



NOTICE

NOTICE is hereby given that the Twenty-second Annual General Meeting of the Members of **Silverpoint Infratech Limited** will be held at the Registered Office of the Company at "Ananta Bhavan", 94 Vivekanand Nagar, PO.: Podrah, Andul Road, Near Narayana Hospital, 3rd Floor, R.No. 301, Howrah – 711 109 on Monday, 30th day of September, 2019 at 11:00 A. M. to transact the following business :

1. To receive, consider and adopt the Audited Balance Sheet and the **Statement of Profit & Loss** of the Company for the year ended March 31, 2019 as on that date and the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Sanjay Kumar Drolia (Din: 00538256), who retires by rotation, and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :-

3. Appointment of Mr. Pradeep Kumar Agarwal as a Non – Executive Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 & applicable provisions of the Regulation 16 & 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, with the Stock exchange and other applicable laws, regulations and guidelines, if any, Mr. Pradeep Kumar Agarwal holding (Din No. 00553891), who was appointed as an Additional Non – Executive Independent Director dated August 26, 2019 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee, and who hold office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director not liable to retire by rotation, be and is hereby appointed as an Non-Executive, Independent Director of the Company to hold office for five consecutive years."

RESOLVED FURTHER THAT Mr. Sanjay Kumar Drolia, Managing Director & Ms. Sonam Agarwal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution and matters incidental and ancillary thereto."

Registered Office :

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

By Order of the Board
For Silverpoint Infratech Limited

Dated : August 27, 2019

Sonam Agarwal
(Company Secretary)
ACS = 41673

NOTES :

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

A MEMBER HOLDING MORE THAN TEN(10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Proxies shall be made available for inspection during twenty four hours before the time fixed for commencement of the meeting and ending with conclusion of the meeting.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019, both days inclusive, for the purpose of AGM and payment of dividend.
5. Dividend, if declared, would be paid within thirty days from the date of declaration to Members whose names appear as beneficial owners with the Depositories or in the Register of Members as on as on September 23, 2019.

Members holding shares in demat form may note that bank account particulars registered against their respective demat accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. C B Management Services Private Limited, cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members. Further, in case the shares are held in physical mode, members are requested to furnish Bank account particulars (viz. Account No., Name and Branch of the Bank, IFSC Code and MICR Code) to the RTA to ensure that there is no fraudulent encashment of the warrants

6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

7. Members are requested to bring their Admission Slip along with copy of the Report and accounts to the Annual General Meeting.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
9. Members holding shares in physical form are also requested to notify change in address, if any, immediately to the Company's Registrar & Share Transfer Agent M/s. C B Management Services Private Limited, P-22 Bondel Road, Kolkata – 700 019, West Bengal by quoting their Folio Number(s).

In case shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).

10. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).
11. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
12. The complete particulars of the venue of the Meeting including route map and prominent landmark 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.

13. SEBI has made it mandatory for every participant in Capital Market to furnish Income Tax Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit their PAN/Bank Account particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account Particulars details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
14. 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.
15. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
16. Corporate Members are required to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
17. Members / Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting.

18. In view of the amendment made to Section 139 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2017 effective May 07, 2019, annual ratification of appointment of statutory Auditor have been done away with. Hence, no resolution has been proposed for the same.

19. **E-voting : Voting through electronic means**

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide Members the facility to exercise their right to vote at the AGM of the Company by electronic means and the business may be transacted through E-voting Services provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot/polling papers shall also be made available at the venue of 22nd Annual General Meeting and the members who have not cast their votes by remote e-voting shall be able to vote at the meeting through ballot/polling paper.

- II. The E-voting period commences on Friday, September 27, 2019 (9:00 am) and ends on Sunday, September 29, 2019 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2019 may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- III. 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 of September 23, 2019.
- IV. M/s. Rateria & Associates, Practicing Company Secretary, Kolkata (Practicing No. 20125), has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- V. The facility for voting through ballot paper shall be made available at the AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VI. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on August 30, 2019.
- VII. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 23, 2019. The facility of E-voting would be provided once for every folio / client id, irrespective of the number of joint holders. 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 of September 23, 2019.
- VIII. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2019 and not casting their vote electronically, may only cast their vote at the Annual



General Meeting.

- IX. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting E-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- X. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. September 23, 2019 are requested to send the written / email communication to the Company at info@silverpointinfratech.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for E-voting.

The instructions for E-voting are as under :

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- Open email and open PDF file viz; "Silverpoint Infratech E-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for E-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL : <https://www.evoting.nsd.com/>
 - Click on Shareholder – Login
 - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of E-voting opens. Click on E-voting: Active Voting Cycles.
 - Select "EVEN" of Silverpoint Infratech Limited.
 - Now you are ready for E-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed
 - Once you have voted on the resolution, you will not be allowed to modify your vote
 - Institutional shareholders (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. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to acsnikitarateria@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- | EVEN (E Voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
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- Please follow all the steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- XI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsdl.com.
- XII. If you are already registered with NSDL for E-voting then you can use your existing user ID and password/PIN for casting your vote.
- XIII. 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).
- XIV. The Scrutinizer shall within a period not exceeding one (1) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- XV. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.silverpointinfratech.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Depository Services Limited.
20. The Notice of the 22nd AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s), unless a member has requested a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the documents are being sent by the permitted mode.
21. Members may also note that the Notice of the 22nd AGM and the Annual Report 2018-2019 will be available on the Company's website www.silverpointinfratech.com. The physical copies of the documents will also be available at the Company's registered office for inspection on all working days except Saturdays between 10:00 am to 1:00 pm upto September 26, 2019. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at info@silverpointinfratech.com.
22. Disclosure pursuant to Section 196(4) of the Companies Act, 2013, the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, and Secretarial Standards-2, with respect to Directors seeking re-appointment/appointment in the forthcoming Annual General Meeting is annexed. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and Rules thereunder.
23. The facility for making/varying/cancelling nomination is available is available to individuals holding shares in the Company. Nominations can be made in Form-SH.13 and any variation /cancellation thereof can be made by giving notice in Form-SH.14, prescribed under the Companies (Share Capital & Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company/RTA or from the website of Ministry of Corporate Affairs at www.mca.gov.in.

24. The Ministry of Corporates Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.

In view of the above, the Company has communicated through its Annual Report and also through separate letters requesting Members to register their Email Id with the Company/RTA. However, members who are desirous of obtaining physical copies of Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.

25. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.
26. The shares of the Company are under compulsory demat list of SEBI w.e.f October 01, 2000. The trading in equity shares can be only in demat form. In case you do not hold shares in demat form, you may do so by opening account with a depository participant and complete dematerialization formalities.

MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONVERT THEIR HOLDING TO DEMATERIALISED FORM THROUGH DEPOSITORY PARTICIPANT.

27. Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 10:00 am to 1:00 pm upto September 26, 2019 and will also be available for inspection at the Meeting.
28. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
29. Route map to the venue of Annual General Meeting forms part of the Notice.

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

ITEM NO. 3

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, at their meeting held on August 26, 2019 had appointed Mr. (DIN : 00553891) as an Additional Director (Non-Executive, Independent) on the Board of the Company Pradeep Kumar Agarwal pursuant to the provisions of the Section 161 of the Companies Act, 2013 ("the Act"), the Rules made thereunder and the Articles of Association of the Company. The Company has received consent in writing from Mr. Pradeep Kumar Agarwal to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, disclosure of qualification in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014 and declaration of meeting criteria of independence under sub-section (6) of Section 149 of the Act and the Listing Regulations. In terms of the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, approval of the shareholders by resolution is required for appointment of an Independent Director.

In the opinion of the Board of Directors, Mr. Pradeep Kumar Agarwal fulfills the conditions specified in the Companies Act, 2013, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management of the Company. Accordingly, in compliance of Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and on recommendation of the Nomination and Remuneration committee, Mr. Pradeep Kumar Agarwal is proposed to be appointed as an Independent Director of the Company to hold office for a term of 5 years with effect from 26th August, 2019.

The Company has received a notice in writing from a shareholder of the Company under Section 160 of the Act proposing the candidature of Mr. Agarwal for the office of Independent Director of the Company.

Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards are provided below:

Brief resume and expertise of Mr. Pradeep Kumar Agarwal :

Mr. Pradeep Kumar Agarwal aged about 51 years is Graduate and is having a wide managerial and administrative experience.

Disclosure of relationship between Directors inter-se, Manager and Key Managerial Personnel : Mr. Pradeep Kumar Agarwal is not related to any Director, Manager or KMP of the Company.

Date of first appointment on the Board : 26th August, 2019

Names of Listed entities (other than Silverpoint Infratech Ltd.) in which Mr. Pradeep Kumar Agarwal holds Directorship/ Chairmanship and the Chairmanship/Membership of Board Committees : Nil

Details of shareholding of Mr. Pradeep Kumar Agarwal in Silverpoint Infratech Ltd.: Nil

No. of Board Meetings attended during the year : 1

Committee details in Silverpoint Infratech Ltd. :

As a Member : Nomination & Remuneration Committee



As a Chairman : Nil

Last drawn remuneration/ Details of remuneration sought to be paid : Mr. Pradeep Kumar Agarwal shall be entitled to sitting fee as may be decided by the Board from time to time for attending meetings of the Board of Directors and Committee(s) thereof.

It is proposed to appoint Mr. Pradeep Kumar Agarwal as an Independent Director for a term of 5 (five) consecutive years effective from 26th August, 2019, not liable to retire by rotation. A draft copy of the letter of appointment to be issued to Mr. Agarwal setting out the terms and conditions would be available for inspection by the shareholders at the Registered Office of the Company on any working days, except Saturdays, between 10.00 am and 1.00 pm upto 26th September, 2019 and at the AGM.

Having regard to the qualification, knowledge and experience Mr. Agarwal's appointment as an Independent Director will be in the interest of the Company and the Board recommends his appointment as an Independent Director of the Company.

Except Mr. Agarwal, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution set out in Item No. 3 of the Notice.

**By Order of the Board
For Silverpoint Infratech Limited**

Registered Office :

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

Sonam Agarwal
(Company Secretary)
ACS - 41673

Dated : August 27, 2019

ANNEXURE TO NOTICE

Details of the Directors seeking Appointment / Re-Appointment in Forthcoming Annual General Meeting (In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Pradeep Kumar Agarwal	Mr. Sanjay Kumar Drolia
Date of Birth	20/08/1968	16/09/1965
Date of Appointment	26/08/2019	12/07/2012
Qualification	B.Com (Hons.)	B.Com (Hons.)
Expertise in specific functional areas	Wide managerial and administrative experience	His core competencies includes expertise in finance, & Accounts, Internal Management, Risk Management, and Corporate Governance.
List of other Companies in which Directorship held	Nil	Shivmangal Commercial Private Limited Saffron Vinimay Private Limited
Chairman/Member of the Committees of the Board of other Companies on which he is a Director	Nil	Nil
No. of Equity Shares held in the Company.	Nil	10,000

ROUTE MAP OF THE VENUE OF AGM

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

