



**SILVER TOUCH TECHNOLOGIES LIMITED**

**CIN: L72200GJ1995PLC024465**

**Registered Office: 2<sup>nd</sup> Floor, Saffron Tower, Nr. Panchwati Circle, Ambawadi, Ahmedabad- 380006**

**Tel.: 079-26563158**

**Email: [cs@silvertouch.com](mailto:cs@silvertouch.com), Website: [www.silvertouch.com](http://www.silvertouch.com)**

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**POSTAL BALLOT NOTICE**

*[Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]*

Dear Member(s),

**NOTICE** is hereby given, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the "MCA Circulars") and General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 (the "MCA Circulars") read with SEBI Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and Regulation 277 and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of the **Silver Touch Technologies Limited ("the Company")** by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / Evoting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to December 31, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

Based on the consent received from M/s Sandip Sheth & Associates, Practicing Company Secretaries, Ahmedabad the Board of Directors in their meeting held on **12<sup>th</sup> August, 2021** has appointed him as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed. You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

## **SPECIAL BUSINESSES:**

### **1. MIGRATION OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.**

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

*Note: In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

**"RESOLVED THAT** pursuant to provisions of Regulation 277 and other applicable provisions of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**'ICDR Regulations'**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) and other applicable provisions, if any, the Companies Act, 2013 (**'the Act'**) and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the Securities Contracts (Regulation) Act, 1956 (**"SCRA"**), the listing agreement entered into by the Company with the National Stock Exchange of India Limited and subject to the approval of National Stock Exchange of India Limited (**'NSE'**), the consent of the Members of the Company be and is hereby accorded for migration of the Company's present listing i.e. Equity Shares of the Company from Emerge Platform of NSE to the Main Board of NSE and to follow such procedures specified under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution

**"RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby authorised jointly and/or severally to deal with any government or semi-government authorities or any other concerned intermediaries including but not limited to NSE, Securities and Exchange Board of India, Registrar of Companies, etc. to apply, modify, rectify and submit any application(s) and/or related documents on behalf of the Company and to do all such acts, deeds and things as may be necessary and expedient to give effect to the this resolution."

### **2. APPOINTMENT OF INDEPENDENT DIRECTOR – MR. PIYUSHKUMAR SINHA (DIN:00484132).**

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

**"RESOLVED THAT** pursuant to provisions of section 149, 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Reg. 16 (1) (b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions (including any statutory modifications or re-enactments thereof, for the time being in force), if any, Mr. Piyushkumar Sinha holding DIN 00484132, whose appointment was recommended by the Nomination and Remuneration Committee and confirmed by the Board of Directors as an Additional Director in the category of "Non-Executive Independent Director", in its meeting held on 12<sup>th</sup> August, 2021 under section 161 of the Companies Act, 2013 and who holds office until the date of General Meeting in terms of Section 161 of the Companies Act, 2013, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, for a term up to five consecutive years commencing from 12<sup>th</sup> August, 2021 and his office shall not be liable to retire by rotation."

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, including but not limited to filing of all related forms with the Ministry of Corporate Affairs, for the implementation of this resolution in the manner most beneficial to the interests of the Company.”

**Regd. Office:**  
**2nd Floor, Saffron Tower,**  
**Nr. Panchvati Circle,**  
**Ambawadi, Ahmedabad-380006**  
**(CIN: L72200GJ1995PLC024465)**  
**Phone: + 91 79 26563158**  
**Website: www.silvertouch.com**  
**Email Id: cs@silvertouch.com**

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

**Sd/-**  
**Dipesh Solanki**  
**Company Secretary & Compliance officer**  
**M.No: A42076**

**Place: Ahmedabad**  
**Date: 12/08/2021**

**NOTES:**

1. The following is annexed with this Notice:
  - (i) Explanatory Statements and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India in respect of the special business.
  - (ii) Instructions for e-voting.
2. Documents referred to in the accompanying notice and explanatory statement thereto, will be open for inspection for the members at the Registered Office of the Company during office hours between 10:00 am to 5:00 pm, on all working days except, Saturday, Sunday and National Holiday until the last date for receipt of votes by Postal Ballot/ e-voting i.e. **16<sup>th</sup> September, 2021**
3. Based on the consent received from M/s Sandip Sheth & Associates, Practicing Company Secretaries, Ahmedabad the Board of Directors in their meeting held on **12<sup>th</sup> August, 2021** has appointed him as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to all Members / beneficiaries, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Cut-off Date i.e. **Friday, 13<sup>th</sup> August, 2021** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the “MCA Circulars”) and General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 (the “MCA Circulars”) and a person whose name is not appearing on the Record of Depositories as on Cut-off Date should treat this Notice for information purposes only. Voting rights shall be reckoned on the shares registered in the name of members as on that date.
5. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide facility to the members to exercise their right to vote using an electronic voting system in respect of resolutions proposed to be considered through this Notice of Postal Ballot. The Company has engaged services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility of casting the votes by the members.

6. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:

a) For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company at [cs@silvertouch.com](mailto:cs@silvertouch.com). The members shall provide the following information in the email

-- Full Name

--No of shares held:

-- Folio Number (if shares held in physical) and PAN

--Share certificate number (if shares held in physical) and PAN

-- DP ID & Client ID (if shares are held in demat)

-- Email id to be registered and Mobile No.:

b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to [cs@silvertouch.com](mailto:cs@silvertouch.com)

c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent by following due procedure.

7. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. **September 16, 2021** in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper.
10. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **13<sup>th</sup> August, 2021** only shall be entitled to avail the facility of e-voting.
11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by Central Depository Services India Limited (CDSL). The instructions for electronic voting are given in this Notice. E-Voting will commence on **August 18, 2021 at 9:00 a.m. and will end on September 16, 2021 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.
12. The Scrutinizer shall after the completion of his Scrutiny, submit his report to the Chairman of the Company **on or before September 18, 2021**. The Result shall be announced by the Chairman of the Company on or before **September 18, 2021** at Company's Registered Office and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. **September 16, 2021** will be taken to be date of passing the resolution.

13. The results of the postal ballot will be placed on the Company's website at [www.silvertouch.com](http://www.silvertouch.com) and also intimated to the Stock Exchanges where the shares of the Company are listed i.e. NSE emerge in accordance with the provisions of SEBI Listing Regulations as well as on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.

#### **INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING:**

##### **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on **<August 18, 2021 at 9:00 a.m.> and ends on <September 16, 2021 at 5:00 p.m.>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **13<sup>th</sup> August, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and 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.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 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 above said SEBI Circulars, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider</li> </ol>

	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
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 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.

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

(iv) Login method for e-Voting **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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 as mentioned in instruction (v).</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Silver Touch Technologies Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- 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 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 (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

### RESOLUTION NO. 1:

#### **MIGRATION OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.**

The equity shares of the Company are listed on SME platform of NSE i.e NSE EMERGE w.e.f. 01<sup>st</sup> December, 2017. The IPO of the Company was through “offer for sale” by Promoters of Total 33,24,000 (Thirty Three Lacs Twenty Four Thousand only) Equity Shares Company on NSE EMERGE under the SCRIP CODE - SILVERTUC. As the IPO was through offer for Sale by the Promoters, The Company did not receive any proceeds from the IPO. The listing of equity share of the Company has enhanced transparency in the functioning and the Company has been benefitted. Over the period the Company gained a good experience of compliances, Board procedures, Corporate governance practices on account of SME listing and the company is geared up for moving on to the main board of National Stock Exchange.

In terms of Regulation 277 of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**‘ICDR Regulations’**), an issuer whose equity shares are listed on SME platform of the stock exchange and whose post issue face value capital is more than Rs. 10 Crores and up to Rs. 25 Crores, may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such issuer fulfils the eligibility criteria for listing laid down by the Main Board.

In terms of present rules/regulations, the Equity Shares listed on SME Platform can be migrated to Main Board of Exchange after an initial period of 2 years. The Migration of the Company from EMERGE Platform to Main Board of National Stock Exchange of India Limited is also subject to approval of Members by way of passing Special Resolution in terms of Chapter IX of ICDR Regulations. Provided Special Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The present issued, subscribed and paid up share capital of the Company is Rs. 12,68,10,000/- divided into 1,26,81,000 Equity Shares of Rs.10 each and accordingly, the Company is eligible to migrate its Equity Shares on Main Board of NSE in accordance with the SEBI ICDR, Regulations.

Accordingly, the Board of Directors of the Company has, at its meeting held on **Thursday, 12<sup>th</sup> August, 2021**, with the objectives to increase the visibility, enhance liquidity for the shareholders and increase participation by retail investors, approved the proposal of migration of Equity Shares of the Company from NSE Emerge Platform to Main Board of NSE subject to approval of members of the Company and compliance with guidelines and policy of NSE and the provisions of the SEBI ICDR Regulations.

Pursuant to provisions of Regulation 277 of Chapter IX of the SEBI ICDR Regulations, the approval of members by way of a special resolution through postal ballot is required for the migration of equity shares from the SME platform of NSE Emerge to the Main Board of NSE. Accordingly, the proposed special resolution is being circulated to the members of the Company for their approval in accordance with Regulation 277 of Chapter IX of the SEBI ICDR Regulations for migration of 1,26,81,000 Equity Shares of Rs.10 each of the Company from SME Platform of NSE i.e NSE Emerge to Main Board of NSE.

Listing on the Main Board of National Stock Exchange of India Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

Accordingly, the Board of Directors recommends the resolution set forth in Item No. 1 to be passed as Special Resolution by the Members of the Company through Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the resolutions set forth in Item No. 1 of this Notice except to the extent of their shareholding held by them in the Company.

## **RESOLUTION NO.2:**

### **APPOINTMENT OF INDEPENDENT DIRECTOR – MR. PIYUSHKUMAR SINHA (DIN:00484132)**

The Board, upon the recommendation of Nomination and Remuneration Committee, at its meeting held on August 12, 2021 appointed Mr.Piyushkumar Sinha, as an additional Independent Director. The Board of Directors of the Company had appointed Mr.Piyushkumar Sinha, as an Additional Independent Director with effect from August 12, 2021, pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

As per Schedule IV of the Companies Act, 2013 and the rules made thereunder ("the Act"), the appointment of Independent Director (ID) shall be approved at the meeting of the members. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of directors by rotation at the AGM.

As required under Section 160 of the Companies Act, 2013, a notice in writing has been received from a member signifying its intention to propose the appointment of Mr. Piyushumar Sinha as a Director of the Company. He meets the criteria of Independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Mr. Piyushkumar Sinha is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director as specified in the Act and Rules made thereunder and Listing Regulations and is independent of the management. He possesses appropriate skills, experience and knowledge. The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice. In compliance with the provision of Section 149 read with Schedule IV of the Companies Act, the appointment of Mr. Piyushkumar Sinha as an Independent Director is now being placed before the members for their approval.

Terms and conditions for appointment of Mr. Piyushkumar Sinha as an Independent Director of the Company along with other required documents shall be open for inspection by the members at the registered office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sunday and Public holiday) till 16<sup>th</sup> September, 2021. Your Board considers that the Company will benefit from Mr. Piyushkumar Sinha is valuable experience, knowledge and counsel. The resolution contained in item no. 8 of the accompanying Notice, accordingly, seeks member's approval for appointment of Mr. Piyushkumar Sinha as an Independent Director on the Board of the Company on the terms and conditions as specified.

Except Mr. Piyushkumar Sinha, the appointee and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations. The Board recommends this resolution for your approval.

***By Order of the Board of Directors***  
**FORSILVER TOUCH TECHNOLOGIES LIMITED**

**Date: 12/08/2021**  
**Place: Ahmedabad**

**Sd/-**

**Dipesh Solanki**  
**Company Secretary and Compliance Officer**  
**Membership No. A42076**

**ANNEXURE****DETAILS OF DIRECTORS SEEKING APPOINTMENT**

Name of the Director	Mr. Piyushkumar Sinha
DIN	00484132
Date of Birth	December 20, 1960
Date of First Appointment on the Board	August 12, 2021
Qualification	Ph. D. degree in the subject of Management, M.Com and BBA in Management
Experience	<p>Prof. Piyushkumar Sinha is Director, CRI Advisory and Research. He has more than 37 years of Advisory, Research and Training as well as Managerial experience in Marketing, sales, retailing, service and business strategy for product as well as service companies (B2C and B2B), in the domains of Retailing and E-Commerce; Luxury and Lifestyle; Healthcare; Decision Sciences and IT. He has been involved in more than 100 advisory and training initiatives in these areas.</p> <p>Prof. Sinha holds a Ph.D. in Management. He was a Professor at Indian Institute of Management Ahmedabad (IIMA), India till March 2018. Before IIMA, he taught at IIM Bangalore, XIMB and was Dean at MICA.</p> <p>He has Authored/Edited/Assisted 89 Research papers, 30 Case Studies and 6 Bookson various subjects including marketing, retaining and E-Commerce.</p> <p>Between 1995 and 1999, he served as marketing manager for a utility (Gujarat Gas) and an FMCG Company (Rasna). He has been a mentor to several start-ups, especially in the area of social entrepreneurship. He serves on the boards of companies such as Gujarat Gas, Ujaas Energy and Jade Blue and Infibeam</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Mr Piyushkumar Sinha was appointed as Additional Director of the Company in the Board Meeting of the Company held on 12 <sup>th</sup> August, 2021 on recommendation of Nomination and Remuneration Comiittee.
Remuneration Last Drawn	NA
No. of Shares held in the Company as at 31 <sup>st</sup> March, 2021	NIL
No of Board Meetings attended during the year (2021-22)	NA
Directorship in other Companies	<ol style="list-style-type: none"><li>1. NIF Incubation And Entrepreneurship Council</li><li>2. Gujarat Gas Limited</li><li>3. Sammaan Foundation</li><li>4. Countryroad International Private Limited</li><li>5. Infibeam Avenues Limited</li><li>6. Ujaas Energy Limited</li><li>7. Jade Blue Lifestyle India Limited</li></ol>
Relationships between Directors, Key Managerial Personnel and Managers of the Company	N.A