv) The Managing Director shall be liable to retire by rotation.

The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director, for the approval of the shareholders of the Company.

The appointment of Mr. Drolia is appropriate and in the best interest of the Company. Thus, the Board of Directors recommends the resolution set out at Item no.1 of the notice for your approval.

Except, Mr. Sanjay Kumar Drolia, no Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution relating to appointment of Mr. Sanjay Kumar Drolia.

**For & On behalf of the Board
Silverpoint Infratech Limited**

Sd/-

**Nikita Rateria
(Company Secretary)
M No. 36115**

**Place : Howrah
Date : February 13, 2017**



Silverpoint Infratech Limited

Registered Address: "Ananta Bhavan", 94 Vivekanand Nagar, PO: Podrah,
Andul Road, 3rd Floor, R.No.301, Howrah - 711 109

CIN No.: L45400WB1997PLC083457, Contact No. 91 82320 62881

Email Id : info@silverpointinfratech.com

Website : www.silverpointinfratech.com

ATTENDANCE SLIP

Extra-Ordinary General Meeting on Thursday March 30, 2017 at "Ananta Bhavan", 94 Vivekanand Nagar, PO:
Podrah, Andul Road, 3rd Floor, R.No.301, Howrah - 711 109

Folio No. : _____	Client ID No. : _____	DP ID No. : _____
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Name of the attending Member / Proxy _____

I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company to be held on
March 30, 2017 at 9.30 A.M.

Member's / Proxy's Signature

NOTES :

1. Only Member/ Proxy holder can attend the Meeting.
 2. Please complete the Folio/ DP ID Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
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PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN : L45400WB1997PLC083457

Name of the Company: Silverpoint Infratech Limited

Registered Office : "Ananta Bhavan", 94 Vivekanand Nagar, PO : Podrah Andul Road, Near West Bank Hospital, 3rd Floor, R.No.301, Howrah – 711 109

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No. / Client Id :	
DP ID :	

I/We, being the member(s) of shares of the above named Company, hereby appoint

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: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of



the Company, to be held on Thursday, March 30, 2017 at 9:30 A.M at the Registered Office of the Company at : "Ananta Bhavan", 94 Vivekanand Nagar , PO : Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No.301, Howrah – 711 109, and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business :	
1.	To approve Re-appointment of Mr. Sanjay Kumar Drolia as Managing Director of the Company.

Signed this day of 2017

Affix
Revenue
Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory / signatories.



Form No. MGT - 12

Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(9)(c) of the Companies (Management Administration) Rules, 2014]

CIN : L45400WB1997PLC083457				
Name of the Company : Silverpoint Infratech Limited				
Registered Office : "Ananta Bhavan", 94 Vivekanand Nagar, PO : Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No.301, Howrah - 711 109				
Date of EGM and Time :		Thursday, March 30, 2017, 9:30. A.M.		
Venue :		"Ananta Bhavan", 94 Vivekanand Nagar, PO : Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No.301, Howrah - 711 109		
BALLOT PAPER				
Sl.No.	Particulars		Details	
1.	Name of the first named Shareholders (In block Letters)			
2.	Postal address			
3.	Registered folio No. / Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Shares			
I hereby exercise my vote in respect of Ordinary /Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner :				
No.	Item no.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Special Resolution : Re-appointment of Mr. Sanjay Kumar Drolia (Din : 00538256) as Managing Director of the Company.			

Place :

Date:

(Signature of the Shareholder)

ROUTE MAP OF THE VENUE OF EGM

“ANANTA BHAVAN”, 94 Vivekananda Nagar ,
P.O- Podrah, Andul Road, 3rd Floor, R.No.301,
Howrah - 711 109

