

Date: 01st August, 2025

To, The Manager Listing Department NATIONAL STOCK EXCHANGE OF INDIA LIMITED Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol: SILVERTUC	To, The Manager, BSE LIMITED Phiroz Jeejeeboy Towers, Dalal Street Mumbai – 400 001 Scrip Code - 543525
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Subject - Submission of Notice of Annual General Meeting for the Financial Year 2024-25.

Respected Sir/Madam,

With regard to the captioned matter and in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, we hereby submit the **Notice** convening the **31st Annual General Meeting (AGM)** of **Silver Touch Technologies Limited** for the financial year 2024-25, scheduled to be held on Tuesday, August 26, 2025 at 01:00 p.m. (IST) through Video Conference {"VC"}/ Other Audio Visual Means {"OAVM"}.

The above information will also be available on the website of the company i.e. www.silvertouch.com.

We request you to kindly take the above information on your records.

Thanking You

For, SILVER TOUCH TECHNOLOGIES LIMITED

KASHISH PUROHIT
COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl: As above

Silver Touch Technologies Limited

Silver Touch House, Opp. Suryarath Complex, Nr. White House, Panchavati Circle, Ellis Bridge, Ahmedabad 380006, Gujarat, India.

Phone: +91 79 4002 2770 - 4, Email: info@silvertouch.com, Website: www.silvertouch.com

CIN: L72200GJ1995PLC024465



SILVER TOUCH TECHNOLOGIES LIMITED

CIN: L72200GJ1995PLC024465

Registered Office: "Silver Touch House", Opp. Suryarath Complex, Nr. White House, Panchavati Circle, Ellisbridge, Ahmedabad, Ahmadabad City, Gujarat, India, 380006

Phone: + 91 79 40022770/1/2/3/4, Fax: +91-79-2656 1624

E-mail: cs@silvertouch.com; Website: www.silvertouch.com

CORPORATE INFORMATION

BOARD OF DIRECTORS

- MR. VIPUL HARIDAS THAKKAR**
Chairman & Managing Director
- MR. JIGNESH AMRATLAL PATEL**
Whole Time Director
- MR. MINESH VINODCHANDRA DOSHI**
Whole Time Director
- MR. PALAK VINUBHAI SHAH**
Whole Time Director
- MR. HIMANSHU JAIN**
Whole Time Director
- MRS. GAYATRI MUKUL DOCTOR**
Non-Executive Independent Director
- MR. PIYUSHKUMAR MITHILESHKUMAR SINHA**
Non-Executive Independent Director
- MR. SANDEEP H SHAH**
Non-Executive Independent Director
- MR. APURVA BHASKAR DAMANI**
Non-Executive Independent Director
- MR. JIGNESH ASHWINBHAI SHAH**
Non-Executive Independent Director

KEY MANAGERIAL PERSONNEL

MR. PAULIN V SHAH

Chief Financial Officer (CFO)

MS. KASHISH ARJUNBHAI PUROHIT

*Company Secretary (CS) & Compliance Officer
(Appointed w.e.f 31st January, 2025)*

MR. VISHNU H THAKER

*Company Secretary (CS) & Compliance Officer
(Resigned w.e.f 10th January, 2025)*

STATUTORY AUDITORS

M/S AMBALAL PATEL & CO. (CHARTERED ACCOUNTANTS)

*1st Floor, Sapphire Business Centre, Above SBI Vadaj Branch,
Usmanpura, Ahmedabad- 380 013*

PRACTICING COMPANY SECRETARIES

M/S SANDIP SHETH & ASSOCIATES

*518, Anand Mangal- III, Opp. Core House,
Rajnagar Club Lane, Ambawadi,
Ahmedabad - 380 006*

INTERNAL AUDITORS

M/S RAJIV AHUJA & ASSOCIATES (CHARTERED ACCOUNTANTS)

*Besquare Managed Offices,
7th Floor, Shree Krishna Centre,
Near Mithakali Six Roads,
Navrangpura, Ahmedabad – 380009*

REGISTRAR & SHARE TRANSFER AGENT

MUFG INTIME INDIA PRIVATE LIMITED

*C-101, 1st Floor, 247Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083
Tel: +91-22- 49186200,
Fax: +91-22- 49186195*

PRINCIPAL BANKERS

1. Bank of India
2. Yes Bank

LISTED ON

National Stock Exchange of India Limited

*Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051*

Symbol: SILVERTUC

ISIN: INE625X01018

BSE Limited

*Phiroz Jeejeeboy Towers,
Dalal Street
Mumbai – 400 001*

Script Code - 543525

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty First (31st) Annual General Meeting of the Members of **SILVER TOUCH TECHNOLOGIES LIMITED** will be held on Tuesday, 26th August, 2025, at 13:00 PM (IST), through Video Conferencing / Other Audio Visual Means, for the transaction of the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at “Silver Touch House”, Opp. Suryarath Complex, Nr. White House, Panchavati Circle, Ellisbridge, Ahmedabad, Gujarat, India, 380006.

ORDINARY BUSINESS

- 1. Consideration and Adoption of Audited Financial Statements of the Company (including consolidated financial statements) for the Financial Year ended on March 31, 2025 and Reports of the Board of Directors and the Auditors thereon:**

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

“**RESOLVED THAT** the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and hereby adopted.”

- 2. Declaration of Dividend for the Financial Year ended March 31, 2025:**

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

“**RESOLVED THAT** a Dividend of Rs. 0.50 (Rupees Fifty Paisa) (i.e. 5 %) per Equity Share of the face value of Rs. 10 each for the financial year ended March 31, 2025 on 1,26,81,000 Equity Shares of the Company as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the profits for the year ended March 31, 2025.”

- 3. To appoint Director in place of Mr. Himanshu Jain (DIN: 00454477), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.**

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

“RESOLVED THAT Mr. Himanshu Jain (DIN: 00454477), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

- 4. To appoint Director in place of Mr. Palak Vinubhai Shah (DIN: 00306082), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.**

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

“RESOLVED THAT Mr. Palak Vinubhai Shah (DIN: 00306082), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

- 5. Appointment of M/s Sandip Sheth & Associates as Secretarial Auditors:**

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] M/s. Sandip Sheth & Associates, (Firm Registration No. P2001GJ041000) Company Secretaries, be and hereby appointed as Secretarial Auditors of the Company for conducting Secretarial Audit and issue the Secretarial Compliance Report and other Statutory reports for the term of 5 (five) years from Financial Year April 1, 2025 to March 31, 2030 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

- 6. Re-appointment of Mr. Vipul Haridas Thakkar (DIN: 00169558) as the Managing Director of the Company:**

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel)

Rules 2014, based on the recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors at their meeting held on Thursday, 31st July, 2025 for re-appointment as the Managing Director & approval of remuneration and subject to other statutory approvals, if required, the consent of the Members be and is hereby accorded to re-appoint Mr. Vipul Haridas Thakkar (DIN: 00169558), as the Managing Director of the Company for a period of 3 (Three) years commencing from 1st April, 2026, at a remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors as mentioned herein below and to alter and vary the terms and conditions of the said appointment so as not to exceed the overall limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto, as may be agreed to by and between the Board of Directors and Mr. Vipul Haridas Thakkar, Managing Director.”

a. Salary:

Up to Rs. 10,00,000/- (Rupees Ten Lacs only) per month. (It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/Special/Management/Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)

b. Perquisites:

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

c. Leave Travel Assistance:

First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.

d. Club Fees:

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

e. Personal accident insurance:

As per rules of the Company

f. Employer's contribution to Provident fund/superannuation fund:

As per Rules of the Company

g. Gratuity:

Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.

h. Car/Telephone:

Car will be provided by the Company for official use. – Telephone connection at residence shall be provided by the Company. Provided that personal long distance

calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

7. Re-appointment of Mr. Jignesh Amratlal Patel (DIN: 00170562) as the Whole Time Director of the Company:

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, based on the recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors at their meeting held on Thursday, 31st July, 2025 for re-appointment as a Whole Time Director and subject to other statutory approvals, if required, the consent of the Members be and is hereby accorded to re-appoint Mr. Jignesh Amratlal Patel (DIN: 00170562), as a Whole Time Director of the Company for a period of 3 (Three) years commencing from 1st April, 2026, at a remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors as mentioned herein below and to alter and vary the terms and conditions of the said appointment so as not to exceed the overall limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto, as may be agreed to by and between the Board of Directors and Mr. Jignesh Amratlal Patel, Whole Time Director.”

a. Salary:

Up to Rs. 10,00,000/- (Rupees Ten Lacs only) per month. (It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/Special/Management/Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)

b. Perquisites:

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per

Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

c. Leave Travel Assistance:

First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.

d. Club Fees:

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

e. Personal accident insurance:

As per rules of the Company

f. Employer's contribution to Provident fund/superannuation fund:

As per Rules of the Company

g. Gratuity:

Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.

h. Car/Telephone:

Car will be provided by the Company for official use. – Telephone connection at residence shall be provided by the Company. Provided that personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

8. Re-appointment of Mr. Minesh Vinodchandra Doshi (DIN: 00306106) as the Whole Time Director of the Company:

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, based on the recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors at their meeting held on Thursday, 31st July, 2025 for reappointment as a Whole Time Director and subject to other statutory approvals, if required, the consent of the Members be and is hereby accorded to re-appoint Mr. Minesh Vinodchandra Doshi, (DIN: 00306106), as a Whole Time Director of the Company for a period of 3 (Three) years commencing from 1st April,

2026, at a remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors as mentioned herein below and to alter and vary the terms and conditions of the said appointment so as not to exceed the overall limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto, as may be agreed to by and between the Board of Directors and Mr. Minesh Vinodchandra Doshi, Whole Time Director.

a. Salary:

Up to Rs. 10,00,000/- (Rupees Ten Lacs only) per month. (It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/Special/Management/Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)

b. Perquisites:

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

c. Leave Travel Assistance:

First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.

d. Club Fees:

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

e. Personal accident insurance:

As per rules of the Company

f. Employer's contribution to Provident fund/superannuation fund:

As per Rules of the Company

g. Gratuity:

Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.

h. Car/Telephone:

Car will be provided by the Company for official use. – Telephone connection at residence shall be provided by the Company. Provided that personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings

as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

9. Re-appointment of Mr. Palak Vinubhai Shah (DIN: 00306082) as the Whole Time Director of the Company:

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

RESOLVED THAT pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, based on the recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors at their meeting held on Thursday, 31st July, 2025 for reappointment as a Whole Time Director & approval of remuneration and subject to other statutory approvals, if required, the consent of the Members be and is hereby accorded to re-appoint Mr. Palak Vinubhai Shah, (DIN: 00306082), as a Whole Time Director of the Company for a period of 3 (Three) years commencing from 1st April, 2026, at a remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors as mentioned herein below and to alter and vary the terms and conditions of the said appointment so as not to exceed the overall limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto, as may be agreed to by and between the Board of Directors and Mr. Palak Vinubhai Shah, Whole Time Director.”

a. Salary:

Up to Rs. 10,00,000/- (Rupees Ten Lacs only) per month. (It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/Special/Management/Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)

b. Perquisites:

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

c. Leave Travel Assistance:

First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.

d. Club Fees:

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

e. Personal accident insurance:

As per rules of the Company

f. Employer's contribution to Provident fund/superannuation fund:

As per Rules of the Company

g. Gratuity:

Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.

h. Car/Telephone:

Car will be provided by the Company for official use. – Telephone connection at residence shall be provided by the Company. Provided that personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

10. Re-appointment of Mr. Himanshu Jain (DIN: 00454477) as the Whole Time Director of the Company:

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT, pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, based on the recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors at their meeting held on Thursday, 31st July, 2025 for reappointment as a Whole Time Director & approval of remuneration and subject to other statutory approvals, if required, the consent of the Members be and is hereby accorded to re-appoint Mr. Himanshu Jain , (DIN: 00454477), as a Whole Time Director of the Company for a period of 3 (Three) years commencing from 1st January, 2026, at a remuneration recommended by the Nomination and Remuneration Committee of the Board of Directors as mentioned herein below and to alter and vary the terms and conditions of the said appointment so as not to exceed the overall limits specified in Schedule V of the Companies Act, 2013 or any amendments

thereto, as may be agreed to by and between the Board of Directors and Mr. Himanshu Jain, Whole Time Director.

a. Salary:

Up to Rs. 10,00,000/- (Rupees Ten Lacs only) per month. (It includes Basic Salary, House Rent Allowance, Conveyance Allowance, Grade/Special/Management/Supplementary Allowance, Medical Reimbursement, Food Coupons, Dress/Uniform Allowance, Conveyance Reimbursement or any other allowance as may prescribed by the Company from time to time.)

b. Perquisites:

Perquisites should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be valued, evaluated, considered etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

c. Leave Travel Assistance:

First Class Air Fare for self and family once in a year to any destination as per the rules of the Company.

d. Club Fees:

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

e. Personal accident insurance:

As per rules of the Company

f. Employer's contribution to Provident fund/superannuation fund:

As per Rules of the Company

g. Gratuity:

Gratuity shall be payable as per the rules of the Company subject to the ceiling as per the guidelines for Managerial Remuneration in force from time to time.

h. Car/Telephone:

Car will be provided by the Company for official use. – Telephone connection at residence shall be provided by the Company. Provided that personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

11. To increase the borrowing limits of the board of directors under Section 180 of the Companies Act, 2013.

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT, in supersession of the earlier Special Resolution passed by the Shareholders of the Company at the Twenty-Fifth (25th) Annual General Meeting held on 19th September, 2019 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) (including any statutory modifications or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendation of the Audit Committee and as per the approval of Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded to the Board to borrow from time to time any sum or sums of monies (fund based and non-fund based facilities), the proposal to authorize the Board to borrow from time to time such sum or sums of monies (whether fund-based or non-fund-based facilities), at its discretion for the purpose of the business of the Company, from any one or more Banks and/ or Financial Institutions and/or any other lending institutions in India or abroad and/or Bodies Corporate or other entities or any individual, not limited to by way of loan (secured/unsecured), commercial paper, term loan, financing or bill discounting, advance, Inter- Corporate loans & advances or loans, bonds, debentures, external commercial borrowings, financial or credit facility, or other debt instruments, or otherwise and with or without security and in Indian Rupees and/or in any foreign currency from time to time, as its discretion and upon such terms and conditions as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) may exceed the aggregate of the paid- up share capital, free reserves and its securities premium of the Company, provided that the total amount so borrowed by the Board shall not at any time exceed a sum of ₹150.00 Crores (Rupees One Hundred and Fifty Crore Only).

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors of the Company or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, and to execute all such documents, instruments and writings, as may be necessary, desirable or expedient in connection therewith.”

“RESOLVED FURTHER THAT, a certified true copy of this resolution be provided to all concerned parties and authorities, under the signature of any one of the Directors or the Company Secretary of the Company.”

12. To approve creation of charge on movable and immovable properties of the company both present and future, in respect of borrowing under section 180(1)(a) of the companies act, 2013:

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time being in force), and rules made thereunder and applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions and pursuant to the Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever, based on the recommendation of Audit Committee and as per the approval of Board of Directors of the Company, the consent of the Shareholders of the Company be and is hereby accorded to the Company to empower the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board or Committee to exercise the powers conferred on the Board by this Resolution) to create such charges, mortgages, hypothecations, pledge, security, on such terms as the Board may determine, in addition to the existing mortgages/ hypothecations/ charges/ pledge/ security, if any, already created by the Company, in such manner as may be determined, on all or any of the moveable and/ or immoveable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of undertaking(s) of the Company, and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies, any individual or bodies/ trustees, other entities for the holders of debentures/ bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures (comprising fully / partly convertible Debentures and / or Non-Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds (including Masala Bonds) or other debt instruments) issued / to be issued by the Company from time to time, to or in favor

of the Bank(s), Lender(s), Agent(s), bodies/ trustee(s) or any other person(s)/bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as "Lenders"), for securing the borrowings already availed/ to be availed by the Company by the way of loan(s) from time to time, shall not exceed at any time a sum equivalent to Rs 150.00 Crores (Rupees One Hundred and Fifty Crores Only) together with interest at the respective agreed rates, additional interest, compounded interest, in case of default accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agents / Trustee, premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Trust Deeds(s) / other Agreement(s) / any other documents, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / debentures / bonds or working capital facilities or other securities and containing such specific terms, conditions and covenants in respect of enforcement of security as may be stipulated in that behalf from time to time;

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior with the charges/ mortgages/ hypothecations/ pledge/ security or already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties;

RESOLVED FURTHER THAT the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the Company to finalize, settle, and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**BY THE ORDER OF THE BOARD
SILVER TOUCH TECHNOLOGIES LIMITED**

Sd/-

**VIPUL HARIDAS THAKKAR
MANAGING DIRECTOR
DIN: 00169558**

Date: 31/07/2025

Place: Ahmedabad

NOTES:

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 03/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”), vide its circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 7th October, 2023 and 3rd October, 2024 (collectively referred to as “SEBI Circulars”), has permitted companies to conduct their Annual General Meetings (“AGMs”) through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”) without the physical presence of members at a common venue, up to 30th September, 2025.

Accordingly, in compliance with the provisions of the Companies Act, 2013 (“the Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the MCA Circulars, and the SEBI Circulars, the 31st AGM of the Company is being held through VC/OAVM. The Members can attend and participate in the AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration

Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.silvertouch.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars referred above, valid up to 30th September, 2025.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Saturday, 23rd August, 2025 at 09.00 AM and ends on Monday, 25th August, 2025 at 05.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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

	<p>provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be</p>

	redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (v) Click on the EVSN for the relevant **“SILVER TOUCH TECHNOLOGIES LIMITED”** on which you choose to vote.
- (vi) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- (ix) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password & enter the details as prompted by the system.**
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the **“Corporates”** module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@silvertouch.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are

otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/ RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

A Statement setting out material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the "Act") in respect of special businesses set out at **Item No. 5, 6, 7, 8, 9, 10, 11 & 12 of the Notice** is annexed hereto.

ITEM NO. 5: APPOINTMENT OF M/S SANDIP SHETH & ASSOCIATES AS SECRETARIAL AUDITORS

Pursuant to Section 204 of the Companies Act, 2013 ('the Act') the Company has to annex to its Board's Report a Secretarial Audit Report given by a practicing company secretary in the format as may be prescribed. Rule 9 of the Companies (Appointment and Remuneration) Rules 2014 prescribes Form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 provide that the appointment of Secretarial Auditor shall be made by the Board at the meeting of the Board.

SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) have *inter-alia* prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company and its material unlisted subsidiary company incorporated in India (if any) is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company.

Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. 01st April, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint:

1. an Individual as Secretarial Auditor for not more than one term of five consecutive years
or
2. a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

In accordance with the above, the Board of Directors at its meeting held on 31st July, 2025 considered, approved and recommended to the Shareholders of the Company for their approval, the appointment of M/S Sandip Sheth & Associates, a firm of Company Secretaries in practice, (Firm Registration Number: P2001GJ041000), as Secretarial Auditors of the Company at the ensuing 31st Annual General Meeting for a term of 5 consecutive Years, to conduct Secretarial Audit of five consecutive financial years from 1st April, 2025 till 31st March, 2030 (**the Term**) and issue of (i) the Secretarial Audit Report under Section 204 of the Act for the Term and

(ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term.

The Board of Directors have approved that in addition to issuing the Secretarial Audit Report the Secretarial Auditors shall also issue to the Company

- (i) the Secretarial Compliance Report under Regulation 24A(2) of the Listing Regulations for the Term
- (ii) the Compliance certificate regarding compliance of conditions of corporate governance as may be required under Para E of Schedule V of the Listing Regulations for the Terms and
- (iii) the certificate on qualification of the directors as may be required under sub-clause (i) of clause 10 of Paragraph C of Schedule V of Listing Regulations for the Term and
- (iv) such other certificates or reports or opinions which can be issued by the Secretarial Auditors under Applicable Laws.

M/s Sandip Sheth & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Company Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Circular.

Brief profile of M/s. Sandip Sheth & Associates, Company Secretaries in practice as under:

The Firm "Sandip Sheth & Associates" Practising Company Secretary since August 2001 in the field of corporate law, finance, loan syndication, management audit, budgeting, legal drafting and other related areas. The firm is providing niche solutions to its valued clients who adhere to and believe in compliances as the firm believes in principle of "Birds of same flock grows together". The firm is PEER REVIEWED by ICSI. Sandip Sheth & Associates has a team of dedicated and experienced professionals, with hand on experience of handling challenges for the opportunities comes to the firm in Indian context.

The fact that highly qualified, talented and experienced professionals with diversified areas of experience makes the firm indispensable advisor for its corporate clients. The firm's approach is pragmatic and collaborative, underpinned by specialist expertise. Each team member of the firm uses his/her insight and experience to provide substantial, sustained improvement in performance and consequently well-deserved satisfied services to its service users.

OTHER DISCLOSURE

No order has been passed in the last five years by the Institute of Company Secretaries of India (ICSI), the Securities and Exchange Board of India (SEBI), the Ministry of Corporate Affairs (MCA), any other statutory or regulatory authority, or any court of law, whether in India or abroad, against the proposed Secretarial Auditor that would impact their eligibility to be appointed as such.

The Board after taking into account the qualification and experience of M/s Sandip Sheth & Associates and the certificate submitted by them, was of the opinion that they are qualified to be appointed as the Secretarial Auditors of the Company in accordance with the Listing Regulations and the Circular, the qualification and experience of M/s Sandip Sheth & Associates is commensurate with the size and requirements of the Company and have accordingly recommended their appointment as the Secretarial Auditors for the term, as set out in the proposed resolution, to the members of the Company.

It is further proposed that the remuneration to be paid to the Secretarial Auditor for issuing the Secretarial Audit Report and other report, certificates or opinions as the Board may approve to obtain from the Secretarial Auditors, may be determined, from time to time, by the Board or any committee of the Board or any officer of the Company authorised by the Board in this regard.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

ITEM NO. 6: RE-APPOINTMENT OF MR. VIPUL HARIDAS THAKKAR (DIN: 00169558) AS THE MANAGING DIRECTOR OF THE COMPANY

Mr. Vipul Haridas Thakkar (DIN 00169558) was appointed as a Managing Director of the company at their Board meeting held on 10th August, 2022 to hold office for a period of 3 (Three) years w.e.f. 1st April, 2023 to 31st March, 2026 on the terms & conditions recommended by the Nomination and Remuneration Committee in their meeting held on 10th August, 2022 which was also approved by the Members at the 28th Annual General Meeting of the Company held on 19th September, 2022.

Further, the members at the 28th Annual General Meeting held on 19th September, 2022 had approved revision in remuneration payable to Mr. Vipul Thakkar during his tenure as the Managing Director of the Company from 1st April, 2023 to 31st March, 2026.

The term of appointment of Mr. Vipul Thakkar as Managing Director of the Company is expiring on 31st March, 2026.

The Board at its meeting held on Thursday, 31st July, 2025, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the members, re-appointed Mr. Vipul Thakkar as Managing Director of the Company for further term of 3 (three) years commencing from 1st April, 2026. The Board further approved that the terms and conditions of re-appointment of Mr. Vipul Thakkar shall continue to be same.

Brief profile of Mr. Vipul Thakkar including the nature of expertise in specific functional area

Mr. Vipul Haridas Thakkar is the Chairman & Managing Director of Silver Touch Technologies Ltd. He holds a Bachelor's Degree in Computer Engineering with a Master's in Business Administration and has over 27 years of experience in E-governance and Software Solutions. He has started his career with a leading IT company and soon decided to start his own venture. He founded Silver Touch in 1995 with likeminded friend, Mr. Jignesh Patel for deliverance in IT

Solutions and Services and was joined later on by Mr. Minesh Doshi and Mr. Palak Shah. He is a keen observer of technology results and a firm believer in the potential around him. He has developed a remarkable foresightedness with regard to new developments in technology which has helped him to bring the company to its current level of performance and scale. Mr. Thakkar is a true technology leader and always encourages young talent. Due to his sheer dedication and devotion, Silver Touch has grown by leaps and bounds.

Mr. Thakkar has overall experience of 27 years in E-Governance and Software solutions and Networking. He is currently looking after Finance & Administration of the Company.

Details as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) with respect to re-appointment of Mr. Vipul Thakkar as Managing Director is given in the ANNEXURE- 1 to this Notice.

STATEMENTS AS PER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 WITH RESPECT TO ITEM NO. 6 OF THE NOTICE AND THE LISTING REGULATIONS, AS THE CASE MAY BE:

In terms of provisions contained in section II Part II of Schedule V of the Companies Act, 2013, in case of inadequate profit for managerial remuneration, the relevant details regarding the performance of the Company and of the appointee are furnished hereunder:

I. GENERAL INFORMATION:

1.	Nature of Industry	Design & Development of Software, other Intellectual Applications Data Management, BPO & Information Technology Infrastructure Management Trading & Services of Computer Peripherals and Networking Products and offshore services.	
2.	Date or expected date of commencement of commercial production	Not applicable as the entity is an existing company	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable as the entity is an existing company	
4.	Financial performance based on given indicators – as per audited financial results for the year ended 31 st March, 2025:	Particulars	Rs. In Lakh (except EPS)
		Turnover	26663.16
		Total Income	26968.44
		Net Profit/ (Loss) before Tax	3041.47
		Net Profit/ (Loss) after Tax	2268.82

		Net Worth	13080.27
		Earnings Per Share (Rs.)	17.89
		Dividend %	Rs. 0.50 (5%)
5.	Export Performance	The Company has achieved export Turnover FOB value of Rs. 1841.44 (in Lakhs) for the Financial Year ended on 31 st March, 2025.	
6.	Foreign investments or collaborators	The Company has three wholly owned subsidiaries as follows: <ul style="list-style-type: none"> - Silver Touch Technologies (UK) LTD established in UK - Silver Touch Technologies INC established in USA - Silver Touch Technologies Canada Limited. 	

II. INFORMATION ABOUT THE APPOINTEE DIRECTOR:

Sr No.	Particulars	Mr. Vipul Haridas Thakkar (DIN: 00169558)
1.	Background Details	Mr. Vipul Haridas Thakkar holds a Bachelor's degree in Computer Engineering, a Diploma in Computer Engineering, and a Master of Business Administration. He has been associated with the Company since its inception in 1995 and has been serving as the Managing Director since 2009.
2.	Past Remuneration	Remuneration paid for the Financial Year 2024-25 was Rs. 7,00,000 Per Month.
3.	Recognition or Awards	While Mr. Vipul H. Thakkar has not received any awards in his personal capacity, his visionary leadership and relentless efforts have played a pivotal role in securing numerous prestigious awards and recognitions for the Company. These achievements have significantly contributed to shaping the Company's legacy and have facilitated its seamless entry into global markets.
4.	Job Profile and his suitability	Mr. Vipul Haridas Thakkar, Chairman & Managing Director, oversees the overall strategic direction, finance, and administration of the Company. With over 27 years of experience in E-Governance, Software Solutions, and Networking, he

		<p>brings strong leadership and domain expertise to the role.</p> <p>As a co-founder of Silver Touch in 1995, Mr. Thakkar has played a pivotal role in the Company's growth and global expansion. His deep technical background, combined with a Master's in Business Administration, positions him strongly to lead the Company through evolving technological landscapes. His vision, dedication, and commitment to innovation make him highly suited for his current role.</p>
5.	Remuneration Proposed	As mentioned in the abstract of remuneration given in the preceding paras.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	<p>The proposed remuneration for Mr. Vipul H. Thakkar is considered fair and appropriate, taking into account his qualifications, extensive industry experience, and demonstrated leadership capabilities.</p> <p>He has been re-appointed as the Managing Director - having superintendence and control of the Board of Directors of the Company to carry out such duties on day to day basis as entrusted to him.</p> <p>The remuneration structure is aligned with prevailing industry benchmarks and is commensurate with the scale, complexity, and growth trajectory of the Company. It reflects a balanced approach to rewarding executive performance while maintaining long-term shareholder value.</p>
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Mr. Vipul Haridas Thakkar, is the promoter cum Chairman and Managing Director of the Company and holds equity shares under the Category of Promoter and Promoter Group of the Company.</p> <p>Shareholding as on 31st March, 2025: 21.02% No. of shares: 26,64,942 Equity Shares</p>

III. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits.	Though, the company has made reasonable profit during the period ended on 31.03.2025 as per the industry norms,
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		however as per calculation of profit u/s. 198 such profits are inadequate to remunerate such managerial personnel.
2.	Steps taken or proposed to be taken for improvement	The management is actively implementing various strategic and operational initiatives aimed at enhancing the Company's overall profitability. These efforts are expected to yield positive outcomes, and the management remains confident that such measures will lead to sustained improvement in the Company's financial performance.
3.	Expected increase in productivity and profits in measurable terms.	The Company anticipates a positive trajectory in both revenue and profitability, driven by the planned expansion of its production capacities. Additionally, it expects to achieve strong growth in export turnover, supported by robust demand and favorable market dynamics in the Information Technology and Computer Hardware sectors. These forward-looking initiatives are aligned with the Company's strategic focus on value creation and long-term shareholder returns.

IV. DISCLOSURES:

- The terms of re-appointment and remuneration package of Mr. Vipul Haridas Thakkar have been enumerated above. All the relevant documents are available for inspection by the members of the Company at the Registered office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays and Public Holidays.
- The required disclosure to the shareholders of the Company about remuneration package of the managerial personnel and all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; has been made in the Annual Report of the Company for the Financial Year 2024-25, wherever applicable.
- Re-appointment of Mr. Vipul Thakkar as a Managing Director of the Company, requires special majority of the members under Sections 196, 197 & 198 read with provisions of sub-clause (A) of section II of part II of Schedule V of the Companies Act, 2013. Consequently, the Board of Directors of the Company recommends the aforesaid Special Resolution for the approval of the Members. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in terms of the proviso of sub clause (ii) of Section II of Part II of Schedule V of the Companies Act, 2013.

- Except Mr. Vipul Haridas Thakkar, none of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution financial or otherwise, except in their capacity as a member of the Company and thus recommend your acceptance thereof in the interest of the Company.

ITEM NO. 7: RE-APPOINTMENT OF MR. JIGNESH AMRATLAL PATEL (DIN: 00170562) AS THE WHOLE TIME DIRECTOR OF THE COMPANY

Mr. Jignesh Amratlal Patel (DIN 00170562) was appointed as a Whole Time Director of the company at their Board meeting held on 10th August, 2022 to hold office for a period of 3 (Three) years w.e.f. 1st April, 2023 to 31st March, 2026 on the terms & conditions recommended by the Nomination and Remuneration Committee in their meeting held on 10th August, 2022 which was also approved by the Members at the 28th Annual General Meeting of the Company held on 19th September, 2022.

Further, the members at the 28th Annual General Meeting held on 19th September, 2022 had approved revision in remuneration payable to Mr. Jignesh Amratlal Patel during his tenure as the Managing Director of the Company from 1st April, 2023 to 31st March, 2026.

The term of appointment of Mr. Jignesh Amratlal Patel as Whole Time Director of the Company is expiring on 31st March, 2026.

The Board at its meeting held on Thursday, 31st July, 2025, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the members, re-appointed Mr. Jignesh Amratlal Patel as Whole Time Director of the Company for further term of 3 (three) years commencing from 1st April, 2026. The Board further approved that the terms and conditions of re-appointment of Mr. Jignesh Amratlal Patel shall continue to be same.

Brief profile of Mr. Jignesh Amratlal Patel including the nature of expertise in specific functional area

The success of a visionary can only be realized through well managed operations, and that's exactly what Jignesh Patel brings to Silver Touch. He is Diploma in electronics engineering. He started his career at HCL Ltd. and then joined with other founding directors of Silver Touch to create the venture from the formative stage. From a humble beginning of hardware and software sales, today Silver Touch has reached its present mature stature due to Mr. Patel's efforts and hard work with large clients, always seeking to understand their requirements and creating optimal solutions. Mr. Patel specializes in designing and implementing large networks including LAN and WAN. His passion is to grow big by maintaining the highest possible quality, which has made Silver Touch a premium Business Partner of IBM, CISCO, Microsoft, Oracle and SAP.

Mr. Jignesh Patel has overall experience of 27 years in IT infrastructure sales & service.

Details as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) with respect to re-appointment of Mr. Jignesh Amratlal Patel as Whole Time Director is given in the ANNEXURE- 1 to this Notice.

STATEMENTS AS PER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 WITH RESPECT TO ITEM NO. 7 OF THE NOTICE AND THE LISTING REGULATIONS, AS THE CASE MAY BE:

In terms of provisions contained in section II Part II of Schedule V of the Companies Act, 2013, in case of inadequate profit for managerial remuneration, the relevant details regarding the performance of the Company and of the appointee are furnished hereunder:

I. GENERAL INFORMATION:

1.	Nature of Industry	Design & Development of Software, other Intellectual Applications Data Management, BPO & Information Technology Infrastructure Management Trading & Services of Computer Peripherals and Networking Products and offshore services.	
2.	Date or expected date of commencement of commercial production	Not applicable as the entity is an existing company	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable as the entity is an existing company	
4.	Financial performance based on given indicators – as per audited financial results for the year ended 31 st March, 2025:	Particulars	Rs. In Lakh
		Turnover	26663.16
		Total Income	26968.44
		Net Profit/ (Loss) before Tax	3041.47
		Net Profit/ (Loss) after Tax	2268.82
		Net Worth	13080.27
		Earnings Per Share (Rs.)	17.89
		Dividend %	Rs. 0.50 (5%)
5.	Export Performance	The Company has achieved export Turnover FOB value of Rs. 1841.44 (in Lakhs) for the Financial Year ended on 31 st March, 2025.	
6.	Foreign investments or collaborators	The Company has three wholly owned subsidiaries as follows:	

		<ul style="list-style-type: none"> - Silver Touch Technologies (UK) LTD established in UK - Silver Touch Technologies INC established in USA - Silver Touch Technologies Canada Limited.
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II. INFORMATION ABOUT THE APPOINTEE DIRECTOR:

Sr No.	Particulars	Mr. Jignesh Amratlal Patel (DIN 00170562)
1.	Background Details	Mr. Jignesh A. Patel, a Diploma holder in Electronics Engineering, is a seasoned professional with over 27 years of experience in IT infrastructure sales and service. As a Promoter and Director of Silver Touch, he has been instrumental in transforming the company from its inception—starting with hardware and software sales—into a mature enterprise known for delivering high-quality solutions. Beginning his career at HCL Ltd., Mr. Patel joined the founding team of Silver Touch, bringing visionary leadership and operational expertise. He specializes in designing and implementing large-scale LAN and WAN networks and has played a pivotal role in establishing Silver Touch as a premium business partner of industry giants like IBM, CISCO, Microsoft, Oracle, and SAP. His relentless focus on understanding client needs and maintaining the highest standards of quality has been key to the company’s sustained growth and success
2.	Past Remuneration	Remuneration paid for the Financial Year 2024-25 was Rs. 7,00,000 Per Month.
3.	Recognition or Awards	While Mr. Jignesh A. Patel has not received any awards in his personal capacity, his visionary leadership and relentless efforts have played a pivotal role in securing numerous prestigious awards and recognitions for the Company. These achievements have significantly contributed to shaping the Company’s legacy and have facilitated its seamless entry into global markets.
4.	Job Profile and his suitability	Mr. Jignesh A. Patel is exceptionally suited for a senior strategic leadership position at Silver Touch Technologies Ltd., owing to his

		<p>diversified expertise across technology, finance, administration, and corporate governance. With over 27 years of hands-on experience in IT infrastructure sales and service, coupled with a foundational background in electronics engineering, he brings a holistic understanding of both the technical and operational dimensions of the business. His journey from the early days of hardware and software sales to shaping Silver Touch into a premium technology partner of global giants like IBM, CISCO, Microsoft, Oracle, and SAP reflects his visionary mindset and executional excellence.</p> <p>Mr. Jignesh A. Patel has varied experience relating to finance, accounts, Collection Management, Corporate Marketing and effective policy formulations for efficient and smooth running of the Company. He has been looking after the Financial Intricacies and has involved himself in the overall administration of the Company.</p>
5.	Remuneration Proposed	As mentioned in the abstract of remuneration given in the preceding paras.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	<p>The proposed remuneration for Mr. Jignesh A. Patel is considered fair and appropriate, taking into account his qualifications, extensive industry experience, and demonstrated leadership capabilities.</p> <p>He has been re-appointed as the Whole Time Director - having superintendence and control of the Board of Directors of the Company to carry out such duties on day to day basis as entrusted to him</p> <p>The remuneration structure is aligned with prevailing industry benchmarks and is commensurate with the scale, complexity, and growth trajectory of the Company. It reflects a balanced approach to rewarding executive performance while maintaining long-term shareholder value.</p>
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Jignesh Amratlal Patel, is the promoter cum Whole Time Director of the Company and holds equity shares under the Category of Promoter and Promoter Group of the Company.

	Shareholding as on 31 st March, 2024: 20.72% No. of shares: 26,27,710 Equity Shares
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III. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits.	Though, the company has made reasonable profit during the period ended on 31.03.2025 as per the industry norms, however as per calculation of profit u/s. 198 such profits are inadequate to remunerate such managerial personnel.
2.	Steps taken or proposed to be taken for improvement	The management is actively implementing various strategic and operational initiatives aimed at enhancing the Company's overall profitability. These efforts are expected to yield positive outcomes, and the management remains confident that such measures will lead to sustained improvement in the Company's financial performance.
3.	Expected increase in productivity and profits in measurable terms.	The Company anticipates a positive trajectory in both revenue and profitability, driven by the planned expansion of its production capacities. Additionally, it expects to achieve strong growth in export turnover, supported by robust demand and favorable market dynamics in the Information Technology and Computer Hardware sectors. These forward-looking initiatives are aligned with the Company's strategic focus on value creation and long-term shareholder returns.

IV. DISCLOSURES:

- The terms of re-appointment and remuneration package of Mr. Jignesh Amratlal Patel (DIN 00170562) have been enumerated above. All the relevant documents are available for inspection by the members of the Company at the Registered office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays and Public Holidays.
- The required disclosure to the shareholders of the Company about remuneration package of the managerial personnel and all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; has been made in the Annual Report of the Company for the Financial Year 2024-25, wherever applicable.

- Re-appointment of Mr. Jignesh Amratlal Patel (DIN 00170562) as a Whole Time Director of the Company, requires special majority of the members under Sections 196, 197 & 198 read with provisions of sub-clause (A) of section II of part II of Schedule V of the Companies Act, 2013. Consequently, the Board of Directors of the Company recommends the aforesaid Special Resolution for the approval of the Members. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in terms of the proviso of sub clause (ii) of Section II of Part II of Schedule V of the Companies Act, 2013.
- Except Mr. Jignesh Amratlal Patel (DIN 00170562), none of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution financial or otherwise, except in their capacity as a member of the Company and thus recommend your acceptance thereof in the interest of the Company.

ITEM NO. 8: RE-APPOINTMENT OF MR. MINESH VINODCHANDRA DOSHI (DIN: 00306106) AS THE WHOLE TIME DIRECTOR OF THE COMPANY.

Mr. Minesh Vinodchandra Doshi (DIN 00306106) was appointed as a Whole Time Director of the company at their Board meeting held on 10th August, 2022 to hold office for a period of 3 (Three) years w.e.f. 1st April, 2023 to 31st March, 2026 on the terms & conditions recommended by the Nomination and Remuneration Committee in their meeting held on 10th August, 2022 which was also approved by the Members at the 28th Annual General Meeting of the Company held on 19th September, 2022.

Further, the members at the 28th Annual General Meeting held on 19th September, 2022 had approved revision in remuneration payable to Mr. Minesh Vinodchandra Doshi (DIN 00306106) during his tenure as the Whole Time Director of the Company from 1st April, 2023 to 31st March, 2026.

The term of appointment of Mr. Minesh Vinodchandra Doshi as Whole Time Director of the Company is expiring on 31st March, 2026.

The Board at its meeting held on Thursday, 31st July, 2025, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the members, re-appointed Mr. Minesh Vinodchandra Doshi as Whole Time Director of the Company for further term of 3 (three) years commencing from 1st April, 2026. The Board further approved that the terms and conditions of re-appointment of Mr. Minesh Vinodchandra Doshi shall continue to be same.

Brief profile of Mr. Minesh Vinodchandra Doshi including the nature of expertise in specific functional area

Mr. Minesh Doshi is a qualified computer engineer and technology professional with profound experience in process and quality management, software engineering, project and operations management, and human resources management.

As a keen planner and strategist, Mr. Doshi has demonstrated initiative and leadership in driving organizations on the technology and engineering front, with an intensive focus on total quality management. His core competency lies in business development, and he has successfully initiated new business units in Software/ITeS Projects, leveraging his vast experience in contract management, building complex business deals, costing, and pre-sales.

Mr. Doshi has successfully led mergers and expanded business in the USA and North America region, specializing in ERP, Digital Transformation, and building innovation within organization using emerging technologies. He inspires young talent to achieve excellence and embrace emerging technology for business growth.

With over 30 years of experience in process and quality management, software engineering, project and operations management, and human resources management, Mr. Doshi is responsible for geography expansion, mergers, new asset acquisition, business development, and human resources for Silver Touch.

Details as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) with respect to re-appointment of Mr. Jignesh Amratlal Patel as Whole Time Director is given in the ANNEXURE- 1 to this Notice.

STATEMENTS AS PER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 WITH RESPECT TO ITEM NO. 8 OF THE NOTICE AND THE LISTING REGULATIONS, AS THE CASE MAY BE:

In terms of provisions contained in section II Part II of Schedule V of the Companies Act, 2013, in case of inadequate profit for managerial remuneration, the relevant details regarding the performance of the Company and of the appointee are furnished hereunder:

I. GENERAL INFORMATION:

1.	Nature of Industry	Design & Development of Software, other Intellectual Applications Data Management, BPO & Information Technology Infrastructure Management Trading & Services of Computer Peripherals and Networking Products and offshore services.	
2.	Date or expected date of commencement of commercial production	Not applicable as the entity is an existing company	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable as the entity is an existing company	
4.	Financial performance based on given indicators – as per audited financial results for the year ended 31 st March, 2025:	Particulars	Rs. In Lakh
		Turnover	26663.16
		Total Income	26968.44

		Net Profit/ (Loss) before Tax	3041.47
		Net Profit/ (Loss) after Tax	2268.82
		Net Worth	13080.27
		Earnings Per Share (Rs.)	17.89
		Dividend %	Rs. 0.50 (5%)
5.	Export Performance	The Company has achieved export Turnover FOB value of Rs. 1841.44 (in Lakhs) for the Financial Year ended on 31 st March, 2025.	
6.	Foreign investments or collaborators	<p>The Company has three wholly owned subsidiaries as follows:</p> <ul style="list-style-type: none"> - Silver Touch Technologies (UK) LTD established in UK - Silver Touch Technologies INC established in USA - Silver Touch Technologies Canada Limited. 	

II. INFORMATION ABOUT THE APPOINTEE DIRECTOR:

Sr No.	Particulars	Mr. Minesh Vinodchandra Doshi (DIN 00306106)
1.	Background Details	Mr. Minesh V. Doshi, a graduate in Computer Engineering, has been serving as a Director of the Company since 2006, contributing his technical expertise and leadership to its growth and operations
2.	Past Remuneration	Remuneration paid for the Financial Year 2024-25 was Rs. 7,00,000 Per Month.
3.	Recognition or Awards	While Mr. Minesh Vinodchandra Doshi has not received any awards in his personal capacity, his visionary leadership and relentless efforts have played a pivotal role in securing numerous prestigious awards and recognitions for the Company. These achievements have significantly contributed to shaping the Company's legacy and have facilitated its seamless entry into global markets.
4.	Job Profile and his suitability	Mr. Minesh Doshi is a seasoned technology professional and Computer Engineering

		<p>graduate with over 30 years of rich experience spanning process and quality management, software engineering, project and operations management, and human resources, he brings a strategic and structured approach to scaling business operations and driving innovation.</p> <p>Mr. Doshi's core strengths lie in business development, contract management, pre-sales, and initiating new business verticals in Software and ITeS domains. He has played a pivotal role in leading geographic expansion, mergers, and new asset acquisitions, especially in the USA and North American markets. His expertise in ERP systems, digital transformation, and emerging technologies has positioned Silver Touch as a competitive player in global markets.</p> <p>His leadership in total quality management, combined with his ability to inspire young talent and align HR strategy with business objectives, makes him an integral force behind the company's sustained growth and innovation. Mr. Doshi's role directly contributes to the strategic vision, operational excellence, and international footprint of Silver Touch.</p>
5.	Remuneration Proposed	As mentioned in the abstract of remuneration given in the preceding paras.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	<p>The proposed remuneration for Mr. Minesh Vinodchandra Doshi is considered fair and appropriate, taking into account his qualifications, extensive industry experience, and demonstrated leadership capabilities.</p> <p>He has been re-appointed as the Whole Time Director - having superintendence and control of the Board of Directors of the Company to carry out such duties on day to day basis as entrusted to him</p> <p>The remuneration structure is aligned with prevailing industry benchmarks and is commensurate with the scale, complexity, and growth trajectory of the Company. It reflects a balanced approach to rewarding</p>

		executive performance while maintaining long-term shareholder value.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Minesh Doshi, is the promoter cum Whole Time Director of the Company and holds equity shares under the Category of Promoter and Promoter Group of the Company. Shareholding as on 31 st March, 2024: 17.57% No. of shares: 22,27,500 Equity Shares

III. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits.	Though, the company has made reasonable profit during the period ended on 31.03.2025 as per the industry norms, however as per calculation of profit u/s. 198 such profits are inadequate to remunerate such managerial personnel.
2.	Steps taken or proposed to be taken for improvement	The management is actively implementing various strategic and operational initiatives aimed at enhancing the Company's overall profitability. These efforts are expected to yield positive outcomes, and the management remains confident that such measures will lead to sustained improvement in the Company's financial performance.
3.	Expected increase in productivity and profits in measurable terms.	The Company anticipates a positive trajectory in both revenue and profitability, driven by the planned expansion of its production capacities. Additionally, it expects to achieve strong growth in export turnover, supported by robust demand and favorable market dynamics in the Information Technology and Computer Hardware sectors. These forward-looking initiatives are aligned with the Company's strategic focus on value creation and long-term shareholder returns.

IV. DISCLOSURES:

- The terms of re-appointment and remuneration package of Mr. Minesh Vinodchandra Doshi have been enumerated above. All the relevant documents are available for inspection by the members of the Company at the Registered office of the Company

between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays and Public Holidays.

- The required disclosure to the shareholders of the Company about remuneration package of the managerial personnel and all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; has been made in the Annual Report of the Company for the Financial Year 2024-25, wherever applicable.
- Re-appointment of Mr. Minesh Vinodchandra Doshi as a Whole Time Director of the Company, requires special majority of the members under Sections 196, 197 & 198 read with provisions of sub-clause (A) of section II of part II of Schedule V of the Companies Act, 2013. Consequently, the Board of Directors of the Company recommends the aforesaid Special Resolution for the approval of the Members. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in terms of the proviso of sub clause (ii) of Section II of Part II of Schedule V of the Companies Act, 2013.
- Except Mr. Minesh Vinodchandra Doshi, none of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution financial or otherwise, except in their capacity as a member of the Company and thus recommend your acceptance thereof in the interest of the Company.

ITEM NO. 9: RE-APPOINTMENT OF MR. PALAK VINUBHAI SHAH (DIN: 00306082) AS THE WHOLE TIME DIRECTOR OF THE COMPANY.

Mr. Palak Vinubhai Shah (DIN 00306082) was appointed as a Whole Time Director of the company at their Board meeting held on 10th August, 2022 to hold office for a period of 3 (Three) years w.e.f. 1st April, 2023 to 31st March, 2026 on the terms & conditions recommended by the Nomination and Remuneration Committee in their meeting held on 10th August, 2022 which was also approved by the Members at the 28th Annual General Meeting of the Company held on 19th September, 2022.

Further, the members at the 28th Annual General Meeting held on 19th September, 2022 had approved revision in remuneration payable to Mr. Palak Vinubhai Shah (DIN 00306082) during his tenure as the Whole Time Director of the Company from 1st April, 2023 to 31st March, 2026.

The term of appointment of Mr. Palak Vinubhai Shah (DIN 00306082) as Whole Time Director of the Company is expiring on 31st March, 2026.

The Board at its meeting held on Thursday, 31st July, 2025, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the members, re-appointed Mr. Palak Vinubhai Shah (DIN 00306082) as Whole Time Director of the Company for further term of 3 (three) years commencing from 1st April, 2026. The Board further approved that the terms and conditions of re-appointment of Mr. Palak Vinubhai Shah (DIN 00306082) shall continue to be same.

Brief profile of Mr. Palak Vinubhai Shah (DIN 00306082) including the nature of expertise in specific functional area

Mr. Palak Shah is a software engineer who joined Silver Touch to share the vision of Mr. Vipul Thakkar. He has a specialization in Information Systems Planning and executing large software projects on the Internet. He has pioneered the development of e-Governance projects for various government agencies. He leads the technical software team at Silver Touch and oversees all software development projects. Many of Silver Touch's software products, such as School Management Software, Point of Sale for Textile Retail Outlets, Human Resources Management Systems, and Asset Management Systems, are the a result of his creative brilliance.

Mr. Palak Shah has overall experience of 27 years in Information Systems Planning and executing large software projects on the Internet and in E-Governance Project. He is currently looking after software development & finance.

Details as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) with respect to re-appointment of Mr. Palak Vinubhai Shah as Whole Time Director is given in the ANNEXURE- 1 to this Notice.

STATEMENTS AS PER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 WITH RESPECT TO ITEM NO. 9 OF THE NOTICE AND THE LISTING REGULATIONS, AS THE CASE MAY BE:

In terms of provisions contained in section II Part II of Schedule V of the Companies Act, 2013, in case of inadequate profit for managerial remuneration, the relevant details regarding the performance of the Company and of the appointee are furnished hereunder:

I. GENERAL INFORMATION:

1.	Nature of Industry	Design & Development of Software, other Intellectual Applications Data Management, BPO & Information Technology Infrastructure Management Trading & Services of Computer Peripherals and Networking Products and offshore services.	
2.	Date or expected date of commencement of commercial production	Not applicable as the entity is an existing company	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable as the entity is an existing company	
4.	Financial performance based on given indicators – as per audited financial results for the year ended 31 st March, 2025:	Particulars	Rs. In Lakh
		Turnover	26663.16

		Total Income	26968.44
		Net Profit/ (Loss) before Tax	3041.47
		Net Profit/ (Loss) after Tax	2268.82
		Net Worth	13080.27
		Earnings Per Share (Rs.)	17.89
		Dividend %	Rs. 0.50 (5%)
5.	Export Performance	The Company has achieved export Turnover FOB value of Rs. 1841.44 (in Lakhs) for the Financial Year ended on 31 st March, 2025.	
6.	Foreign investments or collaborators	<p>The Company has three wholly owned subsidiaries as follows:</p> <ul style="list-style-type: none"> - Silver Touch Technologies (UK) LTD established in UK - Silver Touch Technologies INC established in USA - Silver Touch Technologies Canada Limited. 	

II. INFORMATION ABOUT THE APPOINTEE DIRECTOR:

Sr No.	Particulars	Mr. Palak Vinubhai Shah (DIN 00306082)
1.	Background Details	Mr. Palak Vinubhai Shah holds a Bachelor's degree in Computer Engineering and brings extensive knowledge of the IT industry, with significant experience in software development. He has been serving as Director at the Company since 2006, playing a key role in driving innovation and technical excellence across software initiatives.
2.	Past Remuneration	Remuneration paid for the Financial Year 2024-25 was Rs. 7,00,000 Per Month.
3.	Recognition or Awards	While Mr. Palak Vinubhai Shah has not received any awards in his personal capacity, his visionary leadership and relentless efforts have played a pivotal role in securing numerous prestigious awards and recognitions for the Company. These achievements have significantly contributed to shaping the Company's legacy and have

		facilitated its seamless entry into global markets.
4.	Job Profile and his suitability	<p>Mr. Palak Shah is a Computer Engineering graduate with 27 years of experience. His expertise lies in Information Systems Planning and the execution of large-scale software and e-Governance projects.</p> <p>Joining Silver Touch to support the founding vision, Mr. Shah has been instrumental in leading the software development division, overseeing end-to-end project delivery. He has pioneered several flagship e-Governance initiatives for government agencies and conceptualized key proprietary solutions, including School Management Software, HRMS, Asset Management Systems, and POS solutions for the textile retail sector. With strategic oversight of both software development and financial operations, his role is central to ensuring the company's continued technological innovation and operational excellence.</p>
5.	Remuneration Proposed	As mentioned in the abstract of remuneration given in the preceding paras.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	<p>The proposed remuneration for Mr. Palak Vinubhai Shah is considered fair and appropriate, taking into account his qualifications, extensive industry experience, and demonstrated leadership capabilities.</p> <p>He has been re-appointed as the Whole Time Director - having superintendence and control of the Board of Directors of the Company to carry out such duties on day to day basis as entrusted to him</p> <p>The remuneration structure is aligned with prevailing industry benchmarks and is commensurate with the scale, complexity, and growth trajectory of the Company. It reflects a balanced approach to rewarding executive performance while maintaining long-term shareholder value.</p>
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Palak Vinubhai Shah, is the promoter cum Whole Time Director of the Company and holds equity shares under the Category

		of Promoter and Promoter Group of the Company. Shareholding as on 31 st March, 2024: 5.47% No. of shares: 6,93,280 Equity Shares
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III. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits.	Though, the company has made reasonable profit during the period ended on 31.03.2025 as per the industry norms, however as per calculation of profit u/s. 198 such profits are inadequate to remunerate such managerial personnel.
2.	Steps taken or proposed to be taken for improvement	The management is actively implementing various strategic and operational initiatives aimed at enhancing the Company's overall profitability. These efforts are expected to yield positive outcomes, and the management remains confident that such measures will lead to sustained improvement in the Company's financial performance.
3.	Expected increase in productivity and profits in measurable terms.	The Company anticipates a positive trajectory in both revenue and profitability, driven by the planned expansion of its production capacities. Additionally, it expects to achieve strong growth in export turnover, supported by robust demand and favorable market dynamics in the Information Technology and Computer Hardware sectors. These forward-looking initiatives are aligned with the Company's strategic focus on value creation and long-term shareholder returns.

IV. DISCLOSURES:

- The terms of re-appointment and remuneration package of Mr. Palak Vinubhai Shah (DIN 00306082) have been enumerated above. All the relevant documents are available for inspection by the members of the Company at the Registered office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays and Public Holidays.
- The required disclosure to the shareholders of the Company about remuneration package of the managerial personnel and all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed

component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; has been made in the Annual Report of the Company for the Financial Year 2024-25, wherever applicable.

- Re-appointment of Mr. Palak Vinubhai Shah (DIN 00306082) as a Whole Time Director of the Company, requires special majority of the members under Sections 196, 197 & 198 read with provisions of sub-clause (A) of section II of part II of Schedule V of the Companies Act, 2013. Consequently, the Board of Directors of the Company recommends the aforesaid Special Resolution for the approval of the Members. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in terms of the proviso of sub clause (ii) of Section II of Part II of Schedule V of the Companies Act, 2013.
- Except Mr. Palak Vinubhai Shah (DIN 00306082), none of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution financial or otherwise, except in their capacity as a member of the Company and thus recommend your acceptance thereof in the interest of the Company.

ITEM NO. 10: RE-APPOINTMENT OF MR. HIMANSHU JAIN (DIN: 00454477) AS THE WHOLE TIME DIRECTOR OF THE COMPANY

Mr. Himanshu Jain (DIN 00454477) was appointed as a Whole Time Director of the company at their Board meeting held on 10th August, 2022 to hold office for a period of 3 (Three) years w.e.f. 1st January, 2023 to 31st December, 2025 on the terms & conditions recommended by the Nomination and Remuneration Committee in their meeting held on 10th August, 2022 which was also approved by the Members at the 28th Annual General Meeting of the Company held on 19th September, 2022.

Further, the members at the 28th Annual General Meeting held on 19th September, 2022 had approved revision in remuneration payable to Mr. Himanshu Jain (DIN 00454477) during his tenure as the Whole Time Director of the Company from 1st January, 2023 to 31st December, 2025.

The term of appointment of Mr. Himanshu Jain (DIN 00454477) as Whole Time Director of the Company is expiring on 31st December, 2025.

The Board at its meeting held on Thursday, 31st July, 2025, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the members, re-appointed Mr. Himanshu Jain (DIN 00454477) as Whole Time Director of the Company for further term of 3 (three) years commencing from 1st January, 2026. The Board further approved that the terms and conditions of re-appointment of Mr. Himanshu Jain (DIN 00454477) shall continue to be same.

Brief profile of Mr. Himanshu Jain (DIN 00454477) including the nature of expertise in specific functional area

Mr. Himanshu Jain has over 33 years of experience in Information Technology. He has worked on Apple, IBM, Microsoft, Novell Server Platforms and also has experience with several software platforms. He specializes in service delivery and implementing turnkey solutions across India. He has successfully setup operations from scratch in many states of India. He is firm believer in excellence and potential of his teams and never compromises on quality delivery to his customers. Speed, innovations, creativity, and bonding are his mantras to achieve success in any project.

His domain of expertise includes E-Governance Solutions for Centre and State Governments that includes E-Commerce, Mobility, and Technical Resourcing & large turnkey customised software solutions. Personally Completed of 200 Project Pan India with conceptualisation & roll out.

He is also a Social Media Strategist and designs large scale campaigns and promotions for Government Schemes and Government Educational campaigns for several State Ministries and Information Department of several states. Conceptualisation, Design, Implementation of Campaigns with reach of over 20 Million – 50 Million citizens. He is also a trainer for Twitter, Facebook and Instagram Campaigns.

Details as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) with respect to re-appointment of Mr. Jignesh Amratlal Patel as Whole Time Director is given in the ANNEXURE- 1 to this Notice.

STATEMENTS AS PER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 WITH RESPECT TO ITEM NO. 9 OF THE NOTICE AND THE LISTING REGULATIONS, AS THE CASE MAY BE:

In terms of provisions contained in section II Part II of Schedule V of the Companies Act, 2013, in case of inadequate profit for managerial remuneration, the relevant details regarding the performance of the Company and of the appointee are furnished hereunder:

I. GENERAL INFORMATION:

1.	Nature of Industry	Design & Development of Software, other Intellectual Applications Data Management, BPO & Information Technology Infrastructure Management Trading & Services of Computer Peripherals and Networking Products and offshore services.	
2.	Date or expected date of commencement of commercial production	Not applicable as the entity is an existing company	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable as the entity is an existing company	
4.		Particulars	Rs. In Lakh

Financial performance based on given indicators – as per audited financial results for the year ended 31 st March, 2025:	Turnover	26663.16
	Total Income	26968.44
	Net Profit/ (Loss) before Tax	3041.47
	Net Profit/ (Loss) after Tax	2268.82
	Net Worth	13080.27
	Earnings Per Share (Rs.)	17.89
	Dividend %	Rs. 0.50 (5%)
5.	Export Performance	The Company has achieved export Turnover FOB value of Rs. 1841.44 (in Lakhs) for the Financial Year ended on 31 st March, 2025.
6.	Foreign investments or collaborators	The Company has three wholly owned subsidiaries as follows: <ul style="list-style-type: none"> - Silver Touch Technologies (UK) LTD established in UK - Silver Touch Technologies INC established in USA - Silver Touch Technologies Canada Limited.

II. INFORMATION ABOUT THE APPOINTEE DIRECTOR:

Sr No.	Particulars	Mr. Himanshu Jain (DIN: 00454477)
1.	Background Details	Mr. Himanshu S. Jain holds a Diploma in Computer Technology from Government Polytechnic, Ahmedabad, and has been serving as a Director of the Company since 2010.
2.	Past Remuneration	Remuneration paid for the Financial Year 2024-25 was Rs. 6,25,000 Per Month.
3.	Recognition or Awards	While Mr. Himanshu Jain has not received any awards in his personal capacity, his visionary leadership and relentless efforts have played a pivotal role in securing numerous prestigious awards and recognitions for the Company. These achievements have significantly contributed to shaping the Company's legacy and have

		facilitated its seamless entry into global markets.
4.	Job Profile and his suitability	<p>Mr. Himanshu S. Jain is leveraging his vast experience of over 33 years in the Information Technology domain. With a strong background in Apple, IBM, Microsoft, and Novell platforms, his core expertise lies in service delivery, turnkey project execution, and setting up state-wide operations from the ground up.</p> <p>Mr. Jain has led over 200 large-scale projects across India, with a sharp focus on E-Governance solutions encompassing e-commerce, mobility, and technical resourcing. His proven capability in conceptualising and rolling out customised software solutions for Central and State Governments highlights his strategic and operational depth. Additionally, as a seasoned Social Media Strategist, he has spearheaded digital campaigns with citizen outreach exceeding 50 million, making him a valuable asset for government communication initiatives. His commitment to quality, innovation, and team empowerment strongly aligns with Silver Touch's mission of delivering impactful, technology-driven governance solutions.</p>
5.	Remuneration Proposed	As mentioned in the abstract of remuneration given in the preceding paras.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	<p>The proposed remuneration for Mr. Himanshu Jain is considered fair and appropriate, taking into account his qualifications, extensive industry experience, and demonstrated leadership capabilities.</p> <p>He has been re-appointed as the Whole Time Director - having superintendence and control of the Board of Directors of the Company to carry out such duties on day to day basis as entrusted to him</p> <p>The remuneration structure is aligned with prevailing industry benchmarks and is commensurate with the scale, complexity, and growth trajectory of the Company. It reflects a balanced approach to rewarding</p>

		executive performance while maintaining long-term shareholder value.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Himanshu Jain, is the Whole Time Director of the Company and holds 30,000 equity shares.

III. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits.	Though, the company has made reasonable profit during the period ended on 31.03.2025 as per the industry norms, however as per calculation of profit u/s. 198 such profits are inadequate to remunerate such managerial personnel.
2.	Steps taken or proposed to be taken for improvement	The management is actively implementing various strategic and operational initiatives aimed at enhancing the Company's overall profitability. These efforts are expected to yield positive outcomes, and the management remains confident that such measures will lead to sustained improvement in the Company's financial performance.
3.	Expected increase in productivity and profits in measurable terms.	The Company anticipates a positive trajectory in both revenue and profitability, driven by the planned expansion of its production capacities. Additionally, it expects to achieve strong growth in export turnover, supported by robust demand and favorable market dynamics in the Information Technology and Computer Hardware sectors. These forward-looking initiatives are aligned with the Company's strategic focus on value creation and long-term shareholder returns.

IV. DISCLOSURES:

- The terms of re-appointment and remuneration package of Mr. Himanshu Jain (DIN 00454477) has been enumerated above. All the relevant documents are available for inspection by the members of the Company at the Registered office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays and Public Holidays.
- The required disclosure to the shareholders of the Company about remuneration package of the managerial personnel and all elements of remuneration package such as

salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; has been made in the Annual Report of the Company for the Financial Year 2024-25, wherever applicable.

- Re-appointment of Mr. Himanshu Jain (DIN 00454477) as a Whole Time Director of the Company, requires special majority of the members under Sections 196, 197 & 198 read with provisions of sub-clause (A) of section II of part II of Schedule V of the Companies Act, 2013. Consequently, the Board of Directors of the Company recommends the aforesaid Special Resolution for the approval of the Members. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in terms of the proviso of sub clause (ii) of Section II of Part II of Schedule V of the Companies Act, 2013.
- Except Mr. Himanshu Jain, none of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution financial or otherwise, except in their capacity as a member of the Company and thus recommend your acceptance thereof in the interest of the Company.

ITEM NO. 11: TO APPROVE THE INCREASE IN BORROWINGS IN EXCESS OF PAID-UP CAPITAL AND FREE RESERVES

Provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made there under (“the Act”) provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, borrow money together with the monies already borrowed, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), exceeding the aggregate of its paid up capital, free reserves and securities premium.

The shareholders of the Company passed special resolution at the 25th Annual General Meeting of the Company dated 19th September, 2019 had accorded their consent to the Board of Directors to borrow and create charges/mortgages/hypothecations in respect of the Company’s borrowings up to an amount Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crore Only). Additionally, the company can borrow up to its paid-up capital and free reserves or through temporary loans of short-term nature.

The Board of Directors of the Company envisages requirement of funds in future to support the business operations of the Company and accordingly, it is proposed to increase the maximum long-term borrowing limit with the consent of the Shareholders in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already

borrowed shall not at any time exceed Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only) from banks, Financial Institution(s), foreign lender(s), anybody corporate entity(ies), authority(ies) or other entities in the ordinary course of business. Hence your approval is sought, to authorize the Board to borrow monies as aforesaid borrowings limits.

In order to pursue the growth plans of the Company, it is proposed to enhance the Company's borrowing limits (excluding any temporary loans) and consequent limits of charge creation/ mortgages shall not at any time exceed Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only).

Keeping in view the future plans of the Company, as a measure of achieving greater financial flexibility and to enable optimal financing structure to take care of expected business and growth plans of the Company, the Board of Directors in its meeting held on 31st July, 2025 has approved borrowings which shall not at any time exceed the limit of Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only) and also to create charge on the assets of the Company to secure the said borrowings and proposed seeking the Shareholders approval for giving authorization to Board of Directors under Section 180(1)(c) of the Companies Act, 2013.

The Company intends to borrow from time to time, any sum or sums of monies (fund based and non-fund-based facilities) at its discretion from any one or more Banks and/ or Financial Institutions and/or any other lending institutions or other entities in India or abroad and/or Bodies Corporate, any individual with or without security and upon such terms and conditions as may be considered suitable by the Company.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution 5 except to the extent of their Directorships and Shareholding in the Company (if any).

The consent of the Shareholders is sought for passing a Special Resolution as set out at Item No. 11 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as a Special Resolution.

ITEM NO. 12: TO APPROVE CREATION OF CHARGE ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWING UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

According to the provisions of Section 180(1)(a) of the Act, creation of charge, mortgage or hypothecation on the assets of the Company in connection with borrowing as mentioned in Item No. 5 above shall require approval of Shareholders by Special Resolution.

In view of the Company proposal, subject to the approval of the Shareholders, to borrow up to an amount Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only) by way of fund based and non-fund based facilities from any one or more Banks any individual and/ or Financial Institutions and/or any other lending institutions or other entities in India or abroad and/or

Bodies Corporate, whether by way of loan, commercial paper, term loan, financing or bill discounting, advance, inter-corporate bonds, debentures, external commercial borrowings, financial or credit facility, or other debt instruments, or otherwise requires to be secured by way of charge through lien / hypothecation / mortgage / pledge / security over all or any part of the movable and / or immovable asset of the Company.

The provisions of Section 180 (1) (a) of the Act, states that the mortgage or charge on all or any part of the movable and /or immovable asset of the Company, may be deemed as disposal of the whole, or substantially the whole, of the undertaking of the Company and hence the approval of the Shareholders of the Company is required by way of a Special Resolution as set out at Item No. 6 of the Notice.

Further, in order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1) (a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for limits not exceeding to Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only).

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution no. 6 except to the extent of their Directorships and Shareholding in the Company (if any).

The consent of the Shareholders is sought for passing a Special Resolution as set out at Item No. 12 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as a Special Resolution.

**BY THE ORDER OF THE BOARD
SILVER TOUCH TECHNOLOGIES LIMITED**

Sd/-
VIPUL HARIDAS THAKKAR
MANAGING DIRECTOR
DIN: 00169558

Date: 31/07/2025

Place: Ahmedabad

ANNEXURE – 1 TO THE NOTICE

RELEVANT DETAILS AS STIPULATED UNDER REGULATION 36 (3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT ARE AS UNDER:

PARTICULARS	MR. VIPUL HARIDAS THAKKAR	MR. JIGNESH AMRATLAL THAKKAR	MR. MINESH VINODCHANDRA DOSHI	MR. PALAK VINUBHAI SHAH	MR HIMANSHU JAIN
Fathers' Name	Haridas Karsandas Thakkar	Amratlal Patel	Vinodchandra Ratilal Doshi	Vinubhai Shah	Shishirkant Jain
Director Identification Number	00169558	00170562	00306106	00306082	00454477
Date of Birth/ Age	21/09/1970 <i>Age: 54 Years</i>	15/05/1971 <i>Age: 54 Years</i>	23/11/1970 <i>Age: 54 Years</i>	20/12/1970 <i>Age: 54 Years</i>	05/10/1969 <i>Age: 55 Years</i>
Nationality	Indian	Indian	Indian	Indian	Indian
Qualification	MBA , BCA, Diploma in Computer Technology	Diploma in VHT Electronics and Radio Engineering	Bachelor of Engineering in Computers	Bachelor of Engineering in Computers	Diploma in Computer Technology
Expertise in specific functional areas/ Experience and Years of Experience	Mr. Vipul Thakkar is the Chairman & Managing Director of Silver Touch Technologies Ltd. He holds a Bachelor’s Degree in Computer Engineering with a Master’s in Business Administration and has over 27 years of experience in E-governance and Software Solutions. He has started his career with a leading IT company and soon decided to start his own venture. He founded Silver Touch in 1995 with likeminded friend, Mr. Jignesh Patel for deliverance in IT Solutions and Services and was joined later on by Mr. Minesh Doshi and Mr. Palak Shah. He is a keen observer of technology results and a firm believer in the potential around him. He has	The success of a visionary can only be realized through well managed operations, and that’s exactly what Jignesh Patel brings to Silver Touch. He is Diploma in electronics engineering. He started his career at HCL Ltd. and then joined with other founding directors of Silver Touch to create the venture from the formative stage. From a humble beginning of hardware and software sales, today Silver Touch has reached its present mature stature due to Mr. Patel's efforts and hard work with large clients, always seeking to understand their requirements and creating optimal solutions. Mr. Patel specializes in designing and implementing large networks including LAN and WAN.	Mr. Minesh Doshi is a qualified computer engineer and technology professional with profound experience in process and quality management, software engineering, project and operations management, and human resources management. As a keen planner and strategist, Mr. Doshi has demonstrated initiative and leadership in driving organizations on the technology and engineering front, with an intensive focus on total quality management. His core competency lies in business development, and he has successfully initiated new business units in Software/ITES Projects, leveraging his vast	Mr. Palak Shah is a software engineer who joined Silver Touch to share the vision of Mr. Vipul Thakkar. He has a specialization in Information Systems Planning and executing large software projects on the Internet. He has pioneered the development of e-Governance projects for various government agencies. He leads the technical software team at Silver Touch and oversees all software development projects. Many of Silver Touch’s software products, such as School Management Software, Point of Sale for Textile Retail Outlets, Human Resources Management Systems, and Asset Management Systems, are a result of his creative brilliance.	Mr. Himanshu Jain has over 33 years of experience in Information Technology. He has worked on Apple, IBM, Microsoft, Novell Server Platforms and also has experience with several software platforms. He specializes in service delivery and implementing turnkey solutions across India. He has successfully setup operations from scratch in many states of India. He is firm believer in excellence and potential of his teams and never compromises on quality delivery to his customers. Speed, innovations, creativity, and bonding are his mantras to achieve success in any project. His domain of expertise includes E-Governance Solutions for

	<p>developed a remarkable foresightedness with regard to new developments in technology which has helped him to bring the company to its current level of performance and scale.</p> <p>Mr. Thakkar is a true technology leader and always encourages young talent. Due to his sheer dedication and devotion, Silver Touch has grown by leaps and bounds.</p> <p>Mr. Thakkar has overall experience of 27 years in E-Governance and Software solutions and Networking. He is currently looking after Finance & Administration of the Company.</p>	<p>His passion is to grow big by maintaining the highest possible quality, which has made Silver Touch a premium Business Partner of IBM, CISCO, Microsoft, Oracle and SAP.</p> <p>Mr. Jignesh Patel has overall experience of 27 years in IT infrastructure sales & service.</p>	<p>experience in contract management, building complex business deals, costing, and pre-sales.</p> <p>Mr. Doshi has successfully led mergers and expanded business in the USA and North America region, specializing in ERP, Digital Transformation, and building innovation within organization using emerging technologies. He inspires young talent to achieve excellence and embrace emerging technology for business growth.</p> <p>With over 30 years of experience in process and quality management, software engineering, project and operations management, and human resources management, Mr. Doshi is responsible for geography expansion, mergers, new asset acquisition, business development, and human resources for Silver Touch.</p>	<p>Mr. Palak Shah has overall experience of 27 years in Information Systems Planning and executing large software projects on the Internet and in E-Governance Project. He is currently looking after software development & finance.</p>	<p>Centre and State Governments that includes E-Commerce, Mobility, and Technical Resourcing & large turnkey customised software solutions. Personally Completed of 200 Project Pan India with conceptualisation & roll out.</p> <p>He is also a Social Media Strategist and designs large scale campaigns and promotions for Government Schemes and Government Educational campaigns for several State Ministries and Information Department of several states. Conceptualisation, Design, Implementation of Campaigns with reach of over 20 Millions – 50 Million citizens. He is also a trainer for Twitter, Facebook and Instagram Campaigns.</p>
Date of First Appointment on the Board of the Company	02/02/1995	02/02/1995	06/10/2006	06/10/2006	19/07/2010
Shareholding in the company as on date of this report (including shareholding as a beneficial Owner)	26,76,976 Equity Shares	26,27,710 Equity Shares	22,27,500 Equity Shares	6,93,280 Equity Shares	30,000 Equity Shares
Terms and conditions of reappointment along with details of	Mr. Vipul Thakkar was re-appointed as Whole-time Director of the Company in the Annual	Mr. Jignesh Patel was re-appointed as Whole-time Director of the Company in the Annual General	Mr. Minesh Doshi was re-appointed as Whole-time Director of the Company in the Annual General	Mr. Palak Shah was re-appointed as Whole-time Director of the Company in the Annual General	Mr. Himanshu Jain was re-appointed as Whole-time Director of the Company in the Annual