



SILVER TOUCH[®]

SILVER TOUCH TECHNOLOGIES LIMITED

[CIN: L72200GJ1995PLC024465]

CODE OF PRACTICES AND PROCEDURES
FOR FAIR DISCLOSURE OF UNPUBLISHED
PRICE SENSITIVE INFORMATION



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Registered Office: 2nd Floor, Saffron, Nr. Panchwati Circle, Ambawadi,
Ahmedabad – 380006, Gujarat.

Tel: +91-79-2656 3158, Fax: +91-79-2656 1624

Email: cs@silvertouch.com, **Website:** www.silvertouch.com

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Principles of fair disclosure pursuant to regulation 8 (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Schedule A to the said regulation and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred as "SEBI PIT Regulations")]

The Company believes in adopting, practicing and upholding the highest standards of professionalism, honesty, integrity and ethical behavior in order to prohibit and prevent insider trading in the Company's securities, in this regards, the Company has formulated and adopted a code of conduct to be followed by its Directors, Designated Employees and Connected Persons ("herein after referred as **Designated Persons**") who, in the opinion of the Company, may have access to the price Sensitive information.

❖ **The Company adopts principles, practices and procedures as under to ensure fair disclosure of unpublished price sensitive information and undertakes to follow the same:**

- 1) The Company and 'Designated Persons' shall maintain confidentiality of all unpublished price sensitive information ("herein after referred as **UPSI**"), shall communicate the same purely on 'need to know basis' and shall not communicate to any unauthorized person(s);
- 2) The Company shall ensure uniform and universal dissemination of UPSI to avoid any selective disclosure of such information;
- 3) The Company shall promptly disclose UPSI once such credible and concrete information comes under the purview;
- 4) The Company shall disclose UPSI by making its prompt disclosure with sufficient and unambiguous details to the Stock Exchanges on which its securities are listed. The Company shall also disclose UPSI on its website;

- 5) In case the Company finds that any UPSI has been disclosed selectively, inadvertently or otherwise, it shall promptly disclose and disseminate as soon as the circumstances permit such information to make it uniformity and non-discriminatorily available to the general public;
- 6) The Company designates its 'Company Secretary' as its 'Chief Investor Relations Officer' to entrust him with the function of dissemination and disclosure of UPSI. He is entrusted with giving appropriate and fair response to the regulatory authorities in respect of queries, questions and explanations to news reports and market rumor. In absence of Company Secretary, the Managing Director shall be the Chief Investor Relations Officer;
- 7) The Company shall ensure that no UPSI is shared with analyst and researchers on a selective basis;
- 8) The Company shall ensure that its conferences with analyst and investors shall be open to participation by all analyst, shareholders and other investors;

Policy for determination of "Legitimate Purposes"

- 9) Sharing of unpublished price sensitive information in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants shall be considered as "legitimate purposes" provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.
- 10) Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an "Insider" for the purposes of the SEBI PIT Regulations and due notice shall be given to such person to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the said Regulations. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him/her, in compliance with the SEBI PIT Regulations.
- 11) Unpublished Price Sensitive Information, such as Financial Results, declaration of Dividends, proposal of Corporate Restructuring, diversification, expansion, acquisition in the stake of other entities, etc. shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.
- 12) A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not

available. Adequate and effective system of internal controls will also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.

Disclosure of the Code on Public Domain

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed and also published on the official website of the Company.

(Note: Policy for determination of "Legitimate Purposes" covered under Clauses 9 to 12 of this Code, formulated pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 shall come into effect from April 01, 2019.)

FOR, SILVER TOUCH TECHNOLOGIES LTD



Vipul H. Thakkar
Managing Director