



SILVER TOUCH®

SILVER TOUCH TECHNOLOGIES LIMITED

R.O.: 2nd Floor, Saffron, Nr. Panchvati Circle, Ambawadi, Ahmedabad – 380006.

Tel.: +91 79 2656 3158 | Fax: +91 79 26561624 | CIN: U72200GJ1995PLC024465 | Website: www.silvertouch.com

NOTICE

To,

The Members

Silver Touch Technologies Limited

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Silver Touch Technologies Limited will be held on **Monday, the 05th Day of March, 2018, at 12:30 P.M.** at 10th Floor, Saffron Building, Nr. Panchwati Circle, Ambawadi, Ahmedabad-380006, to transact the following business.

SPECIAL BUSINESS:

- 1. APPOINTMENT OF M/S PRIYAM R SHAH & ASSOCIATES CHARTERED ACCOUNTANT AS THE STATUTORY AUDITORS OF THE COMPANY DUE TO COMPLETION OF TERM OF THE PRESENT STATUTORY AUDITOR**

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

ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rules framed there under (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the Company be and is hereby accorded to appoint M/s. **Priyam R Shah & Associates**, Chartered Accountants (FRN.: 118421W), Ahmedabad as Statutory Auditors of the Company in place of retiring auditors M/s. **Ambalal Patel & Co.**, Chartered Accountants, Ahmedabad, who shall hold office as Statutory Auditors till the conclusion of the next Annual General Meeting to be held in the financial year 2018-19 at such remuneration as may be decided by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby severally and/or jointly empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

- 2. RATIFICATION OF ‘SILVER TOUCH-EMPLOYEE STOCK OPTION PLAN 2017’ (ESOP 2017)**

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

“RESOLVED THAT pursuant to the provisions of Regulation 12 and other applicable provisions, if any, of the SEBI (Share Based Employee Benefits) Regulations, 2014 and pursuant to all other applicable guidelines, provisions of the Companies

Act, 2013 as may be applicable from time to time (including any modification or re-enactment thereof for the time being in force) and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of Members be and is hereby accorded to ratify the introduction and implementation of ‘SILVER TOUCH - Employee Stock Option Plan 2017’ (hereinafter referred to as “ESOP 2017” or the “Scheme”) which was earlier approved by the Shareholders in their meeting held on 27th April, 2017 authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding 1,25,000(One Lac, Twenty Five thousand only) Employee Stock Options to or for the benefit of such person(s) (hereinafter collectively referred to as “Eligible Employee(s)”) who are in permanent employment of the Company and including any Director thereof, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided by the Board under ESOP 2017, exercisable into not more than 1,25,000(One Lac, Twenty Five thousand only) equity shares of face value of Re. 10/- (Rupee ten) each fully paid-up, in one or more tranches, and on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2017.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to grant options and issue and allot Equity Shares upon exercise of stock options from time to time in accordance with “ESOP 2017” and such Equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of corporate action(s) such as right issues, bonus issues, merger, demerger, slump sale and sale of division and others if any, additional equity shares are issued by the company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 1,25,000(One Lac, Twenty Five thousand only) equity shares shall be deemed to be increased or decreased in line with such change in total paid up equity shares and/or face value thereof without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT in case the Equity Shares of the company are either sub divided or consolidated then the number of shares to be allotted under the plan shall automatically stand augmented or reduced as the case may be in the same proportion as the present face value of Rs 10/



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NOTES

- per Equity Shares bears to the revised Face Value of the Equity Shares of the company after such sub division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under applicable laws and regulations to the extent relevant and applicable to ESOP 2017.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things as it may at its absolute discretion, deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2017 or desirable for issue, offer, allocate, allot and utilize proceeds and to make modifications, changes, variations, alterations, revisions in the terms and conditions of the Plan in accordance with any regulations or guidelines that may be issued from time to time by the appropriate authority unless such variation(s) modification(s) or alteration(s) is detrimental to the interest of Eligible Employees including but not limited to amendments with respect to the vesting period, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the plan without any form of further reference, confirmation, approvals or sanctions from Members of the Company, to the extent permissible by Companies Act 2013 (including any modifications, amendment and reenactment thereof) the Memorandum and Articles of Association of the Company and any other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose and with the power on behalf of company to settle all questions, difficulties, doubts that may arise in this regard without being required to seek any further consent or approval of members of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate powers herein conferred to Nomination, Remuneration and Compensation Committee of directors with a power to further delegate the same to any executives/officers of the Company to do all such acts and deeds, matters and things as also to execute documents, writings and other papers as may be necessary in this regard."

Regd. Office: 2nd Floor,
Saffron Tower,
Nr. Panchvati Circle,

**By Order of the Board of Directors
For, Silver Touch Technologies Limited**

Ambawadi, Ahmedabad-380006
(CIN: U72200GJ1995PLC024465)

Phone: + 91 79 26563158

Fax: + 91 79 26561624

Website: www.silvertouch.com

Email Id: cs@silvertouch.com

Place: Ahmedabad

Date: 01st February, 2018

Sd/-

Vipul Thakkar

(Chairman & Managing Director)

(DIN: 00169558)

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts concerning the aforesaid special business as required is annexed hereto.

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the 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.
2. The instrument of proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
4. The attention of the members of the Company is invited that pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended from time to time, the exemption with respect to voting by electronic means is available to the Company which are referred to in Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations, 2009 and therefore your company has opted to hold this meeting of the members physically.
5. The Shareholders are requested to notify the change, if any, in their registered address to the Company immediately.
6. Members/ proxies should bring the attendance slip duly filled in for attending the meeting.
7. Members may also note that the Notice of EGM will be available on the Company's website, www.silvertouch.com. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. up to the date of Extra Ordinary General Meeting. Members may write us at cs@silvertouch.com if they have any queries or require communication in physical form in addition to electronic communication.
8. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice of EGM by email and others are being sent by permitted mode.
9. The company has set 02/02/2018 as 'Record Date' for taking record of the shareholders of the company who will be eligible to attend and cast their vote on the resolution to be passed in the ensuing extra ordinary general meeting as above.
10. The members are requested to intimate to the company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.



11. Route map to the venue of the EGM is appended to the Notice of EGM.

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Phone: + 91 79 26563158 (Chairman & Managing Director)

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Vipul Thakkar

(DIN: 00169558)

M/s. Priyam R Shah & Associates, Chartered Accountants (FRN.: 118421W), Ahmedabad, have conveyed their consent to be 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.

Accordingly, the Board of Directors proposes Ordinary Resolution as contained in the item no. 1 to the Members for their consideration and approval.

None of the Directors, Key Managerial Persons or their relatives are in any way, concerned or interested (financially or otherwise) in the said resolution.

ITEM No.2:

Regulation 12 (1) of the SEBI (SHARE BASED EMPLOYEE BENEFITS), 2014, *inter alia* provides that no Company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes formulated prior to its IPO and prior to the listing of its equity shares ('Pre- IPO scheme') unless:

- Such pre-IPO scheme is in conformity with these regulations; and
- Such Pre-IPO scheme is ratified by its shareholders subsequent to the IPO.

As you all aware that the shares of the Company got listed on NSE Emerge platform provided by National Stock Exchange with effect from 01st December, 2017. Further, before listing of Securities, the Company pursuant to resolutions passed by our Board and our Shareholders resolutions dated April 6, 2017 and April 27, 2017, respectively, adopted SILVER TOUCH ESOP - 2017 ("ESOP 2017"). Pursuant to ESOP 2017, options to acquire Equity Shares may be granted/granted to eligible employees (as defined in ESOP 2017). The aggregate number of Equity Shares, which may be issued under ESOP 2017, shall not exceed 1,25,000 Equity Shares. The details of option already granted till date under ESOP 2017 are as follows:

Particulars	Details
Options granted	90,000
Pricing formula	Determined by the Nomination and Remuneration Committee
Exercise Price of Options	₹ 50 each
Vesting period	One year from the date of grant.
Options vested and not exercised	Nil
Options exercised	Nil
Total number of Equity Shares that would arise as a result of full exercise of options already granted	90,000
Options forfeited / lapsed	Nil
Variation of terms of options	Nil
Money realized by exercise of Options	Nil
Total number of options in force	90,000
Employee-wise detail of options granted to	
i. Senior managerial personnel	Refer note below
ii. Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	Mr. Himanshu S Jain, Whole Time Director has been granted 30,000 options which is 33.33% of the total options granted during the year.
iii. Identified employees who were granted options during any one year equal to exceeding 1% of the issued capital	None



(excluding outstanding warrants and conversions) of the Company at the time of grant	
Fully diluted Earnings per Equity Share - (face value ₹ 10 per Equity Share) pursuant to issue of Equity Shares on exercise of options calculated in accordance with relevant accounting standards	Not applicable ⁽¹⁾
Lock-in	The shares arising out of exercise of vested options would be subject to lock-in period of one year from the date of allotment.
Impact on profit and Earnings per Equity Share - (face value ₹ 10 per Equity Share) of the last three years if the accounting policies prescribed in the SEBI ESOP Regulations had been followed	Not applicable ⁽¹⁾
Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and its impact on profits and on the Earnings per Equity Share - (face value ₹ 10 per Equity Share)	Not applicable ⁽¹⁾
Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock	Not applicable
Description of the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	Not applicable
Intention of the holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	Not applicable as no Equity Share has yet been allotted under the ESOP 2017.
Intention to sell Equity Shares arising out of the ESOP 2017 within three months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of ESOP 2017 amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions), which inter alia shall include name, designation and quantum of the equity shares issued under the ESOP 2017 and the quantum they intend to sell within 3 months.	Not applicable as none of the directors, senior managerial personnel and employees is entitled to options amounting to more than 1% of the issued capital.

Further, the Company has granted in total 90,000 ESOPs to the eligible employees already in compliance with the requirement of the ESOP scheme/guidelines.

The ratification is proposed to comply with requirement of regulation 12 of SEBI (**SHARE BASED EMPLOYEE BENEFITS REGULATIONS, 2014**) and no changes or alteration carried out in the original scheme as approved earlier by the members of the company on. The copies of such original resolution passed along with its all supporting documents are available for inspection during the all working days during working hours for inspection by members till the date of EGM.

Since the shares of the Company now got listed and hence to comply with the requirements of provisions of applicable guidelines/regulations as issued by the SEBI the Company requires to ratify ESOP scheme as approved and adopted by the Company before listing of its securities. Accordingly, the Board of Directors recommends Special Resolution as contained in Item No. 2 of the Notice for the consideration and approval of members.

Mr. Himanshu S. Jain & Mr Vijaykumar K Shah, Whole-time Director and all the Key Managerial personnel except Managing Director, Company Secretary and CFO are interested (Financial or otherwise) in this resolution to the extent of employee stock options granted to them under ESOP Scheme-2017

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Form No. MGT-11 Proxy Form

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

Name of the Company : Silver Touch Technologies Limited
CIN : U72200GJ1995PLC024465
Registered office : 2nd Floor, Saffron, Nr. Panchvati Circle, Ambawadi Ahmedabad - 380006, Gujarat.

Name of the Member(s) :
Registered address :

E-mail Id : Folio No :

I/ We being the member of, holding.....shares, hereby appoint

1. Name : Address : Email ID : Signature :

2. Name : Address : Email ID : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of members of the Company, to be held on Monday, 05th March, 2018 at 12:30 PM. at 10th Floor, Saffron Towers, Nr Panchvati Circle, Panchwati, Ahmedabad- 380006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 4 columns: Resolution No, Resolution, For, Against. Row 1: Appointment of M/S Priyam R Shah & Associates, Chartered Accountant as The Statutory Auditors Of The Company To Fill Casual Vacancy. Row 2: To ratify the "SILVERTOUCH EMPLOYEE STOCK OPTION PLAN 2017" (ESOP 2017)

Signed this _____ Day of _____, 2018

Signature of Shareholder

Name of Shareholder: _____

Signature of Proxy holder(s)

Name of Proxy holder(s): _____

Note:

- 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. It is optional to indicate your preference if you leave the "for and against" column blank against Resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



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Attendance Slip

(To be presented at the entrance)

EXTRA ORDINARY GENERAL MEETING

MONDAY, 05TH MARCH, 2018 AT 12:30 PM

at 10th Floor, Saffron Towers, Nr. Panchvati Circle, Ambawadi, Ahmedabad - 380006.

Folio No . : _____

Name of Member _____ Signature _____
Name of Proxy(If Any) _____ Signature _____

- 1. Only Member/ Proxy holder can attend the meeting.
2. Member/ Proxy holder should bring his/her copy of the Notice of the Extra Ordinary General Meeting for reference at the Meeting.

