



SILVERLINE

CIN: L99999MH1992PLC066360

To
BSE Limited,
P.J. Towers,
Dalal Street, Fort, Mumbai - 400001.

Date: February 05, 2024

Scrip Code: 500389

Sub: Sub: Annual General Meeting and Book Closure

Dear Sir/Madam,

The 31st Annual General Meeting (AGM) of the Company will be held on Thursday, February 22, 2024 at 03.00 pm through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday 15th February' 2024 to Thursday, 22nd February' 2024 (both days inclusive). The proposed book closure is with regard to the AGM of the Company.

The cut-off date for determining the eligibility to vote is Friday 15th February' 2024.

The remote e-voting period begins from Monday 19th February 2024 at 09.00a.m. till Wednesday 21st February' 2024 at 05.00 p.m.


This is for your kind information, Kindly acknowledge the receipt of same.

Thanking you,

Yours faithfully,

For Silverline Technologies Limited

For SILVERLINE TECHNOLOGIES LTD.


Srinivasan Pattamadai Managing Director
Managing Director
Din: 06938100



NOTICE TO SHAREHOLDER'S

NOTICE is hereby given that the **31st Annual General Meeting (AGM)** of the Company will be held on Thursday, 22nd February' 2024 a 3.00 pm through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. Adoption of Financial Statements and Reports thereon:

To receive, consider and adopt the Audited Financial Statement's of the Company as at March 31, 2023 together with the reports of the Board of Directors and Auditors thereon,

2. Appointment of a Director in place of the one retiring by rotation:

To appoint a Director in place of Mr. Srinivasan Sitapati Pattamadai (DIN: 06938100) who retires by rotation and being eligible offers himself for re-appointment.

3. Re-Appointment of Statutory Auditors:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(2), 142 and other applicable provisions, if any, of the Companies Act, 2013 and if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, consent of the members be and is hereby accorded to re-appoint, M/s. JMT Associates , Chartered Accountants, Mumbai (Firm Reg no. 104167W), as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of next Annual General Meeting for the financial year 2023-2024 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business:

4. To appoint Mrs. Nivedita Sen (DIN: 07796043) 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 Special resolution:

"RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Nivedita Sen (DIN: 07796043), earlier who tendered their resignation on 13th December' 2023 who was

appointed as an Additional Director under the category of Non-Executive Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from February 22nd 2024 up to the conclusion of 36th Annual General Meeting of the Company to be held in the calendar year 2028.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To appoint Mr. Tathagata Sarkar (DIN: 08601775) 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 Special resolution:

“RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Tathagata Sarkar (DIN: 08601775), earlier who tendered their resignation on 13th December’ 2023 who was appointed as an Additional Director under the category of Non-Executive Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from February 22nd 2024 up to the conclusion of 36th Annual General Meeting of the Company to be held in the calendar year 2028.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For and on behalf of the Board of Directors
Silverline Technologies Limited**

Sd/-

**Mr. Srinivasan Sitapati Pattamadai
Managing Director**

DIN: 06938100

**Add: Unit 121, Sdf IV, Seepz, Andheri (East), Mumbai
MH 400096**

Date: 05th February, 2024

Place: Mumbai

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 10/2021 dated June 23, 2021 read with circulars dated December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 permitted Companies to convene Annual General Meeting ("AGM") without physical presence of the Members at a common venue, subject to compliance of various conditions mentioned therein. In compliance with the provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the 31st AGM of the Company is being held through VC/OAVM facility. The deemed venue for the Meeting shall be the Registered Office of the Company.
2. A Statement pursuant to Section 102 (1) of the Act in respect of the **Item No. 4-5** given in this Notice, is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The relevant details of the Directors, pursuant to Regulation 26 & 36 of the Listing Regulations and Secretarial Standard 2 on General Meetings, seeking appointment/ re-appointment at this AGM is annexed.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday, February 15, 2024 to Thursday, February 22' 2024**, (both days inclusive).
6. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account: In terms of the requirements of Section 124(6) of the Act read with the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended ("the Rules"), the Company is required to transfer the shares in respect of which the dividend has remained unpaid or unclaimed for a period of seven consecutive years to the IEPF Account.

Members are requested to take note of the same and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF Account. The shares transferred to the IEPF Account can be claimed back by the concerned Members from IEPF Authority after complying with the procedure prescribed under the Rules. Pursuant to the applicable provisions, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the IEPF Account.

As the trading activities are suspended in Stock Exchange, during the Financial Year 2022-2023, the Company has not transferred any shares to the IEPF Account. Both the

unclaimed dividends and the shares transferred to the IEPF can be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the "Rules". For more details regarding claim of unclaimed/unpaid amount/shares please check <http://www.iepf.gov.in/IEPF/refund.html>

7. Pursuant to SEBI circular dated April 20, 2018 shareholders whose ledger folios having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the same to the Registrar and Share Transfer Agents (RTA)/ to the Company for registration in the folio.
8. NRI Members are requested to inform the RTA immediately of: -
 - a. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier; and
 - b. Change in their residential status and address in India on their return to India for permanent settlement
9. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
10. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the RTA at the following address: **Link Intime India Private Limited Share Registry Limited**, having address at C 101, 247 Park, LBS Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai - 400083, Maharashtra.

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.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent – **Link Intime** for consolidation into a single folio.
12. In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. As per the provisions of the Act, nomination facility is available to the Members in respect of the shares held by them. Members holding shares in single name and physical form may send duly completed and signed nomination form to the Registrar and Share Transfer Agent – **Link Intime** (nomination form can be downloaded from the Company's website: www.silverlinetechnology.com). Members holding shares in dematerialised form may contact their respective Depository Participants.

- 14.** In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report 2022-2023, the Notice of the 31st AGM and the Instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective. Depository Participants. Members may also note that the Annual Report 2022-2023 and the Notice convening the AGM are also available on the Company's i.e. www.silverlinetechnology.com, Websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Linkintime India Private Limited (agency for providing the remote e-voting facility) <https://instavote.linkintime.co.in>
- 15.** The Shareholders can join the AGM in the VC/ OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Share Transfer Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
- 16.** The Securities and Exchange Board of India has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Link Intime India Private Ltd.
- 17.** To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
- 18.** Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No.SH. 13 duly filled in to M/s. Link Intime India Private Limited at the above mentioned address or the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
- 19.** Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
- 20.** Voting through electronic means (Remote e-voting and voting during the meeting)

 - a. Members are requested to attend and participate in the ensuing AGM through VC/ OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.

- b. The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the AGM through VC / OAVM but will not be entitled to cast their vote once again on resolutions.
- c. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub Regulation (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-voting facilities to Members in respect of the business to be transacted at the 31st Annual General Meeting (AGM). The Company has engaged the services of Link Intime India Pvt. Ltd. (LI IPL) as authorised agency to provide e-voting facility. The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”). Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The remote e-voting period begins on **Monday, February 19, 2024, 9:00 a.m. (IST) and ends on Wednesday, February 21, 2024, 5:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Thursday, February 15, 2024** may cast their vote electronically. The remote e-voting module shall be disabled by LI IPL for voting thereafter.

NOTE: The “remote e-voting” end time shall be 5.00 p.m. on the date preceding the date of annual general meeting and the cut-off date shall not be earlier than 7 days before the date of annual general meeting.

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY AND SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all the material facts relating to the Item No. 4 of the accompanying Notice.

Item No. 04:

In accordance with the provisions of Section 149 read with schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mrs. Nivedita Sen be appointed as Non- Executive Independent Director on the Board for a term of five consecutive years, in terms of Section 149 of the Companies Act, 2013, whose office is not liable to retire by rotation.

The appointment of Mrs. Nivedita Sen shall be effective upon approval by the members in the Meeting. The Company has received notices in writing from member under Section 160 of the Act proposing the candidature of Mrs. Nivedita Sen the office of Director of the Company. The Company has received individual declarations from Mrs. Nivedita Sen that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

Mrs. Nivedita Sen is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given individual consent to act as Director.

Brief Resume of Mrs. Nivedita Sen

The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Mrs. Nivedita Sen (DIN: 07796043) as an Additional Director of the company w.e.f 29th January 2024 till the conclusion of this Annual General Meeting.

Mrs. Nivedita Sen aged 37 years in age and is Executive MBA from IIM lucknow (Finance and Sales and Marketing).She has over a decade of rich and varied experience in Taxation and Financial Matters.

She does not hold any equity shares of the company as on date and is not disqualified from being appointed as Director in terms of section 141 of the Act and has given her consent in writing to act as a Director of the company.

Mrs. Nivedita Sen is a person of integrity and possesses appropriate skills, experience, and knowledge with demonstrated ability to succeed in variety of roles, proven leadership abilities and strong interpersonal and management skills which will be of great value to the company.

In the opinion of Board Mrs. Nivedita Sen fulfills the conditions for his appointment as an Independent Director whose office will not be liable to retire by rotation.

The Board recommends this resolution for your approval.

Mrs. Nivedita Sen is not related to any of the Directors of the Company. Mrs. Nivedita Sen does not hold any shares in the equity share capital of the Company.

The Board of Directors recommends the resolutions set out at Item No. 4 in relation to the appointment of Mrs. Nivedita Sen as Independent Director of the Company for the approval of the shareholders of the Company. Except Mrs. Nivedita Sen, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise in the resolutions set out at item no. 4 respectively.

Item No. 05:

In accordance with the provisions of Section 149 read with schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Tathagata Sarkar be appointed as Non- Executive Independent Director on the Board for a term of five consecutive years, in terms of Section 149 of the Companies Act, 2013, whose office is not liable to retire by rotation.

The appointment of Mr. Tathagata Sarkar shall be effective upon approval by the members in the Meeting. The Company has received notices in writing from member under Section 160 of the Act proposing the candidature of Mr. Tathagata Sarkar the office of Director of the Company. The Company has received individual declarations from Mrs. Nivedita Sen that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

Mr. Tathagata Sarkar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given individual consent to act as Director.

Brief Resume of Mr. Tathagata Sarkar

The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Mr. Tathagata Sarkar (DIN: 08601775) as an Additional Director of the company w.e.f 29th January' 2024 till the conclusion of this Annual General Meeting.

Mr. Tathagata Sarkar aged 37 years in age and is Executive MBA from IHM Kolkata(Marketing). He has over a decade of rich and varied experience in Taxation and Financial Matters.

He does not hold any equity shares of the company as on date and is not disqualified from being appointed as Director in terms of section 141 of the Act and has given her consent in writing to act as a Director of the company.

Mr. Tathagata Sarkar is a person of integrity and possesses appropriate skills, experience, knowledge with demonstrated ability to succeed in variety of roles, proven leadership abilities and strong interpersonal and management skills which will be of great value to the company. In the opinion of Board Mr. Tathagata Sarkar fulfills the conditions for his appointment as an Independent Director whose office will not be liable to retire by rotation.

The Board recommends this resolution for your approval.

Mr. Tathagata Sarkar is not related to any of the Directors of the Company. Mr. Tathagata Sarkar does not hold any shares in the equity share capital of the Company.

The Board of Directors recommends the resolutions set out at Item No. 5 in relation to the appointment of Mr. Tathagata Sarkar as Independent Director of the Company for the approval of the shareholders of the Company. Except Mr. Tathagata Sarkar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise in the resolutions set out at item no. 6 respectively.

**For and on behalf of the Board of Directors
Silverline Technologies Limited**

Sd/-

**Mr. Srinivasan Sitapati Pattamadai
Managing Director**

DIN: 06938100

Add: Unit 121, Sdf IV, Seepz, Andheri (East), Mumbai
MH 400096

Date: 05th February' 2024

Place: Mumbai

**Profile of Director
(Seeking Appointment/ Re-appointment)
As per Regulation 36 of SEBI (Listing Obligations and Disclosures Requirement)
Regulation, 2015 and SS - 2**

Breif Profile of Nivedita Sen:

Particulars	Details
Name	Nivedita Sen
DIN	07796043
PAN	CCOPS7366D
Nationality	Indian
Date of Birth / Age	09 th November 1986/ 36 years
Date of original appointment	29 th January' 2024
Experience / Expertise	11 years experience with POSCH training for Corporates and heading of finance and accounts team of the organization
Educational Qualifications	MCom MBA Finance and Marketing
Membership/ Chairmanship of Board Committees of the Company	NIL
Shareholding as on 31st March, 2022	Nil
Relationship with other Directors and KMPs	NA
No. of board meetings attended during FY 2022-2023	4(Four)
Terms and Condition of Appointment & Last Remuneration	Terms and conditions are as decided by the board.
Directorship in other Companies	One
First appointment by the Board	NA

**Profile of Director
(Seeking Appointment/ Re-appointment)
As per Regulation 36 of SEBI (Listing Obligations and Disclosures Requirement)
Regulation, 2015 and SS - 2**

Breif Profile of Mr. Tathagata Sarkar:

Particulars	Details
Name	Tathagata Sarkar
DIN	08601775
PAN	BXGPS9849P
Nationality	Indian
Date of Birth / Age	21 st August 1986/ 36 years
Date of original appointment	29th January' 2024
Experience / Expertise	12 years experience with POSCH training for Corporates and heading of finance and accounts team of the organization and handling of financial planning for global equity
Educational Qualifications	MBA Marketing
Membership/ Chairmanship of Board Committees of the Company	NIL
Shareholding as on 31st March, 2022	Nil
Relationship with other Directors and KMPs	NA
No. of board meetings attended during FY 2022-2023	4(Four)
Terms and Condition of Appointment & Last Remuneration	Terms and conditions are as decided by the board.
Directorship in other Companies	One
First appointment by the Board	NA