

Date – 30th May, 2024

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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Dear Sir / Madam,

Subject – Secretarial Compliance Report For the Year ended on 31st March, 2024

With reference to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 please find enclosed herewith “Secretarial Compliance Report” for the year ended 31st March, 2024 furnished by a practicing Company Secretaries M/s Sandip Sheth & Associates dated 30th May, 2024.

For, Silver Touch Technologies Limited

**Thaker Vishnu
Harjivanbhai**

Digitally signed by Thaker Vishnu Harjivanbhai
DN: c=IN, o=Personal, postalCode=361335, l=Devbhumi
Dwarka, st=Gujarat, street=C-204 MODERN RESIDENCY,
Dwarka, Gujarat India- 361335, title=3874,
2.5.4.20=ec9b4077087597bebb1b297b7ea6e669396a001d
324cc9536a0d2145e9c4cb63,
serialNumber=26c7bc55b19dd1a0d4c7b4951c6b036590c
930d93f846117d6ecec15e49fe655,
email=deepsoni7893@gmail.com, cn=Thaker Vishnu
Harjivanbhai
Date: 2024.05.30 14:43:22 +05'30'

**Vishnu Harjivanbhai Thaker
(Company Secretary & Compliance Officer)
(ACS-60441)**

(This is digitally signed document hence stamp is not required).



To,
The Board of Directors,
Silver Touch Technologies Limited
CIN: L72200GJ1995PLC024465
2nd Floor, Saffron, Nr. Panchwati Circle,
Ambawadi, Ahmedabad - 380006

Dear Sir/s,

Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24

We have been engaged by Silver Touch Technologies Limited (hereinafter referred to as 'the listed entity') bearing CIN: L72200GJ1995PLC024465 whose equity shares are listed on BSE Limited (BSE) (Security Code 543525) and also on National Stock Exchange (NSE) (Security Code SILVERTUC) to conduct an audit in terms of Regulation 24A of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBICircular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively. Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue report thereon. Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report for the period 2023-24 is enclosed herewith as Annexure-A.

For, Sandip Sheth & Associates
Company Secretaries

Firm Unique Code: P2001GJ041000

UDIN: A032597F000492793

PRASHANTBHAI

RAJENDRABHAI

PRAJAPATI

Prashant Prajapati

Partner

ACS: 32597

CP No.: 12531

Firm Peer Review Regn. No:- 1427/2021

Date: 30th May, 2024

Place: Ahmedabad





ANNUAL SECRETARIAL COMPLIANCE REPORT
of Silver Touch Technologies Limited for the year ended 31st March, 2024
[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Sandip Sheth And Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by *Silver Touch Technologies Limited* (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder;and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined (to the extent applicable), includes:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations,2018;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;



and circulars/guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NA
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of Board of the listed entities• All policies are in conformity with the SEBI Regulations and has been reviewed & updated on time, as per the Regulations/Circulars/ Guidelines issued by SEBI	Yes	NA
3.	<u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none">• The listed entity is maintaining a functional website• Timely dissemination of documents/ information under as separate section on the website• Web-links provided in Annual Corporate Governance Reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	NA



4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity	Yes	NA
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u> a. Identification of material subsidiary companies b. Disclosure requirements of material as well as other subsidiaries	Yes	NA
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015	Yes	NA
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the year as prescribed in SEBI Regulations	Yes	NA
8.	<u>Related Party Transactions:</u> a. The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions b. The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained	No	Please refer Note No. 1
9.	<u>Disclosure of events or information:</u>		



	The listed entity has provided all the required disclosures under Regulation 30 along with Schedule III of SEBI LODR Regulation 2015 within the time limits prescribed thereunder.	Yes	NA
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (PIT) Regulations, 2015	No	Please refer Note No. 2
11.	<u>Action taken by SEBI or Stock Exchange(s), if any:</u> No Actions has been taken against the listed entity / its promoters/ Directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / Guidelines issued thereunder except as provided under separate paragraph herein.	Yes	NA
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliances observed for all SEBI Regulations/ Circulars/ Guidelines	Yes	NA

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2018 dated 18th October, 2019.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ remarks by PCS*
1.	Compliances with the following conditions while appointing/ re-appointing as Auditor		
	i. If the Auditor has resigned within 45 days from the end of a quarter of a financial year,	NA	No such instance



	<p>the Auditor before such resignation, has issued the limited review/ audit report for such quarter or</p> <p>ii. If the Auditor has resigned after 45 days from the end of a quarter of a financial year, the Auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p>	
2.	Other conditions relating to resignation of Statutory Auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details</p>	<p>NA</p> <p>NA</p>	<p>No such instance</p>



	<p>of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p>	<p>NA</p> <p>NA</p>	<p>No such instance</p>
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>NA</p>	<p>No such instance</p>

a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	All related party transactions shall require prior approval of the audit committee Regulation 23(2) of SEBI LODR Regulations	Regulation 23(2) of SEBI LODR Regulations	Related Party Transactions executed without prior approval of Audit Committee and Board of Directors	Please Refer Note - 1	Please Refer Note - 1	Violation of Regulation 23(2) of SEBI LODR Regulations by not obtaining prior approval	No fine imposed	The Company has not obtained prior approval of some of the Related Party Transactions as per Regulation 23(2) of SEBI LODR Regulations	Please Refer Note - 1	Please Refer Note - 1
2.	Designated Person is not permitted to trade shall not execute contra trade as per regulation 9 of PIT Regulation	Regulation 9 of PIT regulation	Immediate Relative of Designated Person traded during trading window closure	Please Refer Note - 2	Please Refer Note - 2	Violation of PIT regulation by trading during trading window closure	No Fine imposed	The Company has as per requirement reported the non compliance to the Stock Exchange under	The Management as per requirement made required disclosures to the Stock	For details please refer Note - 2



								regulation 9 of SEBI (PIT) Regulations, 2015	Exchange and issued necessary warning (Please refer Note - 2)	
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b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Designated Person is not permitted to trade shall not execute contra trade as per regulation 9 of PIT Regulations	Regulation 9 of PIT regulation	Designated Person traded during trading window closure	Please Refer Note - 3	Please Refer Note - 3	Violation of PIT regulation by trading during trading window closure	No Fine imposed	The Company has as per requirement reported the non compliance to the Stock Exchange under regulation 9 of SEBI (PIT)	The Management as per requirement made required disclosures to the Stock Exchange and issued necessary	For details please refer Note - 3



								Regulations, 2015	Warning (Please refer Note - 3)	
2.	Intimation as per Regulation 30 of the Listing Regulations read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015	Regulation 30 of the Listing Regulations read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015	Intimation made but the same is required under prescribed format	Please Refer Note - 4 (1)	Please Refer Note - 4 (1)	Intimation made but the same is required under prescribed format	No Fine imposed	The Company has made such disclosure in time but not in the format under which such disclosure required to be made	The Company has already made such disclosure within time prescribed under regulation and with all the details and particulars as required in such circular	Refer Note - 4 (1)
3.	Regulation 3(5) and 3 (6) of SEBI PIT Regulations	Please refer Note - 5								

* For additional observations as reported in the Annual Secretarial Compliance Report for the financial year 2022-23, please refer Note Nos. 6 & 7 also.



Note – 1:

During the period under review, the Company has not obtained prior approval of the Audit Committee and Board of Directors with respect to related party transactions of loans and advances, which is in contravention of provisions of regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Action taken: Audit Committee and Board of Directors of the Company has ratified the said transaction at their respective meetings held on 28th May, 2024.

Note – 2:

During the period under review, Mrs. Namrata Ronak Shah, Immediate relative of Mr. Ronak Shah, Independent Director of the Company, has violated code of conduct by trading in the Equity Shares of the Company during trading window closure. Trade was executed on 4th and 5th May, 2023 by selling of 1,113 Equity Shares @ Rs. 337.74 per share and buying of 110 Shares @ Rs. 345.51 per share.

Action taken: The Management of the Company has issued a strict warning letter to comply with the requirement of the provisions of the PIT Regulations strictly to such relative and designated person and other employees of the Company and reported the same to the Stock Exchange under regulation 9 (1) read with Schedule B in specified format. The same has been reported to the Stock Exchange vide report for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 dated 10th May, 2023. Further also instructed not to trade/contra trade in Company's shares for the next six months.

Note – 3:

During the period under review, one of the designated person viz. Mr. Paulin Vinodbhai Shah, Chief Financial Officer, has violated code of conduct by selling 1,000 Equity Shares during trading window closure. Total 1,000 Shares have been sold @ Rs. 299.83 per share.

Action taken: The Management of the Company has issued a strict warning letter to comply with the requirement of the provisions of the PIT Regulations strictly to such designated person and other employees of the Company and reported the same to the Stock Exchange under regulation 9 (1) read with Schedule B in specified format. The same has been reported to the Stock Exchange vide report for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 dated 7th June, 2022.



Note – 4:

The Intimation made by the Company for material event for Saberpoint LLC is not as per the requirement of Regulation 30 of the Listing Regulations read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015. We have treated the same as material event required to be disclosed under prescribed format.

Action Taken: The Company has made disclosures within prescribed time period, however the Company has not made such disclosures in the format given as required in aforesaid circular. The Company confirmed that no notice or letter received from the Stock Exchange in this regard.

NSE has sought clarification with respect to disclosure with material subsidiary requirement and the Company has suitably replied treating the same as non material subsidiary and the Exchange has taken such submission on record and no subsequent queries raised by the exchange.

Note – 5:

The Company has followed Standard Operating Process and Audit trails for ensuring compliance with Structural Digital Database after 5th September, 2022.

The Company has fully functional Structural Digital Database after 5th September, 2022.

Action Taken: The Company has rectified the same and have fully functional SDD.

Note – 6:

As per regulation 17 of SEBI LODR the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, during the period under review the term of Mrs. Gayatri Mukul Doctor, DIN:02012395, Woman Independent Director has been expired on 4th April, 2022 for which the Board of Directors and Nomination and Remuneration Committee has recommended her re-appointment, however the required approval under regulation 17 has been obtained with delay, in the month of September, 2022.

Action Taken: The Company has obtained approval of the Members in the Annual General Meeting held on 19th September, 2022.



Note – 7:

The Company has received observations with respect to quarterly submission of shareholding pattern for 31st March, 2022 and 30th June, 2022 from the NSE vide their letters dated 25th May, 2022 and 8th August, 2022, asking clarification as follows:

“entity is covered as promoter/promoter group in System Driven Disclosures (SDD) for Insider Trading (as per SEBI circular dated September 09, 2020), however not appearing as promoter/promoter group as per Table II of shareholding pattern (SHP) or vice-versa”.

Action taken: The Company has rectified the same and replied to the said letters accordingly.

Date: 30th May, 2024
Place: Ahmedabad

For, Sandip Sheth & Associates
Company Secretaries

Firm Unique Code: P2001GJ041000

UDIN: A032597F000492793

PRASHANTBHAI

RAJENDRABHAI

PRAJAPATI

Prashant Prajapati

Partner

ACS: 32597

CP No.: 12531

Firm Peer Review Regn. No:- 1427/2021

Digitally signed by PRASHANTBHAI
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serialNumber=2E1AB50AC74DE964811A5B86668
E0AB815E95D798E473F369302799F214DD7F3,
cn=PRASHANTBHAI RAJENDRABHAI PRAJAPATI
Date: 2024.05.30 13:56:07 +05'30'