



**SILVERPOINT INFRA TECH LIMITED**

**CIN : L45400WB1997PLC083457**

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

**Contact No. 91 82320 62881; E-mail: [info@silverpointinfratech.com](mailto:info@silverpointinfratech.com)**

**Website: [www.silverpointinfratech.com](http://www.silverpointinfratech.com)**

**SHORTER NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF SILVERPOINT INFRA TECH LIMITED**

Shorter Notice is hereby given that Extraordinary General Meeting of the members of Silverpoint Infratech Limited, will be held on Thursday, June 01, 2023 at "Diamond Plaza", 5, Gopi Bose Lane, Kolkata- 700 012 at 10.:15 a.m. to transact the following Special Business :

**Item No. 1**

**Approval for appointment of Mr. Lalit Sureka (DIN: 01103875) as an (Executive) Managing Director cum Chairman of the Company.**

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

**"RESOLVED THAT** the provisions of Sections 196, 197, 198 & 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the appointment of Mr. Lalit Sureka (DIN: 01103875), as Managing Director cum Chairman of the Company for a period of 5 years commencing from May 22, 2023 to May 21, 2028 (liable to retire by rotation) at a remuneration as set out in the statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Lalit Sureka within the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Managing Director cum Chairman, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force)."

**RESOLVED FURTHER THAT** Mr. Prabir Bhattacharjee, Director & Mrs. Puja Jain, Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

**Item No. 2**

**Approval for appointment of Mr. Sandip Dalmia (DIN: 10159986) as a Whole-Time Director of the Company.**

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

**"RESOLVED THAT** the provisions of Sections 196, 197, 198 & 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for

the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the appointment of Mr. Sandip Dalmia (DIN: 10159986) as Whole Time Director of the Company for a period of 5 years commencing from May 22, 2023 to May 21, 2028 (liable to retire by rotation) at a remuneration as set out in the statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Sandip Dalmia within the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Whole Time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force)."

**RESOLVED FURTHER THAT** Mr. Prabir Bhattacharjee, Director & Mrs. Puja Jain, Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

### **Item no. 3**

**Approval for appointment of Mrs. Chetna Gupta (DIN : 02212440) as a Non-Executive Independent Director of the Company.**

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 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended ("Listing Regulations"), Mrs. Chetna Gupta (DIN : 02212440), who has been appointed as Non-Executive Independent Director on the Board of Directors of the Company ("the Board") on the recommendation and approval of the Nomination and Remuneration Committee and the Board at their respective meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and the Listing Regulations, and who is not debarred from holding office of Directors pursuant to any SEBI's Order or any other authority, and who has been registered in the Independent Director's Data Bank maintained under the Act, be and is hereby appointed as Non-executive Independent Director of the Company (not liable to retire by rotation) to hold office for a term of five (5) consecutive years w.e.f. May 22, 2023 till May 21, 2028.

**RESOLVED FURTHER THAT** Mr. Prabir Bhattacharjee, Director & Mrs. Puja Jain, Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

### **Item No. 4**

**Approval for appointment of Mr. Satish Singh (DIN : 00538323) as a Non-Executive Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended ("Listing Regulations"), Mr.

Satish Singh (DIN : 00538323), who has been appointed as Non-Executive Independent Director on the Board of Directors of the Company ("the Board") on the recommendation and approval of the Nomination and Remuneration Committee and the Board at their respective meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, and who is not debarred from holding office of Directors pursuant to any SEBI's Order or any other authority, and who has been registered in the Independent Director's Data Bank maintained under the Act, be and is hereby appointed as Non-executive Independent Director of the Company (not liable to retire by rotation) to hold office for a term of five (5) consecutive years w.e.f. May 22, 2023 till May 21, 2028.

**RESOLVED FURTHER THAT** Mr. Prabir Bhattacharjee, Director & Mrs. Puja Jain, Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

#### **Item No. 5**

**Appointment of Statutory Auditors M/s. M K Kothari & Associates, Chartered Accountants, (FRN : 323923E) to fill casual vacancy.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and pursuant to the recommendation made by Board of Directors through resolution passed on May 22, 2023, M/s. M K Kothari & Associates, Chartered Accountants, (FRN : 323923E), be and are hereby appointed as the Statutory Auditors of the Company to fill up the casual vacancy caused by the resignation of M/s. Sarp & Associates, Chartered Accountants;

**RESOLVED FURTHER THAT** M K Kothari & Associates, Chartered Accountants, (FRN : 323923E), be and are hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and they conduct other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them;

**RESOLVED FURTHER THAT** Mr. Prabir Bhattacharjee, Director & Mrs. Puja Jain, Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

#### **Item No. 6 :**

**Shifting of Registered office**

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 Section 12 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for shifting of Registered Office of the Company from its present location from "Ananta Bhavan", 94 Vivekanand Nagar, P.O- Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No.303, Howrah - 711 109 to Bentick Street, 5th Floor, "Yashoda Chamber", Room No. 6, Kolkata - 700 001, which is under jurisdiction of Lal Bazar Police Station.



**RESOLVED FURTHER THAT** Mr. Prabir Bhattacharjee, Director & Mrs. Puja Jain, Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things, sign and file all such papers, documents, forms and writings with the Registrar of Companies, West Bengal as may be necessary and incidental to the aforesaid resolution."

**For & On behalf of the Board**

**Silverpoint Infratech Limited**



*Puja Jain*

Puja Jain

**(Company Secretary)**

M No. 38570

**Place :** Howrah

**Date :** May 23, 2023

**NOTES :**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business mentioned above under Items No. 1 to 6 to be transacted at the Meeting is annexed hereto.
2. **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.**

**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. The proxies form should be deposited/submitted in complete particulars at the registered office of the Company and in order to make it effective, proxy form must be received by the Company not later than 48 (Forty-Eight) hours before the time fixed for holding the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days advance notice in writing is given to the Company. Accordingly, the proxy form and attendance slip are annexed to this Notice.
6. 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 Friday, May 26, 2023 to Thursday, June 01, 2023, both days inclusive, for the purpose of EGM.
7. 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.
8. In order to enable us to register your attendance at the venue of the EGM, Members / proxies are requested to bring their attendance slip duly filled in for attending the Meeting along with the copy of EGM Notice.
9. 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.
10. 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. CB Management Services (P) Ltd., P-22 Bondel Road, Kolkata – 700 019 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).

11. Members holding shares in physical mode are also requested to update their email addresses by ~~submitting~~ the RTA of the Company quoting their folio number(s).
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](http://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. Where there are joint-holders of any share, any one of such persons may vote at the EGM either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at the EGM either personally or by proxy then that one of the said persons so present whose name appears first in the order of names will be entitled to vote.
15. **Voting:** All persons whose names are recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. Thursday, May 25, 2023 only shall be entitled to avail the facility of remote e-voting/Insta-Poll or by voting at the EGM. Persons who are not Members as on the cut-off date should treat this EGM notice for information purposes only.
16. In case of members, who could not cast their votes through remote e-voting, the Company shall also provide the facility of Insta-Poll or polling papers to be available at the meeting.
17. The members who have casted their votes through remote e-voting shall be eligible to attend the meeting but shall not be entitled to cast their vote again during the EGM.
18. Members may also note that the notice of this EGM will also be available on the Company's website [www.silverpointinfratech.com](http://www.silverpointinfratech.com) for their download.
19. All documents referred to in the notice and the explanatory statement and the statutory registers maintained under the Companies Act, 2013 are open for inspection by the members at the registered office of the Company on all the working days (that is, except Saturdays, Sundays and Public Holidays) during normal business hours up to the date of the EGM. Members seeking to inspect such documents can send an email to the Company Secretary. The aforesaid documents will be also available for inspection by members at the EGM.
20. In compliance with the provisions of the Act and circulars/ notification issued by Ministry of Corporate Affairs ('MCA') from time to time, if any, the Notice of this EGM along with other relevant documents are being sent to those members whose names are recorded in the Register of Members/Register of Beneficial Owners as on Friday, May 19, 2023 through electronic mode and whose email addresses are registered with the Company/ depositories.

Therefore, those members, whose email address is not registered with the Company or with their respective depository participant/s, and who wish to receive the notice of this EGM along with other relevant documents and all other communication sent by the Company, from time to time, shall get their email address registered/updated by following the steps as given below:

- a. For members holding shares in physical form, please send a scanned copy of a signed request along with your PAN card, PAN card folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, by email to the RTA's email address at: [rta@cbmsl.com](mailto:rta@cbmsl.com).
- b. For the members holding shares in demat form, please update your email address through your respective depository participant(s).
21. All documents referred to in the notice and the explanatory statement and the statutory registers maintained under the Companies Act, 2013 are open for inspection by the members at the registered office of the Company on all the working days (that is, except Saturdays, Sundays and Public Holidays) during normal business hours up to the date of the EGM. Members seeking to inspect such documents can send an email to the Company Secretary. The aforesaid documents will be also available for inspection by members at the EGM.
22. Share Transfer permitted only in Demat: In terms of the applicable provisions of Act read with rules made thereunder read with applicable provisions of the SEBI Listing Regulations, the transfer of securities of Company shall not be processed unless the securities are held in dematerialized form with their respective Depository Participant. In view of the above and to avail the benefits of dematerialization and ease portfolio management, members are requested to consider dematerialization of the shares held by them in physical form.
23. **Shareholders' Communication:** Members are requested to send all communications relating to shares, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address : CB Management Services Private Limited, P-22 Bondel Road, Kolkata - 7000 19.
24. If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective depository participants (DPs). Members holding shares in physical form are requested to intimate any change in address, bank mandates and e-mail IDs immediately to the Company/ RTA.
25. A route map is attached at the end of this notice.
26. **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 EGM 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 Extra-Ordinary 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 Saturday, May 27, 2023 (9:00 am) and ends on Wednesday, May 31, 2023 (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 May 25, 2023 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 May 25, 2023.
- IV. M/s. Kalpana Tekriwal & Associates, Practicing Company Secretary, Kolkata (Practicing No. 22484), 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 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.
- VI. The notice of Extra-Ordinary General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on May 19, 2023.
- VII. The shareholders shall have one vote per equity share held by them as on the cut-off date of May 19, 2023. 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 May 25, 2023.
- 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 May 25, 2023 and not casting their vote electronically, may only cast their vote at the Extra-Ordinary General Meeting.
- IX. Notice of the EGM 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. May 25, 2023 are requested to send the written / email communication to the Company at [info@silverpointinfratech.com](mailto: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 MEMBERS FOR REMOTE E-VOTING ARE AS UNDER :-**

The remote e-voting period begins on Saturday, May 27, 2023 at 9:00 A.M. and ends on Wednesday, May 31, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, May 25, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being May 25, 2023.

**How do I vote electronically using NSDL e-Voting system?**

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

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

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



SILVERPOINT  
INFRATECH LTD.

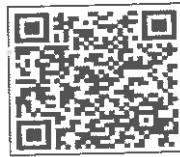
NSDL Mobile App is available on

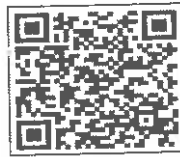



App Store



Google Play



	<p>NSDL Mobile App is available on</p> <p>App Store Google Play</p>  
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43</p>

**B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

4. Your User ID details are given below :

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. Password details for shareholders other than Individual shareholders are given below:

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a). Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?** (If you are holding shares in physical mode) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.  
d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

##### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly



authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kalpana@evoting@nsdl.co.in](mailto:kalpana@evoting@nsdl.co.in)

. Please mention the e-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.co.in](mailto: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.nsd.com](http://www.evoting.nsd.com) to reset the password.
3. 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 download Section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories/ Company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@silverpointinfratech.com](mailto:info@silverpointinfratech.com).
  2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@silverpointinfratech.com](mailto:info@silverpointinfratech.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- 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.nsd.com](http://www.evoting.nsd.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](http://www.silverpointinfratech.com) and on the website of NSDL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the BSE Limited and National Depository Services Limited.

27. The Notice of the EGM 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.
28. Members may also note that the Notice of the EGM will be available on the Company's website [www.silverpointinfratech.com](http://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 May 31, 2023. 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](mailto:info@silverpointinfratech.com).
29. 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 Extra-Ordinary 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.
30. 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](http://www.mca.gov.in).
31. 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.
32. 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.**

33. 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 May 31, 2023 and will also be available for inspection at the Meeting.
34. 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 EGM.



**EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**

The statement pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice is as follows :

**Item No. 1**

**Appointment of Mr. Lalit Sureka (DIN: 01103875) Additional Managing Director cum Chairman (Executive)**

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on May 22, 2023 had appointed Mr. Lalit Sureka (DIN: 01103875) as an Additional Managing Director Cum Chairman of the Company, for a period of period of 5 (five) years with effect from May 22, 2023, subject to approval of the Members of the Company.

Mr. Lalit Sureka has expertise, knowledge and business acumen in managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Lalit Sureka is commensurate with the industry and size of the Company. Mr. Lalit Sureka has no pecuniary relationship directly or indirectly with the Company.

**The terms and conditions are set out herein below:**

**1. TENURE OF APPOINTMENT:**

The appointment of Mr. Lalit Sureka as Managing Director Cum Chairman (change in designation from 'Director' to 'Managing Director Cum Chairman') is for a period of 5 years with effect from 22.05.2023.

**2. DUTIES AND RESPONSIBILITIES :**

Mr. Lalit Sureka, the 'Managing Director Cum Chairman' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

**3. TERMS & CONDITIONS OF REMUNERATION :**

(a) Basic Salary shall be Rs. 50,000/- per month (Net of Tax) w.e.f. 22.05.2023 and thereafter an increase of not exceeding 25 per cent every year with effect from 1st April, 2024, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. Since the basic salary to be paid will be net of tax, hence, the tax component on actual basis shall be paid by the Company and accordingly it shall also be considered as perquisite subject to the maximum limit of 30% of the basic salary. The Company shall also reimburse the expenses incurred upto a maximum limit of 10 % of basic salary towards gas, electricity, water, furnishings, house maintenance etc. and the same will be treated as perquisites. The aforesaid perquisites shall be over and above the basic salary. The aforesaid perquisites shall be Valued as per the provisions of the Income-tax Act and the Rules thereunder, wherever applicable and in absence of any such provision, perquisites shall be Valued at actual cost.

(b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Lalit Sureka, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary and perquisites as specified above.

(c) **Commission** : Mr. Lalit Sureka shall be entitled to be paid share in aggregate commission upto 1% of the net profit of the Company as calculated in accordance with the provision of Section 198 of the Companies Act, 2013. Such commission shall be payable on yearly basis.

**(d) Perquisites/Allowances :** In addition to Salary and Commission, Mr. Lalit Sureka shall be entitled to the following perquisites / allowances :

House rent allowance, Reimbursement of medical expenses and medical insurance premiums for self and family, leave travel allowance, fees of clubs, telephone and internet facilities at residence and mobile phone facility, provision of car for the business of the Company, personal accident insurance; Bonus, ex-gratia incentives, assignment of key man or other insurance policies obtained by the Company and such other perquisites and special allowances as may be determined by the Board of Directors from time to time.

**Explanation :** "Family "means the spouse, the dependent children and dependent parents of Mr. Lalit Sureka.

The perquisites and allowances together with the salary and commission payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling limits set out in Section 196, 197 read with Schedule V of the Companies Act, 2013 for the time being in force.

The following perquisites shall not be included in the computation of the ceiling on remuneration specified above:

- a. Contribution to provident fund, super annuation fund or annuity fund as per the rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at rate not exceeding half a month's salary for each completed year of service.
- c. Encashment of leave at the end of the tenure.

For the purposes of calculating the ceiling, perquisites shall be evaluated as per Income tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be valued at actual cost. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

**(e) Annual Privilege Leave:** On full salary for a period of thirty days and shall be entitled to accumulate such leave. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

4. Mr. Lalit Sureka shall not be paid any sitting fees for attending the Meetings of the Board of Directors and/or Committee(s) thereof.
5. Either party shall be entitled to terminate the agreement by giving to the other party 180 days' notice in writing without showing any cause provided that the same may be waived mutually.
6. The terms and conditions of the said re-appointment and/or remuneration and/or agreement may be altered and varied from time to time, by the Board of Directors so as not to exceed the limits set out in Sections 196, 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), for the time being in force or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time, or any amendments thereto.
7. The other terms and conditions of the agreement are such as are customarily contained in agreements of similar nature.

#### **4. GENERAL RULES:**

1. The term of Managing Director should be considered as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
2. You agree to carry out your duties in accordance with applicable legal standards and with standards of good corporate governance.



3. Your employment is as Managing Director cum Chairman of the Company. The Board of Directors may further extend the tenure of appointment through re-appointment.
4. Take up directing, planning, controlling and overseeing the business operations of the Company's departments.
5. Ensure smooth functioning and supervise department managers and heads.
6. Update and inform the Board about business strategies, budget targets and industry developments.
7. Your role and duties will be those normally required of a Managing Director under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Further, there are certain duties prescribed for all Directors both Executive and Non-executive, which are as under :-
  - a. You shall act in accordance with Company's Memorandum and Articles of Association.
  - b. You shall act in good faith in order to promote objectives of the Company for the benefit of its Members as a whole and in the interest of the Company.
  - c. You shall discharge your duties with due and reasonable care, skill and diligence.
  - d. You shall not involve yourself in a situation in which you may have direct or indirect interest that conflicts or possibly may conflict with the interest of the Company.
  - e. You shall not achieve or attempt to achieve under undue gain or advance either to yourself or to your relatives, partners or associates.
  - f. You shall not assign the office of Director and any assignments so made shall be void.
  - g. You shall also comply with the provision regarding maximum number of Directorship as contained in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
  - h. You will be paid remuneration by way of sitting fees for attending meeting(s) of the Board and its Committee(s) as may be decided by the Board of Directors from time to time.
  - i. Further, you may also be paid remuneration by way of commission on profit(s) as may be approved by the Board and shareholders from time to time.
  - j. All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following cessation to third party without prior clearance from Competent Authority unless required by the law or by the rules of any Stock Exchange or other Regulatory Authority.
  - k. The Company must be informed by the Director of any relation with any other Director or may have material interest in any transaction or arrangement that the Company has entered into. Such interest should be disclosed not later than when transaction or arrangement comes up at the Board meeting so that the minutes may record your interest appropriately and records to be updated accordingly. Further, the details regarding any relation with the Directors of the Company may be informed as on the date of appointment and from time to time as and when there is change.
  - l. The general notice that you are entering in any contract with particular person or firm or Company is acceptable.
  - m. Notwithstanding the other provisions of this letter, the Appointment may be terminated at any time by and at the discretion of either party by giving written notice.

Your Directors recommend the resolution at Item No. 1 for your approval as an Ordinary Resolution.

Mr. Lalit Sureka is interested in the resolution pertaining to his own appointment and related agreement.

Relatives of Mr. Lalit Sureka may be also be deemed to be interested in the said resolution to the extent of their respective shareholdings, if any, in the Company.



None of the other Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

It will be our privilege to have your expertise, knowledge and guidance in policy making and advising the Board on business matters of the Company, as we have foreseen your potential skills and knowledge, as a valuable contribution to the Company and it will encourage us further in our journey towards becoming world leaders. We are most confident that Company's relationship with you will be long lasting and fruitful

## **Item No. 2**

### **Appointment of Mr. Sandip Dalmia (DIN: 10159986) as a Whole-time Director**

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on May 22, 2023 had appointed Mr. Sandip Dalmia (DIN: 10159986) as an Additional Director (Whole Time Director) of the Company, for a period of period of 5 (five) years with effect from May 22, 2023, upon the terms and conditions contained in the agreements to be entered into by the Company with them subject to the approval of the Members in General Meeting.

Mr. Sandip Dalmia has expertise, knowledge and business acumen in managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Sandip Dalmia is commensurate with the industry and size of the Company. Mr. Sandip Dalmia has no pecuniary relationship directly or indirectly with the Company. Brief profile has been attached hereunder.

#### **2. TERMS & CONDITIONS OF REMUNERATION :**

**1. Period of Agreement :** May 22, 2023 to May 21, 2028

**2. Remuneration:** effective from June 1, 2023

(a) **Salary:** Mr. Sandip Dalmia shall be entitled to be paid a Salary of `40,000/- each month. The Board of Directors shall have specific authority to revise or vary salary payable to Mr. Sandip Dalmia subject to recommendation/approval by the Nomination & Remuneration Committee.

(b) **Commission:** Mr. Sandip Dalmia shall be entitled to be paid share in aggregate commission upto 0.5% of the net profit of the Company as calculated in accordance with the provision of Section 198 of the Companies Act, 2013. Such commission shall be payable on yearly basis.

(c) **Perquisites/Allowances :** In addition to Salary and Commission, Mr. Sandip Dalmia shall be entitled to the following perquisites / allowances: House rent allowance, Reimbursement of medical expenses and medical insurance premiums for self and family, leave travel allowance, fees of clubs, telephone and internet facilities at residence and mobile phone facility, provision of car for the business of the Company, personal accident insurance; Bonus, ex-gratia incentives, assignment of key man or other insurance policies obtained by the Company and such other perquisites and special allowances as may be determined by the Board of Directors from time to time.

**Explanation :** "Family "means the spouse, the dependent children and dependent parents of the Whole time Director. The perquisites and allowances together with the salary and commission payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling limits set out in Sections 196, 197 read with Schedule V of the Companies Act, 2013 for the time being in force.



The following perquisites shall not be included in the computation of the ceiling on remuneration specified above.

- a. Contribution to provident fund, super annuation fund or annuity fund as per the rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at rate not exceeding half a month's salary for each completed year of service.
- c. Encashment of leave at the end of the tenure.

For the purposes of calculating the ceiling, perquisites shall be evaluated as per Income tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be valued at actual cost.

Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

**3. Annual Privilege Leave:** On full salary for a period of thirty days and shall be entitled to accumulate such leave. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

4. Mr. Sandip Dalmia shall not be paid any sitting fees for attending the Meetings of the Board of Directors and/or Committee(s) thereof.
5. Either party shall be entitled to terminate the agreement by giving to the other party 180 days' notice in writing without showing any cause provided that the same may be waived mutually.
6. The terms and conditions of the said re-appointment and/or remuneration and/or agreement may be altered and varied from time to time, by the Board of Directors so as not to exceed the limits set out in Sections 196, 197 read with Schedule V of the Companies Act, 2013 [including any statutory modifications or re-enactment thereof], for the time being in force or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time, or any amendments thereto.
7. The other terms and conditions of the agreement are such as are customarily contained in agreements of similar nature.

**C. The terms and conditions are set out herein below:**

1. The term of Whole Time Director should be considered as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
2. You agree to carry out your duties in accordance with applicable legal standards and with standards of good corporate governance.
3. Your employment is as Whole Time Director of the Company. The Board of Directors may further extend the tenure of appointment through re-appointment.
4. Ensure smooth functioning and supervise department managers and heads.
5. Your role and duties will be those normally required of a Whole Time Director under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Further, there are certain duties prescribed for all Directors both Executive and Non-executive, which are as under :-



- a. You shall act in accordance with Company's Memorandum and Articles of Association.
- b. You shall act in good faith in order to promote objectives of the Company for the benefit of its Members as a whole and in the interest of the Company.
- c. You shall discharge your duties with due and reasonable care, skill and diligence.
- d. You shall not involve yourself in a situation in which you may have direct or indirect interest that conflicts or possibly may conflict with the interest of the Company.
- e. You shall not achieve or attempt to achieve under undue gain or advance either to yourself or to your relatives, partners or associates.
- f. You shall not assign the office of Director and any assignments so made shall be void.
- g. You shall also comply with the provision regarding maximum number of Directorship as contained in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- h. You will be paid remuneration by way of sitting fees for attending meeting(s) of the Board and its Committee(s) as may be decided by the Board of Directors from time to time.
- i. Further, you may also be paid remuneration by way of commission on profit(s) as may be approved by the Board and shareholders from time to time.
- j. All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following cessation to third party without prior clearance from Competent Authority unless required by the law or by the rules of any Stock Exchange or other Regulatory Authority.
- k. The Company must be informed by the Director of any relation with any other Director or may have material interest in any transaction or arrangement that the Company has entered into. Such interest should be disclosed not later than when transaction or arrangement comes up at the Board meeting so that the minutes may record your interest appropriately and records to be updated accordingly. Further, the details regarding any relation with the Directors of the Company may be informed as on the date of appointment and from time to time as and when there is change.
- l. The general notice that you are entering in any contract with particular person or firm or Company is acceptable.
- m. Notwithstanding the other provisions of this letter, the Appointment may be terminated at any time by and at the discretion of either party by giving written notice.

Your Directors recommend the resolution at Item No. 2 for your approval as an Ordinary Resolution.

Mr. Sandip Dalmia is interested in the resolution pertaining to his own appointment and related agreement.

Relatives of Mr. Sandip Dalmia may be also be deemed to be interested in the said resolution to the extent of their respective shareholdings, if any, in the Company.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. Mrs. Neeta Dalmia, CFO of the Company is his spouse is only interested in this resolution who is being considered as KMPs of the Company.

### **Item No. 3**

#### **Appointment of Mrs. Chetna Gupta (DIN : 02212440) as an Additional Director (Non-Executive, Independent):**

Mrs. Chetna Gupta (DIN : 02212440) was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from May 22, 2023, in the capacity of Independent Director for a term of 5 years with effect from May 22, 2023, subject to the approval of the Members of the Company. In terms of Section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mrs. Chetna Gupta as an Independent Director pursuant to the provisions of Sections 149 and 152 of the



Companies Act, 2013. As per Section 161(1) of the Companies Act, 2013 and whose appointment was subsequently ratified by the members by passing Ordinary Resolution through Extra Ordinary General meeting dated June 01, 2023.

The Company has also received a notice in writing from a member proposing the candidature of Mrs. Chetna Gupta to be appointed as Director of the Company. The Company has received a declaration from Mrs. Chetna Gupta that she is meeting with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations. Further, the Company has also received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director in the Company. Further, the Company has also received Mrs. Chetna Gupta consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Chetna Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mrs. Chetna Gupta knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from June 01, 2023.

Copy of letter of appointment of Mrs. Chetna Gupta setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mrs. Chetna Gupta, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mrs. Chetna Gupta is also given at Annexure A to this Notice.

The Board considered the re-appointment of Mrs. Chetna Gupta as Non-Executive Independent Director of the Company and is of opinion that it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her re-appointment as a Non-Executive Independent Director of the Company, who will not be liable to retire by rotation, for a period of Five (5) consecutive years effecting from May 22, 2023 to May 21, 2028.

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 Mrs. Chetna Gupta:**

Mrs. Chetna Gupta aged about 36 years is graduate and holds the professional degree as Company Secretary.

Disclosure of relationship between Directors inter-se, Manager and Key Managerial Personnel : Mrs. Chetna Gupta is not related to any Director, Manager or KMP of the Company.

Date of first appointment on the Board : May 22, 2023

Names of Listed entities (other than Silverpoint Infratech Ltd.) in which Mrs. Chetna Gupta holds Directorship/ Chairmanship and the Chairmanship/Membership of Board Committees : NIL

Details of shareholding of Mrs. Chetna Gupta in Silverpoint Infratech Ltd.: Nil

No. of Board Meetings attended during the year : NIL

Last drawn remuneration/ Details of remuneration sought to be paid : Mrs. Chetna Gupta 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.

Except, Mrs. Chetna Gupta, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 3.

The Board of Directors therefore, recommends the resolution for appointment of Mrs. Chetna Gupta as an Independent Director of the Company for approval of the members by passing the Ordinary Resolution.



#### Item No. 4

#### **Appointment of Mrs. Satish Singh (DIN : 00538323) as an Additional Director (Non-Executive, Independent):**

Mr. Satish Singh (DIN : 00538323) was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from May 22, 2023, in the capacity of Independent Director for a term of 5 years with effect from May 22, 2023, subject to the approval of the Members of the Company. In terms of Section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mrs. Chetna Gupta as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. As per Section 161(1) of the Companies Act, 2013 and whose appointment was subsequently ratified by the members by passing Ordinary Resolution through Extra Ordinary General meeting dated June 01, 2023.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Satish Singh to be appointed as Director of the Company. The Company has received a declaration from Mr. Satish Singh that she is meeting with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations. Further, the Company has also received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director in the Company. Further, the Company has also received Mr. Satish Singh consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Satish Singh fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Satish Singh knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from June 01, 2023.

Copy of letter of appointment of Mr. Satish Singh setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Satish Singh, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Satish Singh is also given at Annexure A to this Notice.

The Board considered the re-appointment of Mr. Satish Singh as Non-Executive Independent Director of the Company and is of opinion that it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Non-Executive Independent Director of the Company, who will not be liable to retire by rotation, for a period of Five (5) consecutive years effecting from May 22, 2023 to May 21, 2028.

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. Satish Singh:**

Mr. Satish Singh aged about 43 years is graduate.

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

Date of first appointment on the Board : May 22, 2023

Names of Listed entities (other than Silverpoint Infratech Ltd.) in which Mr. Satish Singh holds Directorship/ Chairmanship and the Chairmanship/Membership of Board Committees : NIL

Details of shareholding of Mr. Satish Singh in Silverpoint Infratech Ltd.: Nil

No. of Board Meetings attended during the year : NIL



Last drawn remuneration/ Details of remuneration sought to be paid : Mr. Satish Singh 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.

Except, Mr. Satish Singh, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 4.

The Board of Directors therefore, recommends the resolution for appointment of Mr. Satish Singh as an Independent Director of the Company for approval of the members by passing the Ordinary Resolution.

#### **Item no. 5**

##### **Appointment of Statutory Auditor in Casual Vacancy**

M/s. Sarp & Associates, Chartered Accountants have tendered their resignation as Statutory Auditors. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended the appointment of M/s. M K Kothari & Associates, Chartered Accountants (Firm Registration No. 323923E) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sarp & Associates. Accordingly, shareholders' approval by way of ordinary resolution is sought.

M/s. M K Kothari & Associates, Chartered Accountants (Firm Registration No. 323923E), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013 and have given a certificate.

M/s. M K Kothari & Associates, Chartered Accountants (Firm Registration No. 323923E), if appointed in the Extraordinary General Meeting will be holding office of Statutory Auditors from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting.

M/s. M K Kothari & Associates, Chartered Accountants (Firm Registration No. 323923E), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 05 of the notice as an ordinary resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

#### **Item No. 6**

##### **Change of the Registered Office**

The Registered office of the Company is presently situated at "Ananta Bhavan", 94 Vivekanand Nagar, P.O- Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No. 301, Howrah 711 109. With a view to improve operational efficiency of the Company, the Board of Directors is proposing for shifting of Registered Office of the Company to Bentick Street, 5th Floor, "Yashoda Chamber", Room No. 6, Kolkata – 700 001.



The Board of Directors of your Company at their meeting held on May 22, 2023 has decided to shift the Registered Office of the Company from the Ananta Bhavan", 94 Vivekanand Nagar, P.O- Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No. 301, Howrah 711 109, to Bentick Street, 5th Floor, "Yashoda Chamber", Room No. 6, Kolkata – 700 001 to carry on the business of the Company more economically and efficiently and with better operational convenience. Majority of public shareholders of the Company including Mutual Funds and Investors are situated at Kolkata and its difficult for them to travel other part of the district i.e Howrah, therefore shifting of Registered Office to Mumbai Kolkata shall facilitate better coordination and interaction with shareholders, Mutual Funds & Investors and leading to improve investors' relationship.


In accordance with the provisions of Section 12(5) of the Companies Act, 2013, except on the authority of a special resolution passed by a Company, the registered office of the Company shall not be changed, outside the local limits of any city, town or village where such office is situated.


Accordingly, consent of the members of the Company is sought for passing a Special Resolution as set out in Item No. 6 of the Notice.

None of the Directors, Key Managerial Persons of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution of Item No. 6.

The Board commends the special resolution set out at Item No. 6 for the approval of the members of the Company.

Place : Howrah  
Date : May 23, 2023

For & On behalf of the Board  
Silverpoint Infratech Limited  
  
Puja Jain  
(Company Secretary)  
M No. 38570





Details of Director retiring by rotation, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below :

Name of the Director	Mr.Lalit Sureka	Mr. Sandip Dalmia
DIN	01103875	10159986
Designation	Executive : Managing Director cum Chairman	Executive : Whole Time Director
Age	49 years	53 years
Qualification	Bachelor's Degree	Bachelor's Degree
Experience (including expertise in specific functional area)/ Brief resume	Mr. Lalit Sureka aged 49 years is Graduate & holds bachelor's degree. He has experience in handling administration duties of the Organization which would be helpful for the organic and inorganic growth of the business. He possesses multi-faceted experience in strategy formulation and implementation, setting up of Projects, planning and execution etc. He has good time management, problem-solving skills, and is excellent in Negotiating contracts with vendors. He deals with great professionalism for collaboration and follows strong work ethic culture.	Mr. Sandip Dalmia aged about 53 years is Graduate and is having Business management, managerial and administrative experience. He has a good experience of Agro business. He possesses multi-faceted experience in strategy formulation and implementation, setting up of Projects, planning & execution. He has a good experience of technical matters related to the business of the Company. He has a good knowledge in agricultural marketing scenario in domestic markets.
Date of appointment on the Board	22.05.2023	22.05.2023
Relationships with other Directors and KMPs	NIL	Mrs. Neeta Dalmia who holds the position of Chief Financial Officer (KMP) is his Spouse.
Listed entities in which the person also holds the Directorship	NIL	NIL
Number of shares held in the Company	5000 Shares	NIL
Memberships/Chairmanships of Committees of other Listed Entities	NIL	NIL

Name of the Director	Mrs. Chetna Gupta	Mr. Satish Singh
DIN	02212440	00538323
Designation	Non-Executive Independent Director	Non-Executive Independent Director
Age	36 years	43 years
Qualification	Company Secretary & Bachelor's Degree	Bachelor's Degree
Experience (including expertise in specific functional area)/ Brief resume	Mrs. Chetna Gupta aged about 36 years is Graduate & professional as a Company Secretary, who in the opinion of Board is a person of integrity and possess relevant expertise and experience.	Mr. Satish Singh aged about 43 years is Graduate, who in the opinion of Board is a person of integrity and possess relevant expertise and experience in running of a factory. He has a good knowledge of production & manufacturing of goods and to handles workers. He has a good sense of supervision and good quality of managing the team.
Date of appointment on the Board	22.05.2023	22.05.2023
Relationships with other Directors and KMPs	NIL	NIL
Listed entities in which the person also holds the Directorship	NIL	NIL
Number of shares held in the Company	NIL	NIL
Memberships/Chairmanships of Committees of other Listed Entities	NIL	NIL



## SILVERPOINT INFRA TECH LIMITED

**REGISTERED ADDRESS:** "Ananta Bhavan", 94 Vivekanand Nagar, PO : Podrah,  
Andul Road, 3rd Floor, Room No. 301, Howrah – 711 109

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

**EMAIL ID :** [info@silverpointinfotech.com](mailto:info@silverpointinfotech.com)

**WEBSITE :** [www.silverpointinfotech.com](http://www.silverpointinfotech.com)

### ATTENDANCE SLIP

Extra- Ordinary General Meeting – June 01, 2023 at "Diamond Plaza", 5, Gopi Bose Lane, Kolkata- 700 012

Name and Registered Address of the attending Member : \_\_\_\_\_

Name and Registered Address of the attending Proxy : \_\_\_\_\_

<b>Folio No. :</b> _____	<b>Client ID No. :</b> _____	<b>DP ID No. :</b> _____
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Number of Shares held : \_\_\_\_\_

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Thursday, June 01, 2023 at 10:15 A.M at the "Diamond Plaza", 5, Gopi Bose Lane, Kolkata- 700 012.

\_\_\_\_\_  
**Member's Signature**

\_\_\_\_\_  
**Proxy's Signature**

#### **Note :**

1. Shareholders / Proxy holder wishing to attend the meeting should bring the Attendance Slip at the meeting and hand over at the entrance duly signed.
2. Shareholders / Proxy holder wishing to attend the meeting should bring his / her copy of the Notice for reference at the meeting.

### **ELECTRONIC VOTING PARTICULARS**

<b>EVSN (Remote E-voting Event Number)</b>	<b>User Id</b>	<b>Password / PIN</b>

Note : Please read the notes / instructions printed on the Notice carefully before exercising your vote.



**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 Narayana Hospital, 3rd Floor, R.No. 303, 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: \_\_\_\_\_ or failing him/her

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 June 01, 2023 at 10:15 A.M at : "Diamond Plaza", 5, Gopi Bose Lane, Kolkata- 700 012 , and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions
<b>Special Business :</b>	
1.	Appointment of Mr. Lalit Sureka (DIN: 01103875) as a Managing Director cum Chairman of the Company i.e. to be regularize in ensuing Extra-Ordinary General Meeting to be held on June 01, 2023 for a period of 5 years.
2.	Appointment of Mr. Sandip Dalmia (DIN: 10159986) as a Whole-Time Director of the Company i.e. to be regularize in ensuing Extra-Ordinary General Meeting to be held on June 01, 2023 for a period of 5 years.
3.	Appointment of Mrs. Chetna Gupta (DIN : 02212440) as a Non-Executive Independent Director of the Company i.e. to be regularize in ensuing Extra-Ordinary General Meeting to be held on June 01, 2023 for a period of 5 years.
4.	Appointment of Mr. Satish Singh (DIN : 00538323) as a Non-Executive Independent Director of the Company i.e. to be regularize in ensuing Extra-Ordinary General Meeting to be held on June 01, 2023 for a period of 5 years.
5.	Appointment of M/s. M K Kothari & Associates, Chartered Accountants, (FRN : 323923E) to fill up the Casual Vacancy.
6.	Shifting of the Registered Office from "Ananta Bhavan", 94 Vivekanand Nagar, Andul Road, PO : Podrah, Near West Bank Hospital, 3rd Floor, Room No. 301, Howrah – 711 109 to Bentick Street, 5th Floor, "Yashoda Chamber", Room No. 6, Kolkata – 700 001, in ensuing Extra-Ordinary General Meeting to be held on June 01, 2023.

Signed this ..... day of ..... 2023

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix Revenue Stamp
---------------------------

**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. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



**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]**

**NAME OF THE COMPANY:** Silverpoint Infratech Limited

**REGISTERED OFFICE:** "Ananta Bhavan", 94 Vivekananda Nagar, Andul Road, 3rd Floor, Room No. 301, Howrah – 711 109

**BALLOT PAPER**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
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:

<b>No.</b>	<b>Item No.</b>	<b>No. of shares held by me</b>	<b>I assent to the Resolution</b>	<b>I dissent from the Resolution</b>
1.	<b>Ordinary Resolution :</b> Appointment of Mr. Lalit Sureka (DIN : 01103875) as a Managing Director cum Chairman of the Company i.e. to be regularize in ensuing Extra-Ordinary General Meeting to be held on June 01, 2023 for a period of 5 years.			
2.	<b>Ordinary Resolution :</b> Appointment of Mr. Sandip Dalmia (DIN: 10159986) as a Whole-Time Director of the Company i.e. to be regularize in ensuing Extra-Ordinary General Meeting to be held on June 01, 2023 for a period of 5 years.			
3.	<b>Ordinary Resolution :</b> Appointment of Mrs. Chetna Gupta (DIN : 02212440) as a Non-Executive Independent Director of the Company i.e. to be regularize in ensuing Extra-Ordinary General Meeting to be held on June 01, 2023 for a period of 5 years.			
4.	<b>Ordinary Resolution :</b> Appointment of Mr. Satish Singh (DIN : 00538323) as a Non-Executive Independent Director of the Company i.e. to be regularize in ensuing Extra-Ordinary General Meeting to be held on June 01, 2023 for a period of 5 years.			
5.	<b>Ordinary Resolution :</b> Appointment of M/s. M K Kothari & Associates, Chartered Accountants, (FRN : 323923E) to fill up the casual vacancy.			
6.	<b>Special Resolution :</b> Shifting of the Registered Office from "Ananta Bhavan", 94 Vivekanand Nagar, Andul Road, PO : Podrah, Near West Bank Hospital, 3rd Floor, Room No. 301, Howrah – 711 109 to Bentick Street, 5th Floor, "Yashoda Chamber", Room No. 6, Kolkata – 700 001, in ensuing Extra-Ordinary General Meeting to be held on June 01, 2023.			

PLACE :

DATE :

*(Signature of the Shareholder)*

**Notes :**

1. Please read the instructions overleaf before exercising your vote through Ballot Form.
2. If you opt to cast vote by e-voting, there is no need to fill up and sign this Ballot Form.
3. Last date for the receipt of Ballot Form by Scrutinizer is Thursday, June 01, 2023 (5.00 p.m IST)

## INSTRUCTIONS

### **I. General Instructions :**

1. A Member can opt for only one mode of voting i.e, either through e-voting or by Ballot Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Form shall be treated as invalid.
2. Instructions for voting electronically through e-voting process has been mentioned in detail in the Notice of the Extra-Ordinary General Meeting of the Company and instruction for voting through Ballot Form is mentioned as hereunder.
3. M/s. Kalpana Tekriwal & Associates (Practicing No. 22484), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the E-voting process (remote e-voting) in a fair and transparent manner.

### **II. Instruction for voting physically on Ballot Form**

1. A Member desiring to exercise vote by Ballot should complete this Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Ballot Forms, if deposited in person or sent at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. Assent/Dissent to the proposed resolutions may be recorded by placing a tick (✓) in appropriate column. The assent/dissent in any other format shall be considered invalid.
4. This Form should be completed and signed by the Member(s) as per specimen signature(s) registered with the Company or with the Depository Participant as the case may be. In case of joint shareholding, this Form should be completed and signed by the first named Member and in his absence, the next named Member.
5. Please note that Ballot Form shall not be signed by proxy.
6. Incomplete, unsigned, improperly and incorrectly tick marked Ballot Forms will be rejected. Members are requested to fill in the Ballot Form in indelible ink and not in any erasable writing mode. The Scrutinizer's decision on the validity of the Ballot Form shall be final.
7. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours on Thursday, June 01, 2023 (5.00 p.m. IST). All Ballot Forms received after this date will be strictly treated as if reply from such Member (s) has not been received.

**ROUTE MAP OF THE VENUE OF EGM**

**(Dated : June 01, 2023)**

**“Hotel Diamond Plaza”**  
**5, Gopi Bose Lane, Kolkata- 700 012**  
**(Near Yogayog Bhawan, Beside St. Joshep School)**

