



**Silver Touch™**  
TECHNOLOGIES

Date: 04/09/2018

To,  
The Manager,  
National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai - 400 051.

Symbol: SILVERTUC

Dear Sir / Madam,

Subject: Submission of Annual Report for the FY 2017-18

Pursuant to Regulation 34 (1) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report for the FY 2017-18 duly approved and adopted in the 24<sup>th</sup> Annual General Meeting held on **Thursday, 30<sup>th</sup> August, 2018** at 12:30 PM at Conference Room, 10<sup>th</sup> Floor, Saffron Towers, Nr Panchwati Circle, Ambawadi, Ahmedabad-380006

Please take the same on record and oblige.

Yours Faithfully,

For, Silver Touch Technologies Limited

Dipesh Solanki  
Company Secretary & Compliance officer



**Silver Touch Technologies Limited**

2nd Floor, Saffron Tower, Nr. Panchwati Circle, Ahmedabad-380006 Gujarat, India

Tel + 91 79 2656 3158, Fax + 91 79 2656 1624, info@silvertouch.com, www.silvertouch.com



CIN : U72200GJ1995PLC024465



# 24<sup>th</sup> ANNUAL REPORT 2017-18



Explore Reports, Results, Policies, Announcements & all stuff related to Investor

# Who we are?

Silver Touch Technologies (NSE:SILVERTUC), established in 1995 is a global IT Services, Solutions and Product Engineering Company. We are accredited with CMMi level 5, ISO 27001, ISO 20000 and ISO 9001. Drawing on more than 23+ years of experience across all major Sectors and Industry Verticals, the company aims at transforming organizations digitally with innovative and sustainable IT solutions that deliver value to the business.

## Verticals

 E-Governance	 Finance	 E-Commerce	 Banking	 Education	 Retail
 Healthcare	 Manufacturing	 Startups	 Transport	 Wholesale	 Media

## Products

			
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## Alliances



ISO 9001 • ISO 20000 • ISO 27001

# Chairman's Letter to Shareholders



Dear Shareholders,

Greetings!

What a tremendous and fantastic year it was for the Silver Touch Technologies Limited. The Company has achieved great results in both the sectors i.e Sale of IT Products and IT related Services during the year. In the FY 2018 the Total Revenue of the Company has grown by 37.67% to Rs. 165.02 Crores compared to Rs. 119.87 Crores in FY 2017. The Profit of the Company for the FY 2018 has also grown by 103.04% to Rs. 8.55 Crores compared to Rs. 4.20 Crores in FY 2017.

I would humbly like to thank our clients, Business colleagues, and above all my entire team of Silver Touch Technologies for directly or indirectly achieving the success and maintaining the standards of our Company. I sincerely believe that it is the co-operation of all that has enabled our successful journey from a closely held public limited company to being listed as a limited company on NSE Emerge, SME Platform of the National Stock Exchange of India.

With this, I would also like to thank all the new investors who are now the part of Silver Touch Family as shareholders for showing their immense faith in the Company and its management. At this juncture I would like to welcome them in our fold where we will be surely taking an exciting journey of growth together helping and supporting each other.

It is a well-known fact that India is the world's largest sourcing destination for the IT industry. In FY 2018, the global market for software and services is estimated to have grown to \$1.3 Trillion. Within that, outsourced IT-BPM services grew by 2.6% over the prior year. IT Services is estimated to have grown by 2.4% year on year, driven by digital demand, while Business Process Management (BPM) grew by 4% over the prior year on account of greater implementation of automation. Overall, the industry is estimated to employ more than 3.9 million people.

Thus the expectations from the IT industry are very high within our country and thanks to the Government also for taking incentives for digitization. Silver Touch Technologies is a prominent player in providing Software Services, System Integrations, E-Governance Solutions, SAP Solutions, and Enterprise Mobile Applications. The Company is also expanding its footprint in overseas countries like USA, UK & France. The Company has set up START N EXCEL to address the startups of India, main focus will be to identify startups and nurture them. Silver Touch has also developed Block chain practice and will be working with SAP and IBM to provide solutions on Block chain technology to its customers. Silver Touch has been empaneled with Govt. of India -NIC, NCSI & Various State Governments. With this we can assure you that we will take all measures for continued growth in the future as well.

With this I would also like to extend hearty thanks to all the Directors, Key Managerial Personnel, Shareholders, Customers, Bankers and all the employees for their continued support, faith and trust in the Company, which I am sure will continue to be there in the times to come.

With warm regards,

**Vipul H Thakkar**

Chairman & Managing Director

**Silver Touch Technologies Limited**

## Our Promotors



**Mr. Vipul H. Thakkar**

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**Mr. Minesh V. Doshi**

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**Mr. Jignesh A. Patel**

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**Mr. Palak V. Shah**

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### Your Trusted **IT PARTNER**

Silver Touch is a leading and globally accepted IT Solution Provider and currently at the forefront of Digital Transformation & Emerging Technologies to serve the customers across the world.

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## Company Information

Silver Touch Technologies Limited  
CIN: U72200GJ1995PLC024465

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

Telephone: 079-26563158, Fax: +91-79-2656 1624;

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

### 1. BOARD OF DIRECTORS OF THE COMPANY

Sr. No.	Name	Designation
1.	Mr. Vipul H Thakkar	Chairman & Managing Director
2.	Mr. Jignesh A Patel	Whole Time Director
3.	Mr. Minesh V Doshi	Whole Time Director
4.	Mr. Palak V Shah	Whole Time Director Cum CFO
5.	Mr. Himanshu Jain	Whole Time Director
6.	Mr. Vijaykumar K Shah	Whole Time Director
7.	Dr. Gayatri M Doctor	Independent Director
8.	Mr. Ronak S Shah	Independent Director
9.	Mr. Harivadan P Thaker	Independent Director

#### Company Secretary & Compliance Officer:

Mr Dipesh H Solanki

#### Statutory Auditors:

M/s Priyam R Shah & Associates

(Chartered Accountant)

202, Pelican, Gujarat Chamber of Commerce Compound, Ashram Road, Ahmedabad 380 009

#### Internal Auditors:

M/s Rajiv Ahuja & Associates

7th Floor, Shree Krishna Center, Nr Mithakhali Six Roads, Navrangpura, Ahmedabad- 380009

#### Secretarial Auditors:

M/s Sandip Sheth & Associates

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

#### Registrar & Share Transfer Agent:

Link 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

#### Bankers:

- 1) Bank of India
- 2) ICICI Bank Ltd
- 3) Citibank N.A
- 4) Axis Bank Ltd
- 5) State Bank of India

## NOTICE

To,

**The Members of M/s. Silver Touch Technologies Limited**

NOTICE is hereby given that the 24th (Twenty Fourth) Annual General Meeting of the Members of M/s. Silver Touch Technologies Limited will be held on Thursday, the 30th Day of August, 2018, at 12:30 P.M. at the Conference Room, 10th Floor, Saffron Building, Nr. Panchwati Circle, Ambawadi, Ahmedabad-380006, to transact the following business.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Report of the Auditors thereon.
2. To Approve the Final Dividend of Rs. 0.50/- per Equity Share (5%) of the Face value of Rs. 10/- Each for the financial year 2017-18.
3. To appoint Director in place of Mr. Vipul H Thakkar (DIN: 00169558), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint Director in place of Mr. Palak V Shah (DIN: 00306082), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
5. Appointment of the Statutory Auditors of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED** THAT pursuant to the provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modifications or re-enactment thereof for the time being in force), if any, the Company hereby appoints M/s. Priyam R Shah & Associates, Chartered Accountants (FRN.: 118421W), Chartered Accountants, Ahmedabad, as the Statutory auditors of the Company, to hold the office as the Statutory Auditors from the conclusion of 24th Annual General Meeting till the Conclusion of 29th Annual General Meeting of the Company to be held in the calendar year 2023, at such remuneration plus applicable goods and service tax and out of pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors."

**Regd. Office:**

2nd Floor, Saffron Tower,  
Nr. Panchvati Circle,  
Ambawadi, Ahmedabad-380006  
(CIN: U72200GJ1995PLC024465)  
Phone: + 91 79 26563158  
Fax: + 91 79 26561624  
Website: www.silvertouch.com  
Email Id: cs@silvertouch.com

**For and Behalf of the Board**  
**For, Silver Touch Technologies Limited**

Sd/-  
**Vipul Thakkar**  
**(Chairman & Managing Director)**  
**(DIN: 00169558)**

**Place: Ahmedabad**

**Date: 24th July, 2018**

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## NOTES

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

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10%) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10%) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument of proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the 24th Annual General Meeting.
4. The attention of the members of the Company is invited that pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended from time to time, the exemption with respect to voting by electronic means is available to the Company which are referred to in Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations, 2009 and therefore your company has opted to hold this meeting of the members physically only.
5. The Company has appointed M/s. Link Intime India Private Limited, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as Silver Touch Technologies Limited
6. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the meeting so that the information required may be made available at the meeting.
7. Members/ proxies should bring the attendance slip duly filled in for attending the meeting.
8. Members are requested to bring their copies of the Annual Report to the Meeting
9. The Ministry of Corporate Affairs has allowed paperless compliances by companies through electronic mode by providing the same under the Companies Act, 2013 and rules framed thereunder. The Members can now receive various notices and documents including Annual Reports through electronic mode. Members who have not registered their e-mail address are encouraged to participate in this green initiative by registering their e-mail id for e-communication. Members holding shares in dematerialized form are requested to register / update their e-mail id for e-communication with the Depository Participants, while Members holding shares in physical form are requested to register their e-mail id by sending a request on ahmedabad@linkintime.co.in or cs@silvertouch.com. Even after registering for e-communication, Member(s) are entitled to receive communication(s) including Annual Report in physical form, free of cost, on receipt of written request for the same. Members may also note that the Annual Report for the financial year 2017-18 together with the Notice of 24th Annual General Meeting, Attendance Slip, Proxy Form and Route Map will also be available on the website of the Company viz. [www.silvertouch.com](http://www.silvertouch.com) for their download.
10. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the Meeting will be paid within a period of thirty days from the date of declaration, to those members whose names appear on the Register of Members as on 23-08-2018 i.e. the Record date for the members who shall be eligible for dividend.
11. The Company has set Thursday, 23-08-2018 as the "Cut-off Date" for taking record of the shareholders of the

Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Annual General Meeting.

12. The Register of Member and Share Transfer Book of the Company will remain close from Thursday, 23-08-2018 to Thursday, 30-08-2018 (Both Days inclusive) for the purpose of 24th Annual General Meeting of the Company.
13. In case of joint-holding, the Voting Poll Paper Form must be completed and signed (as per the specimen Signature registered with the Company) by the first named Shareholder and in his/ her absence, by the next named Shareholder.
14. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected
15. A person who acquires shares and becomes shareholder of the Company after the dispatch of the Notice and remains a Shareholder as on 23-08-2018 can remain present and cast their vote at the Ensuing Annual General Meeting.
16. Route map to the venue of the AGM is appended to the Notice of AGM.

**Encl:**

1. Proxy Form as in MGT 11
2. Attendance Slip

**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 as Director under Item no. 3 & 4, are as under:**

Name of the Director	Mr Vipul H Thakkar	Mr Palak V Shah
Age	47 Years	47 Years
Qualification	Diploma in Computer Technology, BCA, MBA	Bachelor of Engineering in Computers
Experience	Mr. Vipul H. Thakkar is Chairman & Managing Director and one of the Promoter of our Company. He has overall experience of 22 years in E-Governance, Software solution and Networking. He is looking after e Governance & administration department in our Company	Mr. Palak V. Shah is Whole Time Director and one of the promoter of our Company. He has overall experience of 21 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.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Mr Vipul H Thakkar was re-appointed as Managing Director of the Company in the Extra Ordinary General Meeting of the Company held on 27th April, 2017 for the terms of 03 Years from 01/04/2017 to 31/03/2020. In terms of Section 152 of the Companies Act, 2013, he retires by Rotation and being eligible offer himself for re-appointment.	Mr Palak V Shah was re-appointed as Whole-Time Director of the Company in the Extra Ordinary General Meeting of the Company held on 27th April, 2017 for the terms of 03 Years from 01/04/2017 to 31/03/2020. In terms of Section 152 of the Companies Act, 2013, he retires by Rotation and being eligible offer himself for re-appointment.
Remuneration Last Drawn	Rs 40,80,000 P.A	Rs. 36,00,000 P.A
No. of Shares held in the Company as at 31st March, 2018	23,43,510 Equity Shares	5,69,280 Equity Shares

Date of First Appointment on the Board	02/02/1995	06/10/2006
Relationship with other Directors, Managers, KMPs	_____	_____
The number of Meetings of the Board attended during the year	11 (Eleven)	14 (Fourteen)
Directorship in other Companies	<ul style="list-style-type: none"> <li>• Silver Touch Technologies (UK) Ltd</li> <li>• Silver Touch Technologies Inc.</li> <li>• Silver Touch Technologies SAS</li> <li>• Gesia IT Association</li> </ul>	<ul style="list-style-type: none"> <li>• Silver Touch Technologies (UK) Ltd</li> <li>• Silver Touch Technologies Inc</li> </ul>
Membership/ Chairmanship of Committees of other Boards	<b>Member of:</b> - Audit Committee - Nomination & Remuneration Committee <b>Chairman of:</b> - CSR Committee	<b>NIL</b>

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

**Item No. 5:**

M/s Priyam R Shah & Associates, Chartered Accountants (FRN.: 118421W), Ahmedabad, was appointed as the Statutory Auditor of the Company by the Shareholders in the Extra Ordinary General Meeting held on 05th March, 2018, to carry out the Statutory Audit for the FY 2017-18 and to hold the office as the Statutory Auditor up to the Conclusion of this Annual General Meeting.

Accordingly the term of Statutory Auditors M/s Priyam R Shah & Associates, Chartered Accountants (FRN.: 118421W), Ahmedabad is due to expire after conclusion of this Annual General Meeting and eligible to be re-appointed for further period of 05 Years i.e from the Conclusion of 24th Annual General Meeting till the Conclusion of 29th Annual General Meeting of the Company to be held in the calendar year 2023 subject to the approval of the Shareholders through Ordinary Resolution pursuant to the provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under.

Accordingly, the Board of Directors proposes Ordinary Resolution as contained in the item no. 5 to the Members for their consideration and approval.

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

**Regd. Office:**

2nd Floor, Saffron Tower,  
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 Fax: + 91 79 26561624  
 Website: www.silvertouch.com  
 Email Id: cs@silvertouch.com

**For and Behalf of the Board  
 For, Silver Touch Technologies Limited**

Sd/-  
**Vipul Thakkar**  
 (Chairman & Managing Director)  
 (DIN: 00169558)

**Place: Ahmedabad**

**Date: 24th July, 2018**

## BOARD'S REPORT

To,  
The Members,  
**SILVER TOUCH TECHNOLOGIES LIMITED**  
2nd Floor, Saffron Building,  
Near Panchwati Circle, Ambawadi,  
Ahmedabad - 380 006

Your Directors have pleasure in presenting 24th Annual Report along with the audited Financial Statements & Director's Report for the year ended 31st March, 2018.

### 1. FINANCIAL RESULTS:

The following are the financial highlights of the Company for the year ended 31st March, 2018.

(Rs. In Lacs)

Particulars	STANDALONE		CONSOLIDATED	
	2017-18	2016-17	2017-18	2016-17
Revenue from Business Operations (Net of Service Tax/GST)	16402.76	11860.72	17235.78	12296.38
Other Income	92.70	126.63	93.13	126.63
Total Expenses (Excluding Depreciation & Finance Cost)	14713.57	10623.57	15574.35	11069.59
Profit/Loss before Dep. Finance Cost & Tax	1781.89	1363.78	1754.56	1,353.42
Less : Finance Cost	(137.65)	(313.82)	(138.78)	(315.98)
Less: Depreciation	(261.22)	(437.66)	(263.59)	(440.76)
Profit Before Tax	1383.01	612.30	1352.19	596.68
Less :Total Tax Expense	(528.44)	(191.41)	(528.45)	(191.60)
Profit After Tax/Net Profit	854.58	420.89	823.74	405.08

### 2. REVIEW OF OPERATIONS AND FUTURE PROSPECTS:

In the financial year 2017-18, despite challenging business environment, your Company continued the growth momentum and attained a decent growth in revenue and profitability. Your Company has achieved total income from business operations of Rs. 16402.76 lacs during the year under review which is 38.29% Higher than that of the previous year. The Net Profit After Tax of the Company has significantly increased to Rs. 854.57 lacs, which is 103.04% higher than the previous year. The Company is expanding its area of services in international markets and segments with innovative products and software and allied services in order to achieve greater economies of scale, improved margins and to gain untapped market for Company's services & products.

The Company had undergone a review of its Credit Rating and the Company's rating has been reaffirmed as 'BWR BBB+' (pronounced as Triple B plus) which means that the Company's business risk profile is 'Stable' and will be maintained over the medium term. Overall, the Company has continued to enjoy the support and trust of its clients and other stakeholders which has led to such steady growth during this fiscal year.

Apart from that Company has obtained CMMi Maturity Level 5 Certifications. Moreover your Company is also accredited with Quality Certifications such as ISO 9001:2008, ISO/IEC 27001 : 2013, and ISO 20000: 2011

### 3. DIVIDEND:

Considering the Company's performance, the Board of Directors have recommended payment of Final dividend of Rs. 0.50 per equity share having face value of Rs. 10/- each i.e. 5% for the financial year ended on 31st March, 2018. This final dividend is subject to the approval of the members at the ensuing Annual General Meeting.

### 4. SHARE CAPITAL:

The authorized share capital of the company was Rs. 80,000,000/- divided into 8,000,000 equity shares of Rs. 10/- each and the paid-up share of the company was Rs. 5,59,50,000 /- divided into 55,95,000 equity shares of Rs.

10/- each at the beginning of the Financial Year.

The Authorized capital was increased to Rs. 12,00,00,000/- divided into 1,20,00,000 equity shares of Rs. 10/- each vide Ordinary Resolution passed by the shareholders at their meeting held on 27th April, 2017 which was further increased to Rs. 16,00,00,000/- divided into 1,60,00,000 equity shares of Rs. 10/- each vide Ordinary Resolution passed by the shareholders at their meeting held on 26th June, 2017.

The Paid up capital of the Company was increased to Rs. 11,19,00,000/- divided into 1,11,90,000 Equity shares of Rs. 10/- vide Bonus issue in the ratio of 1:1 to the existing members which was further increased to Rs. 12,59,50,000 divided into 1,25,95,000 Equity Shares of Rs. 10/- vide Preferential issue of the Equity shares.

Company has appointed M/s Link Intime India Private Limited as the Registrar and Transfer Agent of the Company. As on the day of Report entire holdings of the Members are in dematerialized form.

The 1,25,95,000 Equity Shares of the Company was listed on NSE Emerge Platform of the National Stock Exchange of India w.e.f 01st December, 2017 and has duly paid the listing fees of the same.

#### **5. TRANSFER TO RESERVES:**

During the Year Company did not have transferred any amount to the General Reserves.

#### **6. FINANCE:**

During the period under review, the company has continued to enjoy various credit facilities comprising of Fund Based Limits & Non fund Based Limit from Bank of India aggregating to Rs. 3489 Lacs, against the prime security of Book Debts, movable and immovable property, for the smooth & efficient running of the business of the Company. The Company has continued to enjoy various Non-Fund based limits and Fund Based Limits to the tune of Rs. 155 Lacs from ICICI Bank against the immovable property of the company. That apart, the various financial options like lease finance and short term business loans were also enjoyed by the company to promote the business of the company.

#### **7. DEPOSITS:**

The Company has accepted loans from directors of the Company and obtained declarations from them under section 73 of the Companies Act, 2013 and the Rules made thereunder. Apart from this, the Company has neither accepted nor renewed any public deposits falling within the purview of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time, during the year under review and therefore details mentioned in Rule 8(5) (v) & (vi) of Companies (Accounts) Rules, 2014 relating to deposits, covered under Chapter V of the Act is not required to be given.

#### **8. DETAILS OF COMPANY'S SUBSIDIARY, ASSOCIATE & JOINT VENTURE**

The details of Subsidiary, Associate & Joint Venture are as follows:

##### **Subsidiary**

The company has following 3 subsidiary companies:

##### **Silver Touch Technologies (UK) Limited**

Silver Touch Technologies (UK) Limited, which is wholly owned subsidiary of Silver Touch Technologies Ltd, is a UK based private limited company incorporated on November 19, 2007 with Company No. 6431016. The registered office of the company is situated at Salisbury House, 29 Finsbury Circus, London, United Kingdom, EC2M 5QQ. It is Web, Mobile Apps and Software Development Company for Optimising Online Presence. It also provides E-Commerce Solutions, Staffing Solutions and SAP Business Consulting services in United Kingdom region.

##### **Silver Touch Technologies Inc**

Silver Touch Technologies Inc, a wholly owned subsidiary of Silver Touch Technologies Ltd, is US based Domestic Profit Corporation incorporated on January 10, 2012 with Identification No. 0400463153. The registered office of the company is situated at 256-06, Hillside Ave., 1st Floor, Floral Park, NY -11004. It is Web, Mobile Apps and Software Development Company for Optimising Online Presence. It also provides E-Commerce Solutions, Staffing Solutions and SAP Business Consulting services in USA region.

##### **Start-N-Excel**

Start-N-Excel is a Partnership firm which was incorporated under the Provision of Partnership Act, 1932 on 24th January, 2018. It consist of Two Partners i.e Silver Touch Technologies Limited and Mr Himanshu Chudasama. It is in the business of providing consultancy services to the various Start ups and on going Business.

## Associates

The Company has following associates:

### **Silver Touch Technologies SAS**

Silver Touch Technologies SAS, an associate of Silver Touch Technologies Ltd with its 50% shareholding, is a France based simplified joint stock company incorporated on April 11, 2017 with Company No. 82895754800013. The registered office of the company is situated at 12 Place de la Défense 92400 Courbevoie, France. It is Web, Mobile Apps and Software Development Company for Optimising Online Presence. It also provides E-Commerce Solutions, Staffing Solutions and SAP Business Consulting services in France region.

### **Shark Identity Private Limited**

Shark Identity Private Limited is a private limited company incorporated under Companies Act, 2013 on August 1, 2016 with CIN U72900GJ2016PTC093178. The registered office of the company is situated at A-807, Wall Street II, Opp Orient Club, Nr. Railway Crossing, Ellisbridge, Ahmedabad - 380 006. It is in the business of Product Development i.e. SharkID which is digital business card publishing & sharing platform. It is designed to keep the phonebook updated automatically.

### **Lime Software Limited**

Lime Software Limited, an associate of Silver Touch Technologies Ltd with its 50 % shareholding, is a UK based private limited company incorporated on December 2, 2013 with Company No. 8798209. The registered office of the company is situated at Norwich Accountancy Services Ltd, London Street, 68-72 London Street, Norwich, NR2 1JT. It is in the business of offering Oracle asset management software and Oracle audit software & tools that will help managing the business more efficiently. Silver Touch Technologies Ltd invested in Lime Software Limited in the financial year 2014-15.

In accordance with section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements of the Company, which forms part of the Annual Report. Pursuant to the provision of the section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the Company's subsidiaries in form AOC-1 is attached herewith as "Annexure - A" to the financial statement of the Company. The statement also provides the details of performance and financial position of the subsidiaries, Associates & Joint Venture Companies of the Company.

The financial statement of the subsidiary companies and related information are available for inspection by the members at the registered office of the Company from 11:00 A.M. to 1:00 P.M. on all days except Sundays and public holidays up to the date of Annual General Meeting as required under section 136 of the Companies Act, 2013. The same can be also inspected from the website of the Company [www. Silvertouch.com](http://www.Silvertouch.com). The Company will send copies thereof to the shareholders who may, if required, write to the Company.

## **9. MATERIAL CHANGES AND COMMITMENTS:**

The Company have made Public Offer of 33,24,000 Equity Shares Of Face Value Of Rs. 10 Each ("Equity Shares") for cash at a Price of Rs. 121 Per Equity Share (Including A Share Premium of Rs. 111 Per Equity Share) (The "Offer Price"), aggregating to Rs. 4022.04 Lacs ("The Offer") through an offer for sale Comprising of 14,94,000 Equity Shares (44.95%) by Mr. Vipul H Thakkar, 14,94,000 (44.95%) Equity Shares by Mr. Jignesh A Patel. 70,080 (2.10%) Equity Shares by Mr. Minesh V Doshi and 2,65,920 (8%) Equity Shares by Mr. Palak V Shah promoters of the Company. The Company received the trading approval for total 1,25,95,000 Equity Shares on EMERGE Platform of NSE Limited with effect from 01st December, 2017 having the symbol SILVERTUC.

Except aforesaid, there were no material changes and commitments affecting the financial position of the Company which have occurred between the end of financial year of the Company to which the financial statements relates and the date of the Board of Director's report.

## **10. EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual return in form MGT- 9 is provided as at **Annexure-B**

## **11. PARTICULARS OF EMPLOYEES:**

A statement containing the names and other particulars of employees in accordance with the Provision of Section 197 (12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure-C** to its report.

## **12. EMPLOYEE STOCK OPTION SCHEME**

Your Company approved formulation of Employee Stock Option Plan ('ESOP') viz. "Silver Touch ESOP-2017". The

scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on 06th April, 2017 read with Special Resolution passed by shareholder of the company at the Extra-ordinary general meeting held on 27th April, 2017. The Said Scheme was also ratified by the Shareholders in the Extra Ordinary General Meeting held on 05th March, 2018 pursuant to the provision of Regulation of SEBI (Share Based Employee Benefit) Regulations, 2014. The said scheme is administered by the Nomination and Remuneration Committee (Compensation Committee) for the benefit of the Employees of the Company.

During the Year under review the Company has granted 90,000 ESOPs to the eligible employees.

Your Company has also got the in-principal approval from the National Stock Exchange of India for 1,25,000 ESOPs issued during the year as required under Regulation 12(3) of the SEBI (Share Based Employee Benefits) Regulations, 2014 .

The Nomination and Remuneration Committee in their meeting held on 13th April, 2018 modify clause 15 (c) the scheme which is read as follows:

**C) other Corporate Actions**

*In the event of other corporate actions including consolidation / sub-division / amalgamation / merger / demerger / sale of business etc. adjustment to the number of options of the said option grantee shall be decided by the Board / Committee to its absolute discretion such that*

*(1) The number & price of the options in such a manner that total value of options remains the same after corporate action.*

*(2) The Vesting period and life of the options shall be left unaltered as far as possible to protect the rights of the options holder.*

Other than above, no material change was made during the year under review and the scheme is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The disclosures as required under Regulation 14 of the said regulations have been placed on the investor relation page of the website of the company at [www.silvertouch.com](http://www.silvertouch.com).

**13. DETAILS ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under section 134 of the companies act, 2013 read with Companies (Accounts) Rules, 2014 during the year are as stated below:

<b>(A) Conservation of energy</b>	
(i) the steps taken or impact on conservation of energy	The activities carried out by the Company during the year under review are not power intensive and the cost of the energy is insignificant. Further, the Company is not carrying out any manufacturing activities. However, as measure of power conservation, the company has initiated installing LED based electric utilities and instruments which conserve power.
(ii) the steps taken by the company for utilizing alternate sources of energy	
(iii) the capital investment on energy conservation equipments	
<b>(B) Technology absorption</b>	
(i) the efforts made towards technology absorption	The Company has not imported any technology during the year under review.
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
(a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has	

not taken place, and the reasons thereof; and	
(iv) the expenditure incurred on Research and Development	
<b>(C) Foreign exchange earnings and Outgo</b>	
The Foreign Exchange earned in terms of actual inflows during the year and	The foreign exchange inflows during the year under review amounted to Rs. 672.28 Lacs
The Foreign Exchange outgo during the year in terms of actual outflows.	The foreign exchange outflows during the year under review amounted to Rs. 441.89Lacs

#### 14. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to section 134(3) (c) of the Companies Act, 2013, the Directors confirm that:

- In the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit and loss of the Company for the same;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a 'going concern' basis; and
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

#### 15. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope of Internal Audit is well defined in the organization. The Internal Audit Report is regularly placed before the Audit Committee of the Board. The Management monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of Internal Auditors, process owners undertake corrective action in their respective areas and thereby strengthening the controls continuously. Significant audit observations, if any, and corrective actions suggested and taken are presented to the Audit Committee of the Board.

#### 16. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In terms of section 135 and schedule VII of the Companies Act, 2013, the Board of Directors of the Company has constituted a CSR Committee. The committee comprises of various directors constituting composition of independent and executive director as follows. CSR Annual report is enclosed as part of this report- "Annexure-D."

Composition of Corporate Social Responsibility Committee

Name	Designation
Mr. Vipul Thakkar	Committee Chairman & CMD
Mr. Jignesh Patel	Member & WTD
Mr. Harivadan Thaker	Member & ID

Reasons for short spending of Corporate Social Responsibility Expenditures:

The Company always believes in the ideology of social cause on which the concept of Corporate Social Responsibility rests. As the Company takes resources from the society by various means, the Company needs to perform task of giving something back to the society in the form of Corporate Social Responsibility. During the FY 2017-18, company has spent Rs. 11,30,000/- towards CSR expenditure pertaining to previous year provision & for current year company has spent Rs.14,419/- towards current year liability of Rs. 9,50,000/- . During the year the Company has provided apprentice training to the apprentice and consider it as the CSR Expenditure. The Company is in the process to recruit more Apprentice Trainees in the upcoming years and also identifying the other areas for spending this amount. Therefore it has caused short spending in the CSR Expenditure.

The Company has made aggregate provisions for such short spent amount for the current financial year. The Company endeavours and is committed to give back to the society more than what it took from the society.

#### **17. INDEPENDENT DIRECTORS:**

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence prescribed under the provisions of the Companies Act, 2013 read with schedules and rules issued thereunder. During the year under review Company has appointed Dr. Gayatri M Doctor as the Independent Director of the Company w.e.f 06th April, 2017. Further, as per the requirements of the provisions of Schedule IV of the Companies Act, 2013 read with all the applicable provisions and rules, one separate meeting of the Independent Directors was held during the year under review on 08th March, 2018, without the attendance of non-independent Directors.

#### **18. RELATED PARTY TRANSACTIONS:**

Related party transactions that are entered during the financial year were in the ordinary course of Business and on an arm's length basis. The Company had not entered into any contract/ arrangement / transactions with related parties which could be considered material. All related party transactions are placed before the Board of Directors and Audit committee for their review and approval, wherever required, at the beginning of the financial year. Related party transactions as entered during the financial year under review were on arms-length basis and not material in nature and hence disclosures in Form AOC-2 as required pursuant to the provisions of Companies Act, 2013, is not applicable.

#### **19. NUMBER OF MEETINGS OF BOARD:**

During the financial year 2017-18, Fourteen (14) meetings of the Board of Directors were held on the following dates:

Sr. No.	Date of Board Meeting	Sr. No.	Date of Board Meeting(Contd.)
1/2017-18	06.04.2017	8/2017-18	21.09.2017
2/2017-18	27.04.2017	9/2017-18	17.10.2017
3/2017-18	06.05.2017	10/2017-18	02.11.2017
4/2017-18	08.05.2017	11/2017-18	22.11.2017
5/2017-18	01.06.2017	12/2017-18	29.11.2017
6/2017-18	09.08.2017	13/2017-18	08.01.2017
7/2017-18	15.07.2017	14/2017-18	01.02.2018

Intimation of the Board Meeting and committee meeting are given well in advance and communicated to all the Directors. The agenda along with the explanatory notes are sent in advance to all the Directors. The Prescribed quorum was present for all the Meetings.

#### **20. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Board of Directors of your Company has various executive and non-executive directors including independent directors who have wide and varied experience in different disciplines of corporate functioning. Pursuant to the applicable provisions of Section 152 the Companies Act, 2013, Mr. Vipul H Thakkar, Managing Director and Mr Palak V Shah - Whole-time Director of the company, are liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offers themselves for re-appointment at the ensuing Annual General Meeting. Moreover the Company appointed one Independent Director Dr. Gayatri Mukul Doctor (DIN: 02012395) with effect from 6th April, 2017. Further, Mr. Palak Shah, Director of the Company also appointed and re-designated as Whole-Time Director & CFO of the Company with effect from 6th April, 2017. In addition to this, the Company has also appointed Mr. Vijaykumar Shah (DIN: 006792172) as Whole-Time Director in the Company w.e.f 01st June, 2017. The Company has appointed Mr. Dipesh H Solanki as the Company Secretary & Compliance office of the Company in place of Mr. Navin Panchal w.e.f 05th October, 2017.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013

#### **21. AUDITORS AND AUDITORS' REPORT:**

During the financial year M/s Ambalal Patel & Co., Chartered Accountants has tendered their resignation w.e.f 05/12/2017 to the Company due to Completion of their term as the Statutory Auditors pursuant to the Provision of Section 139 of the Companies Act, 2013 and rules made there under.

The Company has appointed M/s. Priyam R Shah & Associates, Chartered Accountants (FRN.: 118421W), Ahmedabad as Statutory Auditors of the Company in place of M/s Ambalal Patel & Co. At the Extra Ordinary General meeting of the Company held on 05th March, 2018, to hold the Office as the Statutory Auditor till the conclusion of the next Annual General Meeting to carry out the Audit for the FY 2017-18. As per the provisions of the section 139 of the Companies Act, 2013, the Board of Directors has recommended appointment of M/s Priyam R Shah & Associates, Chartered Accountant as Statutory Auditor of the Company to be appointed for a period of 5 (Five) years at the ensuing Annual General Meeting. The Company has received a certificate from the said auditors that they are eligible under the provisions of the Companies Act, 2013.

Necessary resolution for the Auditor's re-appointment has been included in the Notice convening the Annual General Meeting. The members are requested to consider the matter of re-appointment of Statutory Auditors of the Company and fix their remuneration as may be decided by the Board from time to time in consultation with the Statutory Auditors of the Company.

The Auditor's report does not contain any qualifications, reservation or adverse remarks and are self-explanatory and thus does not require any further clarifications/comments. The statutory Auditors have not reported any incident of fraud to the Audit committee of the Company under review.

## **22. SECRETARIAL AUDITOR**

The Board appointed M/s Sandip Sheth & Associates, Practicing Company Secretaries, Ahmedabad to conduct Secretarial Audit for the Financial Year 2017-18. The Secretarial Audit Report for the financial year ended 31st March, 2018 is annexed herewith and marked as **Annexure -E** to this Report.

## **23. INTERNAL AUDITOR**

The Board appointed M/s Rajiv Ahuja & Associates, Chartered Accountant, Ahmedabad as the Internal Auditor of the Company for the Financial Year 2017-18.

## **24. DETAILS OF FRAUD REPORTED BY AUDITORS:**

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013 during the year under review.

## **25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The details of loans, investment, guarantees and securities covered under the provisions of section 186 of the Companies Act, 2013 are provided in the financial statement.

## **26. INTERNAL COMPLAINTS COMMITTEE / DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has a policy for prevention of Sexual Harassment of women as per the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. As per the provisions of the said Act, the Company has constituted committee called "Internal Complaints Committee" to ensure safe workplace environment, which covers all employees whether permanent, contractual, trainees, temporary etc., During the financial year 2017-18, no complaints have been reported.

## **27. SIGNIFICANT MATERIAL ORDER PASSED BY THE REGULATORS:**

There were no significant material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and its operations in future.

## **28. AUDIT COMMITTEE:**

The Company was having Audit committee consisting of the Board of Directors of the Company viz. Mr. Ronak S Shah (Chairman of the Committee & Independent Director), Dr. Gayatri M Doctor (Member & Independent Director) and Mr. Vipul Thakkar (Member & Managing Director), the Directors of the Company. As per section 177(8) of the Companies Act, 2013, the board has accepted all the recommendations of the Audit committee during the financial year 2017-18.

## **29. RISK MANAGEMENT POLICY:**

The company has adopted the Policy for Risk Management during the year under review.

As per the applicable requirements of the Companies Act, 2013 the risk management plan of the Company is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the

growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk.

As a matter of plan, these risks are assessed and steps as appropriate are taken to mitigate the same.

### **30. BOARD EVALUATION:**

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV, of the Companies Act, 2013, states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the nomination and remuneration committee. None of the independent directors are due for re-appointment.

### **31. NOMINATION AND REMUNERATION POLICY:**

The Company's policy on the appointment and remuneration of Directors and Key Managerial Personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. The Nomination and Remuneration policy is provided herewith as at Annexure-F pursuant to provisions of Section 178(4) of the Companies Act, 2013.

### **32. CORPORATE GOVERNANCE:**

Since the Company' securities are listed on Emerge SME Platform of NSE, by virtue of Regulation 15 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company. Hence requirement with regards to compliance of Corporate Governance does not applicable to the Company.

### **33. VIGIL MECHANISM:**

Your Company has not accepted any deposits from public and not borrowed money from banks and public financial institutions in excess of fifty crore or more and hence requirement for establishing vigil mechanism pursuant to provisions of Section 177(9) of the Companies Act, 2013, is not applicable during reporting period.

### **34. MANAGEMENT DISCUSSION AND ANALYSIS:**

Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms an integral part of this report, and provides the Company's current working and future outlook as per Annexure-G.

### **35. DISCLOSURE ON COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS**

The Company has complied with the applicable Secretarial Standard as prescribed by the Institute of Company Secretaries of India.

### **36. ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from the shareholders, financial institutions, bankers and other business constituents and various Government Organizations during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment by all officers and staff for their continued support during the year.

For and Behalf of the Board  
For, SILVER TOUCH TECHNOLOGIES LIMITED

#### **Regd. Office:**

2nd Floor, Saffron Tower,  
Nr. Panchwati Circle,  
Ambawadi, Ahmedabad-380006  
(CIN: U72200GJ1995PLC024465)  
Phone: + 91 79 26563158  
Fax: + 91 79 26561624  
Website: [www.silvertouch.com](http://www.silvertouch.com)  
Email Id: [cs@silvertouch.com](mailto:cs@silvertouch.com)

VIPUL THAKKAR  
(Chairman & Managing Director)  
(DIN:00169558)

Place: Ahmedabad  
Date: 24th July, 2018

## ANNEXURE-A FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

### Part A: Subsidiaries

(Amounts in INR)

Attendance of each Director at Board Meeting and the last Annual General Meeting (AGM) and the number of Companies and Committees where he/she is Director/Member are as under.

Si. No.	Particulars	Details		
1	Name of the Subsidiary	Silver Touch Technologies (UK) Ltd.	Silver Touch Technologies INC.	Start-N-Excel (Partnership Firm)
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31/03/2018	31/03/2018	31/03/2018
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	GBP and Exchange rate @ Rs. 92.2846(RBI) on the Balance Sheet Date	USD and Exchange rate@ Rs.65.0441 (RBI) on the Balance sheet Date	NA
4	Share Capital/ Partner's Capital	46,142	32,522	1,01,618
5	Reserves & Surplus	33,15,195	8,22,447	NA
6	Total assets	2,36,90,472	30,15,832	11,26,995
7	Total Liabilities	2,04,29,135	21,93,386	10,25,377
8	Investments	NIL	NIL	NIL
9	Turnover	5,92,14,413	2,36,28,867	80,000
10	Profit/(Loss) before taxation	3,43,760	1,71,785	(8,46,639)
11	Provision for taxation	1,19,970	27,123	NIL
12	Profit after taxation	2,23,790	1,44,662	(8,46,639)
13	Proposed Dividend	NIL	NIL	NIL
14	% of shareholding	100 %	100 %	70%

## Part B: Associates and Joint Ventures

### Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	Shark Identity Private Limited	Silver Touch Technologies SAS	Lime Software Limited
Latest audited Balance Sheet Date	31st March, 2018	NA	NA
Date on which the Associate or Joint Venture was associated or acquired	01st August, 2016	11th April, 2017	02nd December, 2013
Shares of Associate or Joint Ventures held by the company on the year end			
No.	96,04,000 equity shares	1805 Shares	500 Equity Shares
Amount of Investment in Associates or Joint Venture	Rs. 96,04,000	Rs. 12,64,829	Rs. 48,975
Extent of Holding (in percentage)	49%	50%	50%
Description of how there is significant influence	The Company holds 49% stake in the Equity Share Capital of the Company. One of the Directors on the Board of Shark Identity Private Limited is a Whole-Time Director in the Company.	The Company holds 50% stake in the Equity Share Capital of the Company. three Directors of the Company are on the Board of Silver Touch Technologies SAS.	The Company holds 50% stake in the Equity Share Capital of the Company. Four Directors of the Company are on the Board of Lime Software Ltd.
Reason why the associate/joint venture is not consolidated	Not Applicable	Not Applicable	No data is available
Net worth attributable to shareholding as per latest audited Balance Sheet	65,84,681	(1,91,865)	No data is available
Profit or Loss for the year	(35,79,886)	(19,82,246)	No data is available
Considered in Consolidation	(17,54,144)	(12,92,872)	No data is available
Not Considered in Consolidation	(18,25,742)	(6,89,374)	No data is available

- Names of associates or joint ventures which are yet to commence operations: NIL
- Names of associates or joint ventures which have been liquidated or sold during the year: NIL

Place: Ahmedabad

For and on behalf of the Board of Directors,

Date: 24th July, 2018

Vipul H Thakkar  
Managing Director

Jignesh A Patel  
Whole-Time Director

Palak V Shah  
Whole-Time Director  
cum CFO

Dipesh Solanki  
Company Secretary

## ANNEXURE-B

### FORM NO. MGT 9

*Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.*

#### EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2018

I.REGISTRATION & OTHER DETAILS :		
i	CIN	U72200GJ1995PLC024465
ii	Registration Date	02-02-1995
iii	Name of the Company	SILVER TOUCH TECHNOLOGIES LIMITED
iv	Category of the Company	Public Limited Company
v	<b>Address of the Registered office &amp; contact details</b>	
	Address :	2nd Floor, Saffron, Nr. Panchwati circle, Ambawadi, Ahmedabad, Gujarat - 380 006
	Town / City :	Ahmedabad
	State :	Gujarat
	Country Name :	India
	Telephone (with STD Code) :	079 2656 3158
	Fax Number :	+91 79 26561624
	Email Address :	cs@silvertouch.com
	Website, if any :	www.silvertouch.com
vi	Whether listed company	Yes (one NSE Emerge SME Platform w.e.f 01st December, 2017)
vii	<b>Name and Address of Registrar &amp; Transfer Agents ( RTA ) :-</b>	
	Name of RTA :	Link Intime India Private Limited
	Address :	C- 101,247 Park,L .B.S. Marg, Vikhroli (West), Mumbai - 400 083.
	Town / City :	Mumbai
	State :	Maharashtra
	Pin Code:	400083
	Telephone :	022 4918 6000
	Fax Number :	022 4918 6060
	Email Address :	mumbai@linkintime.co.in

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover“ of the company shall be stated:-

Si. No.	Name & Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Computer programming, consultancy and related activities	62	45%
2	Wholesale trade, except of motor vehicles and motorcycles	46	55%

### III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

No. of Companies for which information is being filled	6
--	---

Si No.	Name and Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Silver Touch Technologies (UK)	NA	Subsidiary	100	Sect. 2(87)(II)
2	Silver Touch Technologies INC	NA	Subsidiary	100	Sect. 2(87)(II)
3	Start-N-Excel (Partnership firm)	NA	Subsidiary	0	Sect. 2(87)(II)
4	Lime Software (UK)	NA	Associate	50	Sect. 2(6)
5	Shark Identity Private Limited	U72900GJ2016 PTC093178	Associate	49	Sect. 2(6)
6	Silvertouch Technologies SAS	NA	Associate	50	Sect. 2(6)

### IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	0	5595000	5595000	100	8466000	0	8466000	67.22	-32.78
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>(2) Foreign</b>									
a) NRI - Individual/	0	0	0	0	0	0	0	0	0
b) Other - Individual/	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Others	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)</b>	<b>0</b>	<b>5595000</b>	<b>5595000</b>	<b>100</b>	<b>8466000</b>	<b>0</b>	<b>8466000</b>	<b>67.22</b>	<b>-32.78</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0.00
b) Banks / FI	0	0	0	0	0	0	0	0	0.00
c) Central Govt	0	0	0	0	0	0	0	0	0.00
d) State Govt(s)	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FIIs	0	0	0	0	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) Others (specify)	0	0	0	0	0	0	0	0	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	0	0	0	0	1766145	0	1766145	14.02	14.02
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	890855	0	890855	7.07	7.07
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	1228000	0	1228000	9.75	9.75
c) Others (specify)									
i) HUF					156000	0	156000	1.24	1.24
ii) NRI					4000	0	4000	0.03	0.03
iii) Clearing Member					84000	0	84000	0.67	0.67
<b>Sub-total (B)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>4129000</b>	<b>32.78</b>	<b>32.78</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>4129000</b>	<b>32.78</b>	<b>32.78</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>5595000</b>	<b>5595000</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>12595000</b>	<b>100</b>	<b>0</b>

(ii) Shareholding of Promoters & Promoters Group

Sr. No.	Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of the year		% Change in Share holding during the year
		No of shares	% of total shares of the company	No of shares	% of total shares of the company	
1	VIPUL HARIDAS THAKKAR	1818755	32.51%	2343510	18.61%	-13.90%
2	JIGNESH AMRITLAL PATEL	1801855	32.20%	2309710	18.34%	-13.87%
3	MINESH VINODCHANDRA DOSHI	963290	17.22%	2006500	15.93%	-1.29%
4	PALAK VINUBHAI SHAH	392600	7.02%	569280	4.52%	-2.50%
5	KAJAL VIPUL THAKKAR	245100	4.38%	490200	3.89%	-0.49%
6	JOLLY JIGNESH PATEL	262000	4.68%	524000	4.16%	-0.52%
7	VARSHA MINESH DOSHI	55000	0.98%	110000	0.87%	-0.11%
8	ZANKHANA PALAKBHAI SHAH	55000	0.98%	110000	0.87%	-0.11%
9	HARIDAS KARSHANDAS THAKKAR	700	0.01%	1400	0.01%	0.00%
10	AMRATLAL KHODIDAS PATEL	350	0.01%	700	0.01%	0.00%
11	MANJULABEN AMRATLAL PATEL	350	0.01%	700	0.01%	0.00%
	<b>TOTAL</b>	<b>5595000</b>	<b>100.00%</b>	<b>8466000</b>	<b>67.22%</b>	<b>32.78%</b>

iii Change in Promoters' Shareholding (Including Promoters' Group) ( please specify, if there is no change)

Sr. No		Shareholding at the beginning of the Year-2017		Transactions during the year			Cumulative Shareholding during the year-2018	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No. of Shares Held	% of total shares of the company	
1	<b>VIPUL HARIDAS THAKKAR</b>	1818755	32.51			0	0	
	Add: Bonus issue			06 May 2017	1818755	3637510	28.88	
	Less: offer for sale			29 Nov 2017	1494000	2143510	17.02	
	Add: Transfer			16 Mar 2018	50000	2193510	17.42	
	Add: Transfer			31 Mar 2018	150000	2343510	18.61	
	<b>AT THE END OF THE YEAR</b>					2343510	18.61	
2	<b>JIGNESH AMRITLAL PATEL</b>	1801855	32.20			0	0	
	Add: Bonus issue			06 May 2017	1801855	3603710	28.61	
	Less: offer for sale			29 Nov 2017	1494000	2109710	16.75	
	Transfer			31 Mar 2018	200000	2309710	18.34	
	<b>AT THE END OF THE YEAR</b>					2309710	18.34	
3	<b>MINESH VINODCHANDRA DOSHI</b>	963290	17.22			0	0	
	Add: Bonus issue			06 May 2017	963290	1926580	15.30	
	Less: offer for sale			29 Nov 2017	70080	1856500	14.74	
	Add: Transfer			16 Mar 2018	49000	1905500	15.13	
	Add: Transfer			31 Mar 2018	101000	2006500	15.93	
	<b>AT THE END OF THE YEAR</b>					2006500	15.93	
4	<b>PALAK VINUBHAI SHAH</b>	392600	7.02			0	0	
	Add: Bonus issue			06 May 2017	392600	785200	6.23	
	Less: offer for sale			29 Nov 2017	265920	519280	4.12	
	Add: Transfer			31 Mar 2018	50000	569280	4.52	
	<b>AT THE END OF THE YEAR</b>					569280	4.52	
5	<b>JOLLY JIGNESH PATEL</b>	262000	4.68			0	0	
	Add: Bonus issue			06 May 2017	262000	524000	4.16	
	<b>AT THE END OF THE YEAR</b>					524000	4.16	
6	<b>KAJAL VIPUL THAKKAR</b>	245100	4.38			0	0	
	Add: Bonus issue			06 May 2017	245100	490200	3.89	
	<b>AT THE END OF THE YEAR</b>					490200	3.89	

Sr. No		Shareholding at the beginning of the Year-2017		Transactions during the year		Cumulative Shareholding during the year-2018	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No. of Shares Held	% of total shares of the company
7	VARSHA MINESH DOSHI	55000	0.98			0	0.00
	Add: Bonus issue			06 May 2017	55000	110000	0.87
	<b>AT THE END OF THE YEAR</b>					<b>110000</b>	<b>0.87</b>
8	ZANKHANA PALAKBHAI SHAH	55000	0.98			0	0.00
	Add: Bonus issue			06 May 2017	55000	110000	0.87
	<b>AT THE END OF THE YEAR</b>					<b>110000</b>	<b>0.87</b>
9	HARIDAS KARSHANDAS THAKKAR	700	0.01			0	0.00
	Add: Bonus issue			06 May 2017	700	1400	0.01
	<b>AT THE END OF THE YEAR</b>					<b>1400</b>	<b>0.01</b>
10	AMRATLAL KHODIDAS PATEL	350	0.01			0	0.00
	Add: Bonus issue			06 May 2017	350	700	0.01
	<b>AT THE END OF THE YEAR</b>					<b>700</b>	<b>0.01</b>
11	MANJULABEN AMRATLAL PATEL	350	0.01			0	0.00
	Add: Bonus issue			06 May 2017	350	700	0.01
	<b>AT THE END OF THE YEAR</b>					<b>700</b>	<b>0.01</b>

iv Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No		Shareholding at the beginning of the Year-2017		Transactions during the year			Cumulative Shareholding during the year-2018	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No. of Shares Held	% of total shares of the company	
1	GAGANDEEP CREDIT CAPITAL PVT LTD Add: Preferential Allotment AT THE END OF THE YEAR	0.00	0.00	09 Aug 2017	900000	900000	7.15	7.15
2	PARKER MULTI-COMMODITIES (INDIA) PRIVATE LIMITED Add: Preferential Allotment AT THE END OF THE YEAR	0.00	0.00	09 Aug 2017	300000	300000	2.38	2.38
3	ASE CAPITAL MARKETS LTD. Transfer	0.00	0.00	15 Dec 2017	397000	397000	3.15	3.15
	Transfer			22 Dec 2017	-84000	313000	2.49	2.49
	Transfer			29 Dec 2017	-39000	274000	2.18	2.18
	Transfer			05 Jan 2018	6000	280000	2.22	2.22
	Transfer			12 Jan 2018	-8000	272000	2.16	2.16
	Transfer			19 Jan 2018	-5000	267000	2.12	2.12
	Transfer			26 Jan 2018	23000	290000	2.30	2.30
	Transfer			02 Feb 2018	52000	342000	2.72	2.72
	Transfer			09 Feb 2018	12000	354000	2.81	2.81
	Transfer			02 Mar 2018	46000	400000	3.18	3.18
	Transfer			09 Mar 2018	49000	449000	3.56	3.56
	Transfer			16 Mar 2018	96000	545000	4.33	4.33
	Transfer			23 Mar 2018	196000	741000	5.88	5.88
	Transfer			31 Mar 2018	-488000	253000	2.01	2.01
4	JHAVERI TRADING & INVESTMENT PVT.LTD. Transfer	0.00	0.00	15 Dec 2017	130000	130000	1.03	1.03
	Transfer			22 Dec 2017	2000	132000	1.05	1.05
	Transfer			29 Dec 2017	11000	143000	1.14	1.14
	Transfer			05 Jan 2018	21000	164000	1.30	1.30
	Transfer			12 Jan 2018	-6000	158000	1.25	1.25
	Transfer			19 Jan 2018	-2000	156000	1.24	1.24

Sr. No		Shareholding at the beginning of the Year-2017		Transactions during the year			Cumulative Shareholding during the year-2018	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No. of Shares Held	% of total shares of the company	
	Transfer			16 Mar 2018	-28000	128000	1.02	
	Transfer			31 Mar 2018	-24000	104000	0.83	
	<b>AT THE END OF THE YEAR</b>					104000	0.83	
5	<b>NIMISH DEEPAK BROKER</b>	0.00	0.00			0	0.00	
	Transfer			08 Dec 2017	95000	95000	0.75	
	Transfer			15 Dec 2017	5000	100000	0.79	
	<b>AT THE END OF THE YEAR</b>					100000	0.79	
6	<b>AKSHAY JAYANTILAL DOSHI</b>	0.00	0.00			0	0.00	
	Add: Preferential Allotment			09 Aug 2017	100000	100000	0.79	
	<b>AT THE END OF THE YEAR</b>					100000	0.79	
7	<b>AGAM JIGNESH SHAH</b>	0.00	0.00			0	0.00	
	Transfer			08 Dec 2017	81000	81000	0.64	
	<b>AT THE END OF THE YEAR</b>					81000	0.64	
8	<b>AJAYKUMAR RASIKLAL SHAH</b>	0.00	0.00			0	0.00	
	Transfer			08 Dec 2017	35000	35000	0.28	
	Transfer			12 Jan 2018	10000	45000	0.36	
	Transfer			23 Feb 2018	13000	58000	0.46	
	Transfer			09 Mar 2018	13000	71000	0.56	
	<b>AT THE END OF THE YEAR</b>					71000	0.56	
9	<b>SAGAR RAJESHBHAI JHAVERI</b>	0.00	0.00			0	0.00	
	Transfer			08 Dec 2017	18000	18000	0.14	
	Transfer			22 Dec 2017	24505	42505	0.34	
	Transfer			29 Dec 2017	167	42672	0.34	
	Transfer			05 Jan 2018	328	43000	0.34	
	Transfer			19 Jan 2018	26000	69000	0.55	
	<b>AT THE END OF THE YEAR</b>					69000	0.55	
10	<b>NIMIT JAYENDRABHAI SHAH</b>	0.00	0.00			0	0.00	
	Transfer			08 Dec 2017	6000	6000	0.05	
	Transfer			22 Dec 2017	8000	14000	0.11	
	Transfer			31 Mar 2018	50000	64000	0.51	
	<b>AT THE END OF THE YEAR</b>					64000	0.51	

v Shareholding of Directors and Key Managerial Personnel:

Sr. No		Shareholding at the beginning of the Year-2017		Transactions during the year		Cumulative Shareholding during the year-2018	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No. of Shares Held	% of total shares of the company
1	VIPUL H THAKKAR	1818755	32.51			0	0
	Add: Bonus issue			06 May 2017	1818755	3637510	28.88
	Less: offer for sale			29 Nov 2017	1494000	2143510	17.02
	Add: Transfer			16 Mar 2018	50000	2193510	17.42
	Add: Transfer			31 Mar 2018	150000	2343510	18.61
	<b>AT THE END OF THE YEAR</b>					2343510	18.61
2	JIGNESH A PATEL	1801855	32.20			0	0
	Add: Bonus issue			06 May 2017	1801855	3603710	28.61
	Less: offer for sale			29 Nov 2017	1494000	2109710	16.75
	Transfer			31 Mar 2018	200000	2309710	18.34
	<b>AT THE END OF THE YEAR</b>					2309710	18.34
3	MINESH V DOSHI	963290	17.22			0	0
	Add: Bonus issue			06 May 2017	963290	1926580	15.30
	Less: offer for sale			29 Nov 2017	70080	1856500	14.74
	Add: Transfer			16 Mar 2018	49000	1905500	15.13
	Add: Transfer			31 Mar 2018	101000	2006500	15.93
	<b>AT THE END OF THE YEAR</b>					2006500	15.93
4	PALAK VINUBHAI SHAH	392600	7.02			0	0
	Add: Bonus issue			06 May 2017	392600	785200	6.23
	Less: offer for sale			29 Nov 2017	265920	519280	4.12
	Add: Transfer			31 Mar 2018	50000	569280	4.52
	<b>AT THE END OF THE YEAR</b>					569280	4.52

**VI INDEBTEDNESS**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

<b>Indebtedness at the beginning of the financial year</b>	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtness</b>
i) Principal Amount	14,25,09,721	2,55,39,708	-	16,80,49,429
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>14,25,09,721</b>	<b>2,55,39,708</b>	<b>-</b>	<b>16,80,49,429</b>
<b>Change in Indebtedness during the financial year</b>	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtness</b>
* Addition	-	18,40,691	-	18,40,691
* Reduction	(6,79,03,572)	-	-	(6,79,03,572)
<b>Net Change</b>	<b>(6,79,03,572)</b>	<b>18,40,691</b>	<b>-</b>	<b>(6,60,62,881)</b>
<b>Indebtedness at the end of the financial year</b>	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtness</b>
i) Principal Amount	11,39,217	1,59,63,389	-	1,71,02,606
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>11,39,217</b>	<b>1,59,63,389</b>	<b>-</b>	<b>1,71,02,606</b>

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. no.	Particulars of Remuneration	Name of MD/WTD/ Manager						Total Amount	
		Mr. Vipul Thakkar	Mr. Jignesh Patel	Mr. Minesh Doshi	Mr. Palak Shah	Mr. Himanshu Jain	Mr. Vijaykumar Shah		
1	Gross salary	4080000	4080000	3600000	3600000	2065000	2333340	19758340	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4080000	4080000	3600000	3600000	2065000	2333340	19758340	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0	0	0	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0	0	0	0	
2	Stock Option	0	0	0	0	0	0	0	
3	Sweat Equity	0	0	0	0	0	0	0	
4	Commission	0	0	0	0	0	0	0	
	- as % of profit	0	0	0	0	0	0	0	
	- others, specify	0	0	0	0	0	0	0	
5	Others, please specify	0	0	0	0	0	0	0	
	<b>Total (A)</b>	<b>4080000</b>	<b>4080000</b>	<b>3600000</b>	<b>3600000</b>	<b>2065000</b>	<b>2333340</b>	<b>19758340</b>	
	Ceiling as per the Act	10% of the net profit of the Company calculated in accordance with section 198 (read with Schedule V) of the Companies Act, 2013.							

**B. Remuneration to other directors: Nil**

Sr. no.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Harivadan Thakar	Mr. Ronak Shah	Dr Gayatri M Doctor	
<b>1</b>	<b>Independent Directors</b>				
	Fee for attending board committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
<b>2</b>	<b>Other Non-Executive Directors</b>				
	Fee for attending board committee meetings	0	0	0	0
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (2)	0	0	0	0
	Total (B)=(1+2)	0	0	0	0
Total Managerial Remuneration (A) + (B)					0
Overall Ceiling as per the Act		10% of the net profit of the Company calculated in accordance with section 198 (read with Schedule V) of the Companies Act, 2013.			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sr. no.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Company Secretary (Navin Panchal from 06/04/2017 to 04/10/2017)	Company Secretary (Dipesh Solanki from 05/10/2017 to 31/03/2018)	CFO	Total
1	Gross salary	NA	4,50,000	1,30,000	3600000	41,80,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA			-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	-		-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	-		-	-
2	Stock Option	NA	-		-	-
3	Sweat Equity	NA	-		-	-
4	Commission	NA	-		-	-
	- as % of profit	NA	-		-	-
	- others, specify...	NA	-		-	-
5	Others, please specify	NA	-		-	-
	<b>Total</b>	<b>NA</b>	<b>4,50,000</b>	<b>1,30,000</b>	<b>36,00,000</b>	<b>41,80,000</b>

**Note :** Mr. Palak V. Shah, Whole Time Director is also CFO of the Company. In Aggregate he receives Rs. 36,00,000 P.A. as Whole Time Director Cum CFO.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

Type	Section of the Companies Act	Brief Description		Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)			
<b>A. COMPANY</b>									
Penalty	NA	NA		NA	NA	NA		NA	NA
Punishment	NA	NA		NA	NA	NA		NA	NA
Compounding	NA	NA		NA	NA	NA		NA	NA
<b>B. DIRECTORS</b>									
Penalty	NA	NA		NA	NA	NA		NA	NA
Punishment	NA	NA		NA	NA	NA		NA	NA
Compounding	NA	NA		NA	NA	NA		NA	NA
<b>C. OTHER OFFICERS IN DEFAULT</b>									
Penalty	NA	NA		NA	NA	NA		NA	NA
Punishment	NA	NA		NA	NA	NA		NA	NA
Compounding	NA	NA		NA	NA	NA		NA	NA

## ANNEXURE-C

### Particulars of the Employees

Pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014  
DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2017-18.

Sr. No.	Name of the Director	Remuneration (Per Annum)	Median Remuneration	Ratio
1	Mr Vipul H Thakkar (Chairman & Managing Director)	40,80,000	4,62,012	8.83:1
2	Mr Jignesh A Patel (Whole-Time Director)	40,80,000	4,62,012	8.83:1
3	Mr Minesh V Doshi (Whole-Time Director)	36,00,000	4,62,012	7.79:1
4	Mr Palak V Shah (Whole-Time Director)	36,00,000	4,62,012	7.79:1
5	Mr Himanshu Jain (Whole-Time Director)	20,65,000	4,62,012	4.47:1
6	Mr Vijaykumar K Shah (Whole-Time Director w.e.f 01/06/2018)	NA	4,62,012	NA
7	Mr Ronak S Shah (Independent Director)	NA	4,62,012	NA
8	Mr Harivadan P Thaker (Independent Director)	NA	4,62,012	NA
9	Dr Gayatri M Doctor (Independent Director)	NA	4,62,012	NA

ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2017-18.

Sr. No.	Name of the Director/KMP	Designation	% Increase
1.	Mr Vipul H Thakkar	Chairman & Managing Director	13.33%
2.	Mr Jignesh A Patel	Whole-Time Director	13.33%
3.	Mr Minesh V Doshi	Whole-Time Director	9.09%
4.	Mr Palak V Shah	Whole-Time Director	9.09%
5.	Mr Himanshu Jain	Whole-Time Director	21.43%
6.	Mr Vijaykumar K Shah (w.e.f 01/06/2018)	Whole-Time Director	NA
7.	Mr Ronak S Shah	Independent Director	NA
8.	Mr Harivadan P Thaker	Independent Director	NA
9.	Dr Gayatri M Doctor	Independent Director	NA
10.	Mr Navinchandra Panchal (From 06/04/2017 to 04/10/2017)	Company Secretary	NA
11.	Mr Dipesh H Solanki (From 05/10/2017 onwards)	Company Secretary	NA

iii. **The percentage increase in the median remuneration of employees in the financial year 2017-18.**

The percentage increase in the median remuneration of employees in the financial year 2017-18 is 10.5%

iv. **The number of permanent employees on the rolls of company in the Financial Year 2017-18.**

The Company has 321 permanent employees on its rolls;

*Note: The details of the Employees who have served the Company for at least 12 Months as on 31.03.2018 are taken into consideration.*

v. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;**

Average remuneration increase for non-managerial personnel of the Company during the financial year was 13% and the average remuneration increase for the managerial personnel was 8%. Remuneration increase is dependent on the Company's performance as a whole, individual performance level and also market benchmarks.

vi. **Affirmation that the remuneration is as per the remuneration policy of the company.**

It is affirmed that the remuneration paid is as per the remuneration policy of the company.

**Pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sr No	Name of the Employee	Designation	Remuneration Per Annum (CTC basis) (In Rupees)
1.	Mr Mihir Joshi	Sr VP Business Development	15,00,000
2.	Mr Rachit Patel	Sr Project Manager	15,00,000
3.	Mr Sanjay Kumar Bamel	Project Manager	14,88,000
4.	Mr Amit Desai	Associate Vice President Sales	14,40,000
5.	Mr Ankit Desai	Sr BDM	13,80,000
6.	Mr Vikas Sharma	Social Media Manager	13,20,000
7.	Mr Ajay Jagad	Project Manager	12,60,000
8.	Mr Rohan Pawaskar	Sr Business Analyst	12,29,988
9.	Mr Niraj Dave	Project Leader	12,00,000
10.	Mr Prakash Patni	Project Leader	11,16,000

## ANNEXURE-D

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

*[As prescribed under section 135 of the Companies Act, 2013 & Companies (Corporate Social Responsibility Policy) Rules, 2014]*

1. A brief outline of the Company's CSR policy, including overviews of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

#### Introduction

The Main objective of CSR Policy is to lay down guidelines for sustainable development and to serve the socially and economically weak and underprivileged section of society and to operate and grow its business in a socially responsible way with a vision to be an environmental friendly corporate citizen.

#### Objective of CSR Policy:

The Main objective of CSR Policy is to lay down guidelines for sustainable development and to serve the socially and economically weak and underprivileged section of society and to operate and grow its business in a socially responsible way with a vision to be an environmental friendly Corporate citizen.

#### ACTIVITIES THAT CAN BE UNDERTAKEN UNDER CSR:

- (i) Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive health care and sanitation and making available safe drinking water;
- (ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- (iii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
- (v) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- (vi) Measures for the benefit of armed forces veterans, war widows and their dependents;
- (vii) Training to promote rural sports, nationally recognised sports, para-lympic sports and Olympic sports;
- (viii) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- (ix) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government
- (x) Rural development projects.

#### Applicability

M/s. Silver Touch Technologies Limited is Public Company whose 'averagenet profit', calculated in accordance with section 198 of the Companies Act, 2013 exceeds Rs. 5,00,00,000/- (Rupees Five Crores Only) in previous financial year and hence Corporate Social Responsibility provisions of section 135 of the said Act applicable to the Company.

CSR policy has been prepared in accordance with Section 135 of the Companies Act, 2013 (referred to as the Act in this policy) and in accordance with applicable rules made there under as notified by the Ministry of Corporate Affairs, Government of India, in 2014.

2. **The Composition of CSR Committee:** Mr. Vipul Thakkar (Chairman), Mr. Jignesh Patel (Member) and Mr. Harivadan Thaker (Member)
3. **Average Net profit of the Company for last three financial years (2014-15 to 2016-17) :**  
Rs. 4,68,87,173/-
4. **Prescribed CSR expenditure (two percent of the amount as in item 3 above) :** Rs. 9,37,743
5. **Details of CSR spend during the financial year:**
  - a. Total amount to be spent for the financial year : Rs. 20,67,743 [Rs. 11,30,000 Towards Previous Year Provision and Rs. 9,37,743/- for current year]
  - b. Amount unspent, if any: Rs. 9,35,581/-
  - c. Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) local area or other (2) specify the state and district where projects or programs was undertaken	Amount outlay (budget) project	Amount spent on or program wise the projects or programs sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent Direct or through implementing agency
1	Expenditure incurred for promoting education and providing training to Apprentice	Education & training	Local area (Ahmedabad, Gujarat)	Rs. 11,44,500/-	Rs. 11,44,419/- (Rs. 11,30,000 towards previous year provisions and Rs. 14,419 for current year)	Rs. 37,68,192/-	Direct

**6. Reason for short spending of CSR amount during the current financial year:**

The Company always believes in the ideology of social cause on which the concept of Corporate Social Responsibility rests. As the Company takes resources from the society by various means, the Company needs to perform task of giving something back to the society in the form of Corporate Social Responsibility. For the financial year 2017-18, the gross amount pending to be spent towards the CSR expenditure was Rs. 20,67,743 (Rupees Twenty Lacs Sixty Seven Thousand Seven Hundred Forty Three) being (Rs. 11,30,000 towards previous year provisions and Rs. 9,37,743 Towards current year's liability at 2% of Average Net Profit of the Company and Company has actually spent an amount of Rs. 11,44,419/- (Rs. 11,30,000 towards previous year provisions and Rs. 14,419 for current year) resulting into short spending of Rs. 9,35,581/- During the year the Company has provided apprentice training to the apprentice and consider it as the CSR Expenditure. The Company is in the process to recruit more Apprentice Trainees in the upcoming years and also identifying the other areas for spending this amount. Therefore it has caused short spending in the CSR Expenditure.

The Company endeavours and is committed to give back to the society more than what it took from the society. Being initial years of implementation of the CSR regulations/activities, the Company is gradually

spending the CSR expenditure

The Company is committed to focus on inclusive growth and improve lives by contributing towards communities around which it operates. The Company has taken steps in the right direction and is committed to actively engage and to execute events or programs that benefit the society and continue to incur expenditure in accordance with section 135 of the Companies Act, 2013 and the Companies (Corporate Social responsibility Policy) Rules, 2014.

The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.

**Place: Ahmedabad**

**Date: 24th July, 2018**

**VIPUL THAKKAR**

**Chairman - CSR Committee**

**Managing Director**

**(DIN: 00169558)**

**JIGNESH PATEL**

**Member - CSR Committee**

**Whole-Time Director**

**(DIN: 00170562)**

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## ANNEXURE-E

Form No. MR-3

### SECRETARIAL AUDIT REPORT

For the Financial year ended on 31<sup>st</sup> March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Silver Touch Technologies Limited  
CIN: U72200GJ1995PLC024465  
2nd Floor, Saffron, Nr. Panchwati Circle,  
Ambawadi, Ahmedabad - 380006.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Silver Touch Technologies Limited (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 (hereinafter referred to as "the Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- (i.) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii.) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii.) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv.) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment. However the regulations relating to Foreign Direct Investment and External Commercial Borrowings were not applicable;
- (v.) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of audit, and also on the review of quarterly compliance reports by respective department heads/Company Secretary/Chief Financial Officer/Executive Director taken on record by the Board of Directors of the Company, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with the

following laws applicable specifically to the Company;

- (a) The Information Technology Act, 2000 and the rules made thereunder
- (b) The Copyright Act, 1957
- (c) The Trade Marks Act, 1999

We have also examined compliance with the applicable clauses/regulations of the following, to the extent applicable to the Company during the audit period:

- (i.) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii.) The Listing Agreements entered into by the Company with Stock Exchange.
- (iii.) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

We report that, during the year under review, the Company has complied with the provisions of the Acts, rules, regulations and guidelines mentioned above.

We further report that, there were no actions / events in pursuance of:

- a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

requiring compliance thereof by the Company during the financial year.

**We further report that** the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by auditor/other designated professionals.

We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, there were no other specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except issue of Bonus Shares, Preferential Issue of shares, issue of ESOPs, listing of Company's securities on NSE Emerge (SME Platform) by way of offer for sell by Promoters.

Place: Ahmedabad

Date: 24-07-2018

**For, Sandip Sheth & Associates**

Practicing Company Secretaries

Firm Unique Code: P2001GJ041000

**Prashant Prajapati**

Partner

ACS No: 32597

COP No.:12531

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

## ANNEXURE- A

To,  
The Members,  
Silver Touch Technologies Limited  
CIN: U72200GJ1995PLC024465  
2nd Floor, Saffron, Nr. Panchwati Circle,  
Ambawadi, Ahmedabad - 380006.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the representations from the Management and respective departmental heads about the Compliance of laws, rules and regulations and happening of events etc. during the audit period.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis, for the purpose of issuing Secretarial Audit Report.
6. The Secretarial Audit is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We conducted our audit in the manner specified under section 204 of the Companies Act, 2013 and Rules made there under, which seeks an opinion and reasonable assurance about the compliance status of various applicable acts and rules to the Company.

Place: Ahmedabad  
Date: 24-07-2018

**For, Sandip Sheth & Associates**  
Practicing Company Secretaries  
Firm Unique Code: P2001GJ041000

**Prashant Prajapati**  
Partner  
ACS No: 32597  
COP No.:12531

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## ANNEXURE-F

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### NOMINATION AND REMUNERATION POLICY

[Pursuant to Section 178 (3) of the Companies Act, 2013]

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#### INTRODUCTION

Pursuant to Section 178 of the Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014, the "Nomination and Remuneration Committee" shall be constituted by:-

1. Every Listed Company
2. Every Unlisted public Company
  - a. Having Turnover of Rs. 100 Crores or More
  - b. With Paid-Up Capital of Rs. 10 Crores
  - c. Having in aggregate, outstanding loans or borrowings or debentures or deposits of Rs. 50 Crores

In order to align with the provisions of the Companies Act, 2013 and applicable rules thereto, the Nomination and Remuneration Committee formulated and proposed the nomination and remuneration policy. The Board of Directors of the Company has adopted the said Nomination and Remuneration Policy on the recommendation by the Committee.

#### DEFINITIONS

1. "Board" means Board of Directors of the Company.
2. "Company" means **SILVER TOUCH TECHNOLOGIES LIMITED**.
3. "Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.
4. "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
5. "Committee" means Nomination and Remuneration Committee.
6. "Director" means Directors on the Board of Directors of the Company.
7. "Policy" means Nomination and Remuneration Policy as amended from time to time.
8. "Key Managerial Personnel" means:
  - i. Managing Director or Chief Executive Officer or Manager
  - ii. Whole-time Director;
  - iii. Chief Financial Officer;
  - iv. Company Secretary; and
  - v. Such other officer as may be prescribed.
9. "Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.
10. "Executive Director" means a Director who is in the whole time employment of the Company and includes Managing Director and Whole time Director.
11. "Non-Executive Director" means a Director who is not in the whole time employment of the Company and includes an Independent Director.

*Interpretation: The terms that have not been defined in this policy shall have the same meaning as assigned to them in the Companies Act, 2013, and rules framed thereto as amended from time to time.*

## COMPOSITION OF THE COMMITTEE AND ITS GOVERNANCE

The Nomination and Remuneration Committee comprise of a Minimum 3 (three) Non-Executive Directors and 50% of which Directors shall be Independent Directors.

The Chairperson of the Committee shall be Independent Director.

At present, the composition of the committee is as follows:-

Mr. Ronak Shah - Chairman (Non-Executive, Independent Director)

Mr. Harivadan Thaker - Member (Non-Executive, Independent Director)

Dr. Gayatri Mukul Doctor-- Member (Non-Executive, Independent Director)

Mr. Vipul Thakkar - Member (Executive, Non-Independent Director)

The Board has the power to reconstitute the Committee to keep it consistent and in alignment with the Company's policy and applicable statutory requirement.

Constitution / Re-constitution of the Committee shall be disclosed in the Annual Report.

### FREQUENCY OF MEETING:

The meeting of the Committee shall be held as and when its need arises.

### QUORUM:

Minimum two (2) Directors will constitute a quorum for the Committee Meeting.

### MINUTES OF THE COMMITTEE MEETING:

Proceedings of all meetings must be recorded as minutes of meeting and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board as well as Committee Meeting.

## OBJECTIVES OF THE POLICY & DUTIES OF THE COMMITTEE

The Objective of this policy is to lay down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management personnel. The duties of the committee would be:

1. To recommend to the Board the appointment/reappointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. To recommend to the Board the remuneration payable to the Directors, Key Managerial Personnel and Senior Management personnel.
3. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
4. To determine that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
5. To formulate a criteria for determining qualifications, positive attributes and independence of a Director and to recommend to the Board the Policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
6. Ensure that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully.
7. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
8. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
9. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

10. To ensure that as per the prevailing HR policy of the Company there is an appropriate induction program for newly appointed Key Managerial Personnel and Senior Management personnel.
11. To recommend to the Board the appointment, removal and the remuneration payable to a relative of a Director.
12. To assist the Board in fulfilling its responsibilities.

To perform such other functions as may be necessary or appropriate for the performance of its duties.

## POLICY

This Policy is divided into two parts:

**Part A:** Part A deals with the appointment and removal of the Key Managerial Personnel

**Part B:** Part B deals with the remuneration of the Key Managerial Personnel

This Policy shall be included in the Board's Report.

### PART A: APPOINTMENT AND REMOVAL OF THE KEY MANAGERIAL PERSONNEL

#### 1. Selection of Directors, Key Managerial Personnel and Senior Management

The selection of Directors can be made in any of the following ways:

- on recommendation of the Chairman or any other Director
- by way of recruitment from outside
- by way of selection from the data bank of Independent Directors maintained by the Government
- from within the Company hierarchy.

The selection of Key Managerial Personnel and Senior Management can be made in any of the following ways:

- by way of recruitment from outside
- from within the Company hierarchy
- or any other way as governed by the prevailing HR Policy.

#### 2. Appointment Criteria and Qualifications:

- The person should possess adequate qualification, expertise, skills and experience for the position he / she is considered for appointment. The Committee has the discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- Before appointment, the Company shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel and Senior Management Personnel.

#### 3. Term / Tenure

##### a. Managing Director/Whole-time Director/Executive Director/Manager:

- The Company shall appoint or re-appoint any person as its Managing Director, Executive Chairman or Executive Director or Whole Time Director for a term not exceeding five (5) years at a time. No re-appointment shall be made earlier than one (1) year before the expiry of term.
- The Company shall not appoint or continue the employment of any person as Managing Director/ Executive Chairman/ Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

b. Independent Director:

- An Independent Director shall hold office for a term up to five (5) consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two (2) consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three (3) years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three (3) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

c. Key Managerial Personnel and Senior Management:

- The tenure and terms of appointment of Key Managerial Personnel and Senior Management will be as per the prevailing HR. policy of the Company or as per the applicable provisions of the Companies Act 2013.

4. Evaluation

- The Committee shall carry out evaluation of performance of every Director at regular interval (yearly).

5. Retirement

- The Director, Key Managerial Personnel and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act 2013 or as per the prevailing HR policy of the Company. They can be retained in the same position or with the same remuneration even after attaining the retirement age, for the benefit of the Company.

6. Removal

- Due to reasons for any disqualification/misconduct/fraud mentioned in the Act or under any other applicable Act and any rules there under, the Nomination and Remuneration Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, Key Managerial Personnel or Senior Management Personnel subject to the provisions and compliance of the said Act, and any rules, if any, made there under.

## **PART B: REMUNERATION OF THE KEY MANAGERIAL PERSONNEL**

1. General

- a. The remuneration / compensation / commission etc. to Directors, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the approval of the shareholders of the Company and/or Central Government, wherever required.
- b. The remuneration and commission to be paid to Directors shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force and as amended from time to time.
- c. Increase to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Directors. Such increase in remuneration will be effective from the date of re-appointment in respect of Managerial Personnel.
- d. Where any insurance is taken by the Company on behalf of its Directors, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

2. Remuneration to Directors, KMP and Senior Management

- a. Fixed pay:

Directors and KMP shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. As regards to the senior management the remuneration shall be as per the HR policy of the Company and such remuneration payable shall be fixed by the Chairman in consultation with Committee and HR Department of the Company.

b. **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Directors in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

The overall remuneration paid to the Directors (excluding sitting fees) shall not exceed 11% of the net profit of the Company.

c. **Provisions for excess remuneration:**

If any Directors draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

d. **Remuneration to Non-Executive / Independent Director:**

i. **Remuneration / Commission:** The Non-Executive / Independent Directors shall not be eligible to receive any remuneration except by the way of sitting fees paid for attending the Meetings.

ii. **Sitting Fees:** The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount payable for attending the meeting of the Board or Committee, as provided in the Companies Act, 2013.

iii. **Stock Options:** An Independent Director shall not be entitled to any stock option of the Company.

### **REVIEW AND AMENDMENTS**

- The Committee or the Board may review the policy as and when it deems necessary.
- The Board of Directors or the Committee shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with new provisions or replace this Policy entirely with a new Policy.

**MANAGEMENT DISCUSSION AND ANALYSIS**

**(A) Industry structure and developments.**

In FY 2018, the global market for software and services is estimated to have grown to \$1.3 Trillion. Within that, outsourced IT-BPM services grew by 2.6% over the prior year. IT Services is estimated to have grown by 2.4% year on year, driven by digital demand, while Business Process Management (BPM) grew by 4% over the prior year on account of greater implementation of automation. Overall, the industry is estimated to employ more than 3.9 million people.

IT services segment has a 52% share, followed by BPM and ER&D and packaged software (19% each) and hardware (9%).

The industry comprises 16,000+ firms that offer the complete range of services. With a presence of over 4,750 start-ups. India is the 3rd largest start-up ecosystem in the world.

**(B) Opportunities and Threats**

**Major Opportunities for the Company are as follows:**

- Rise in new geographical markets of Different cities of the India and all over the world.
- Increase of IT-Automation in all the sectors
- Long experience of the promoters in the industry;
- End-to-end ICT solution under a single umbrella
- We follow the Quality standards (CMMI Maturity Level 5 Certification) which are followed by leading IT companies.
- Provide flexibility & transparency to work as an extension IT arm of the customer.
- Track Record of successful execution of projects.
- Experience across various Industry Vertical.

**Major Threats/ Challenges to the Company are as follows:**

- Technology Dependency
- Integration with various Technology
- Manpower Retention
- Competition

**(C) Segment-wise performance.**

The Geographical Segment wise standalone and consolidated financial performance of the Company during the Year is as follows:

Particulars	Standalone		Consolidated	
	F.Y.2017-18	F.Y.2016-17	F.Y.2017-18	F.Y.2016-17
<b>Segment Revenue</b>				
a) Domestic	1,57,32,34,833	1,10,77,99,606	1,57,78,52,833	1,07,26,82,028
b) Export	6,70,41,477	7,82,72,722	14,57,25,045	15,69,56,290
<b>Total</b>	<b>1,63,90,76,310</b>	<b>1,18,60,72,327</b>	<b>1,72,35,77,878</b>	<b>1,22,96,38,318</b>
Less: Inter Segment Revenue	-	-	-	-
<b>Net Sale/Income from Operations</b>	<b>1,63,90,76,310</b>	<b>1,18,60,72,327</b>	<b>1,72,35,77,878</b>	<b>1,22,96,38,318</b>
<b>Segment Results before Tax and Interest from each segment</b>				
a) Domestic	18,84,00,479	11,16,18,478	19,09,41,751	12,08,21,669
b) Export	1,35,84,135	1,00,22,596	2,49,38,869	1,73,07,981
<b>Total</b>	<b>20,19,84,614</b>	<b>12,16,41,074</b>	<b>21,58,80,621</b>	<b>13,81,29,650</b>
Less: i) Interest	82,32,347	2,14,05,256	82,74,093	2,14,12,225
ii) Other unallocable Expenditure	6,47,19,486	5,16,68,424	8,17,00,801	6,97,12,112
Add: i) Other unallocable income	92,69,738	1,26,63,012	93,12,787	1,26,63,012
<b>Total Profit before Tax</b>	<b>13,83,02,519</b>	<b>6,12,30,406</b>	<b>13,52,18,513</b>	<b>5,96,68,325</b>

#### **(D) Outlook, Risks and concerns**

This section lists forward looking statements that involve risk and uncertainties. Our actual results could differ materially from those anticipated in this statements as a result of certain factors. Our Outlook, Risks and Concerns are as follows:

1. Our revenues could be significantly affected if the governments in countries in which our Customers or business partners are based, restrict companies from outsourcing work to nondomestic corporations.
2. Our Company's success depends largely upon its skilled professionals and its ability to attract and retain these personnel. The Industry where our Company operates is a highly employee intensive industry.
3. Significant security breaches in our computer systems and network infrastructure and fraud may impact our business.
4. Exchange rate fluctuations in various currencies in which we do business may negatively impact our business, financial condition and results of operations.
5. Changes in market trends and consumer preferences and increase in competitors that are largely beyond our control may affect our business, financial condition, results of operations and prospects.
6. Changes in Government regulations may adversely affect our business operations
7. Changes in taxation policies may affect our business operations & results of Operations.

#### **(F) Internal control systems and their adequacy.**

The Company is well equipped with adequate internal financial controls. The company's Audit Committee has established an 'Internal Financial Control Policy' to ensure that the financial and other sensitive information of the Company is safeguarded from any kind of leaks or unwarranted disclosures. The Company has a continuous monitoring mechanism which enables it to maintain adequate standards of the control system and helps in managing defaults, if any, in timely manner

#### **(G) Discussion on financial performance with respect to operational performance.**

##### **Total Revenue:**

- Half Year ended March, 2018 grew by 64.59% to Rs 87.95 Crores compared to Rs.53.43 Crores in Half Year ended March, 2017
- FY 18 grew by 37.67%to Rs. 165.02 Crores compared to Rs. 119.87 Crores in FY 17

##### **EBITDA:**

- Half Year ended March, 2018 grew by 32.17% to Rs 10.55 Crores compared to Rs.7.98 Crores in Half Year ended March, 2017
- FY 18 grew by 30.66%to Rs. 17.81 Crores compared to Rs. 13.64 Crores in FY 17

##### **Profit After Tax:**

- Half Year ended March, 2018 grew by 62.25% to Rs 5.39 Crores compared to Rs.3.32 Crores in Half Year ended March, 2017
- FY 18 grew by 103.04% to Rs. 8.55 Crores compared to Rs. 4.20 Crores in FY 17

#### **(H) Material developments in Human Resources / Industrial Relations front, including number of people employed**

The Company considered their employee as the most important assets. The Company always believes in the ideology of team building and Employees welfare.

During the year Company has granted ESOPs to the eligible employees, the details of which are separately provided as a part of this Report.

The Company also have 19 apprentice trainees for its various departments during the year to provide them the technical training.

As at March 31, 2018 there were total 1358 Nos. of employees on the role of the Company. During the year we added 344 new hires

##### **Disclosure of Accounting Treatment:**

In the Preparation of Financial Statements Company has followed the treatment as prescribed by the Accounting Standards

To,  
THE MEMBERS OF,  
SILVER TOUCH TECHNOLOGIES LTD.

### Report on the Financial Statements

We have audited the accompanying financial statements of M/s. SILVER TOUCH TECHNOLOGIES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit & Loss and cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by managements, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March 2018;
- (b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (c) In the case of Cash flow statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As acquired by section 143(3) of the Act, we report that:
  - a. We have obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss and cash flow statement dealt with by this report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statements, comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on 31st March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018, from being appointed as a director in terms of Section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”;
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i There is no pending litigation that may have impact on its financial statements except pending Income Tax appeals as mentioned in Note 26.
  - ii The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii There is no amount to be transferred to Investors Education Protection Fund.

Place: Ahmedabad  
Date: 25/05/2018

For PRIYAM R SHAH & ASSOCIATES  
Chartered Accountants  
Firm Reg. No. : 118421W

CA Mitesh M Nagar  
Partner  
M.No. 173787

## ANNEXURE-A TO INDEPENDENT AUDITOR'S REPORT

(Referred to paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.)

- (i) (a) The company has maintained proper records showing particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management at the end of the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the company.
- (ii) As explained to us, physical verification of inventory has been conducted by the management at the end of the year in respect of inventory and there are no material discrepancies were noticed.
- (iii) (a) According to the information and explanation given to us, the Company has not granted any unsecured loans to companies but has given business loan to its subsidiary firm M/s Start N Excel during the year as listed in the register maintained under section 189 of the Companies Act 2013.
- (iv) According to explanation and information given to us, In respect of loans, investments, guarantees, and security, Company has complied the provisions of section 185 and 186 of the Companies Act, 2013 .
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposit covered under the provisions of sections 73 and 76 of the companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 with regard to the deposits accepted from public and from the members.
- (vi) In our opinion and according to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Companies Act, 2013 for any products of the company.
- (vii) (a) According to the information and explanation given to us and the books and records examined by us, there are no undisputed amounts payable in respect of Income-tax and Sales-Tax outstanding as at 31st March 2018 for a period exceeding six months from the date they became payable.
- (b) On the basis of our examination of the documents and records, there are disputed amount pending in respect of any statutory dues as follow:

Name of the Statute	Nature of Dues	Disputed	Forum where dispute is pending	Net Demand Amount (₹)
		Tax Amount (₹)		
Income Tax AY 2010-11	Demand U/s 143(3)	1,31,62,920	Income Tax Tribunal	NIL
Income Tax AY 2014-15	Demand U/s 143(3)	97,627	CIT (Appeal)	NIL

- (viii) Based on our audit procedure and on the information and explanation given by the management, we are of the opinion that the company has not defaulted in repayment of dues to the bank.
- (ix) Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans under review.
- (x) According to the information and explanation given to us and to the best of our knowledge and belief no fraud on or by the company, has been noticed or reported by the company during the year.
- (xi) Based on our audit procedure and books examined by us, Company has paid managerial remuneration in accordance with the the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) Since the company is not Nidhi Company, relevant clause of CARO, 2016 is not applicable to the company.
- (xiii) According to information and explanation given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the accounting standard 18.

(xiv) According to information and explanation given to us, the company has not made any private placement but it has made of preferential allotment shares during the year and so, in compliance to section 42 of the Companies Act, 2013. The list of allottees are as follows:

SN	Folio No.	Share Holder Name	Address	Date of Allotment	No. of Share Alloted
1	14	GAGANDEEP CREDIT CAPITAL PVT. LTD.	201, Krishnakunj, V. L. mehta Road, Above HDFC Bank, JVPD, Vile Parle (W), MUMBAI - 40056	9-Aug-17	9,00,000
2	15	AKSHAY DOSHI	701, Bhoomi NS, Road No. 8, JVPD Scheme, Vile Parle West, MUMBAI - 400056.	9-Aug-17	1,00,000
3	16	DEENA PRADEEP SHAH PRADEEP D. SHAH	10, Ashwin Building, 5th Floor, Vallabhbaug Lane, Opp. Kailash Plaza, Ghatkopar (East), MUMBAI - 400077	9-Aug-17	25,000
4	17	BHAVNA MEHTA HIMANSHU R. MEHTA	Flat No. 6, 2nd Floor, Samkli Society, Navroji Lane, Ghatkopar (West), MUMBAI - 400086	9-Aug-17	25,000
5	18	PARESH K SHAH	S/O Kantilal D. Shah, Chakala Road, D-304, 3rd Floor, Mota Nagar CHS LTD, Sahar, MUMBAI - 400099	9-Aug-17	25,000
6	19	BHARAT CHANDULAL SHAH	23, Sector 9, Kalhaar Bungalows, Nr. Shilaj, Ahmedabad 382115	9-Aug-17	30,000
7	20	PARKER MULTI COMMODITIES PRIVATE LIMITED	1st, 3rd Floor, Landmark, Opp. HDFC House, Mithakali Six Roads, Navrangpura, Ahmedabad - 380006	9-Aug-17	3,00,000
		<b>Total Shares issued</b>			<b>14,05,000</b>

(xv) According to information and explanation given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and company has been complied the provisions of section 192 of Companies Act, 2013.

(xvi) According to information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Ahmedabad

Date: 25/05/2018

For PRIYAM R SHAH & ASSOCIATES

Chartered Accountants

Firm Reg. No. : 118421W

CA Mitesh M Nagar

Partner

M.No. 173787

## ANNEXURE-B

### INDEPENDENT AUDITORS' REPORT ON INTERNAL FINANCIAL CONTROL

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

- 1 We have audited the internal financial controls over financial reporting of Silver Touch technologies Limited as at 31st March, 2018 in conjunction with our audit of the Balance Sheet, Statement of Profit & loss, Cash Flow statement & notes forming part of financial statement.

#### Management's Responsibility for Internal Financial Controls

- 2 Management is responsible for establishing and maintaining internal financial controls based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required by The Companies Act, 2013 ('the Act').

#### Auditor's Responsibility

- 3 Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('the Standards'), issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- 4 Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
- 5 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting

- 6 Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting.

"Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over

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financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

- 7 In our opinion, Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

**Place: Ahmedabad**

**Date: 25/05/2018**

**For PRIYAM R SHAH & ASSOCIATES**

**Chartered Accountants**

**Firm Reg. No. : 118421W**

**CA Mitesh M Nagar**

**Partner**

**M.No. 173787**

## STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2018

(In ₹)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	12,59,50,000	5,59,50,000
(b) Reserves and surplus	3	52,53,93,480	36,29,77,385
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	4	1,17,99,456	3,06,46,297
(b) Deferred tax liabilities (Net)		89,93,468	80,90,262
(c) Other Long term liabilities	5	57,27,470	53,07,849
<b>3 Current liabilities</b>			
(a) Short-term borrowings	6	-	11,83,73,829
(b) Trade payables	7	29,59,38,400	5,34,28,699
(c) Other current liabilities	8	10,87,99,698	7,83,78,970
(d) Short-term provisions	9	7,79,05,492	3,56,63,405
<b>TOTAL</b>		<b>1,16,05,07,464</b>	<b>74,88,16,696</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>1 (a) Fixed assets</b>			
(i) Tangible assets	10	15,37,98,566	16,54,56,445
(ii) Intangible assets		14,38,245	16,25,855
(iii) Capital work-in-progress		24,89,490	-
(b) Non-current investments	11	1,05,63,658	13,05,684
(c) Long-term loans and advances	12	4,07,28,680	2,96,16,042
(d) Other non-current assets	13	3,73,38,183	3,10,22,759
<b>2 Current assets</b>			
(a) Inventories	14	3,01,11,389	1,65,10,069
(b) Trade receivables	15	64,14,96,561	34,03,29,808
(c) Cash and Bank Balances	16	12,84,16,197	5,62,12,106
(d) Short-term loans and advances	17	11,41,26,495	10,67,37,929
<b>TOTAL</b>		<b>1,16,05,07,464</b>	<b>74,88,16,696</b>
Notes on Accounts	1		

As per our report of even date  
For **PRIYAM R SHAH & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
Firm Reg. No. : 118421W

CA **Mitesh M Nagar**  
PARTNER  
M.No. 173787

Ahmedabad  
25/05/2018

For and on behalf of Board of Directors

**Vipul Thakkar**  
Chairman & Managing Director  
DIN - 00169558

**Jignesh Patel**  
Director  
DIN - 00170562

**Dipesh Solanki**  
Company Secretary

**Palak Shah**  
CFO cum Director  
DIN - 00306082

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31st March 2018**

(In ₹)

Particulars	Note No.	2017-18	2016-17
<b>I. Revenue from operations</b>	18		
Sales & Operational Revenue		1,86,51,71,415	1,27,74,90,684
Less:			
Service Tax		2,77,02,526	9,14,18,357
GST		19,71,92,579	-
		<b>1,64,02,76,310</b>	<b>1,18,60,72,327</b>
<b>II. Other income</b>	19	92,69,738	1,26,63,012
<b>III. Total Revenue (I + II)</b>		<b>1,64,95,46,049</b>	<b>1,19,87,35,340</b>
<b>IV. Expenses:</b>			
Purchases of Stock-in-Trade	20	85,08,72,223	44,33,65,178
Changes in inventories of Stock-in-Trade	21	(1,36,01,320)	3,93,46,949
Employee benefits expense	22	54,24,97,513	49,44,42,606
Finance costs	23	1,37,64,514	3,13,82,443
Depreciation and amortization expense		2,61,21,796	4,37,65,760
Operations & Other Expenses	24	9,15,88,804	8,52,01,998
<b>Total expenses</b>		<b>1,51,12,43,529</b>	<b>1,13,75,04,934</b>
<b>V Profit before tax (III- IV)</b>		<b>13,83,02,519</b>	<b>6,12,30,406</b>
<b>VI Tax expense:</b>			
(1) Current tax		5,22,00,000	1,81,00,000
(2) Deferred tax		9,03,207	(85,723)
(3) Prior Period Tax Adjustment		(2,58,753)	11,27,213
		<b>5,28,44,454</b>	<b>1,91,41,491</b>
<b>VII Profit for the period (V+VI-VII)</b>		<b>8,54,58,065</b>	<b>4,20,88,915</b>
<b>VIII Earnings per equity share (Face Value ₹ 10 per share)</b>			
(1) Basic		7.05	3.76
(2) Diluted		7.05	3.76
Notes on Accounts	1		

As per our report of even date  
 For PRIYAM R SHAH & ASSOCIATES  
 CHARTERED ACCOUNTANTS  
 Firm Reg. No. : 118421W

CA Mitesh M Nagar  
 PARTNER  
 M.No. 173787

Ahmedabad  
 25/05/2018

For and on behalf of Board of Directors

Vipul Thakkar  
 Chairman & Managing Director  
 DIN - 00169558

Dipesh Solanki  
 Company Secretary

Jignesh Patel  
 Director  
 DIN - 00170562

Palak Shah  
 CFO cum Director  
 DIN - 00306082

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018**

(In ₹)

PARTICULARS	2017-18		2016-17	
<b>A. Cash inflow/(outflow) from the operating activities</b>				
Net profit before Tax and Prior Period Adjustments		13,83,02,519		6,12,30,406
Adjustments for:				
Depreciation	2,61,21,796		2,82,15,056	
Interest paid	82,32,347		2,14,05,256	
Profit/(loss) from start n excel	8,46,639			
Interest Income	(79,94,947)		(63,77,626)	
Provision of Gratuity payable	7,44,536		(20,00,508)	
(Profit)/Loss on sale of Assets	-		-	
Provision for CSR Expenditure	(1,94,419)	2,77,55,952	30,000	4,12,72,178
<b>Operating Profit before working capital changes</b>		<b>16,60,58,471</b>		<b>10,25,02,584</b>
Adjustment for (Increase)/Decrease in Working Capital :				
Inventories	(1,36,01,320)		3,93,46,949	
Receivables	(30,11,66,753)		26,36,24,057	
Direct Tax paid	(1,54,22,654)		(2,18,23,761)	
Other Non Current Asset	(63,15,424)		1,55,50,704	
Loans & Advances	(2,09,19,797)		(32,27,312)	
Current Liabilities & Provisions	27,29,30,428	(8,44,95,521)	(27,80,66,401)	2,18,58,860
<b>Net cash inflow/(outflow) from operating activities (A)</b>		<b>8,15,62,950</b>		<b>12,43,61,443</b>
<b>B. Cash inflow/(outflow) from investing activity</b>				
Investments	(1,01,04,613)		(11,49,398)	
Purchase of Assets	(1,67,65,797)		(3,12,68,422)	
Sale of Fixed Assets	-		-	
<b>Net cash inflow/(outflow) from investing activity (B)</b>		<b>(2,68,70,410)</b>		<b>(3,24,17,820)</b>
<b>C. Cash inflow/(outflow) from financing activity</b>				
Secured Loans Availed/(Paid)	(12,82,42,033)		(6,94,33,013)	
Unsecured Loans Availed/(Paid)	(85,59,016)		6,59,382	
Equity Shares Issued	1,40,50,000		-	
Security Premium on Equity Issue	14,05,00,000		-	
Interest Income	79,94,947		63,77,626	
Interest Paid	(82,32,347)		(2,14,05,256)	
Interim Dividend and Tax thereon	-		(33,67,004)	
<b>Net cash inflow/(outflow) from Financing activity (C)</b>		<b>1,75,11,551</b>		<b>(8,71,68,265)</b>
<b>Net Cash changes in cash and cash equivalent (A+B+C)</b>		<b>7,22,04,091</b>		<b>47,75,359</b>
Cash & Cash Equivalent at the beginning of the Period		5,62,12,106		5,14,36,747
Cash & Cash Equivalent at the end of the Period		12,84,16,197		5,62,12,106
<b>Net Increase in cash and cash equivalent</b>		<b>7,22,04,091</b>		<b>47,75,359</b>

**Note :**

- The Cash Flow Statement has been prepared under the Indirect Method as set out in AS-3 on Cash Flow Statement notified by Companies(Accounting Standards)Rules, 2006.
- Figures in bracket represent Outflow of cash.

As per our report of even date  
For PRIYAM R SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Reg. No. : 118421W

CA Mitesh M Nagar  
PARTNER  
M.No. 173787

Ahmedabad  
25/05/2018

For and on behalf of Board of Directors

Vipul Thakkar  
Chairman & Managing Director  
DIN - 00169558

Dipesh Solanki  
Company Secretary

Jignesh Patel  
Director  
DIN - 00170562

Palak Shah  
CFO cum Director  
DIN - 00306082

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**Notes forming Part of accounts:****Note 1 SIGNIFICANT ACCOUNTING POLICIES****i) Basis Of Accounting :**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis of accounting. The company is a Large Company as defined in the general instruction in respect of accounting standards notified under the Companies Act, 2013. Accordingly, the company has complied with the accounting standards as applicable to a Large Company.

**ii) Use of Estimates :**

The preparation of financial statements in conformity with generally accepted principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**iii) Fixed assets & Depreciation :**

Fixed Assets are stated at cost less accumulated depreciation. Depreciation is provided on fixed assets used during the year as per Straight Line Method on the basis of useful life of assets and residual value as specified in schedule II of the Companies Act, 2013 except on few assets, where different life has been estimated by the management where assets are for specific project.

Depreciation on additions or sale/discard of asset is being provided on pro-rata basis from the date on which such asset is ready to be put to use to date of sale/discard.

**iv) Inventories :**

Inventories are valued at cost or net realizable value, whichever is lower. The cost is ascertained using FIFO method.

**v) Investments :**

Investments are classified as Current Investments and non-current Investments. The investments that are readily realizable and intended to be held for not more than a year are classified as current investments. Current Investments are stated at lower of cost and net realizable value. A provision for diminution is made to recognize a decline, other than temporary, in the value of Non-current Investments.

**vi) Revenue Recognition :**

Revenue from the sale of equipment / computers are recognised upon delivery, which is when title passes to the customer. Sales are stated net of returns, & Sales Tax/VAT/GST.

Revenue from sale of software licences are recognised upon delivery.

Revenue from service contracts are recognised when services are rendered, related costs are incurred and its realisation is certain.

Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

**vii) Employee Benefits :****Gratuity**

The company does not have any defined benefit scheme for its employees. The company makes provision for the gratuity for the current financial year by debiting the same as an expense under the head Payments made to personnel. Company obtained actuarial valuation report to arrive at the amount of provision required for Gratuity.

**Provident Fund & ESI Scheme**

The contribution to Provident Fund & Employees State Insurance Scheme is provided for and payments in respect thereof are made to relevant authorities on actual basis which is charged to Statement of profit and loss.

The company does not have any other scheme of short term or long term retirement benefits.

**viii) Leases :**

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

**ix) Impairment of Assets :**

An asset is considered as impaired in accordance with Accounting Standard 28 on impairment of Assets when at balance sheet date there are indications of impairment and the carrying amount of the asset exceeds its recoverable amount. The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss.

**x) Earning per Share :**

The company reports basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year.

**xi) Provisions, Contingent Liabilities and Contingent Assets :**

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the accounts by way of a note. Contingent assets are neither recognized nor disclosed in the financial statements.

**xii) Foreign Currency Transactions :**

All transactions in foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transactions taken place. Exchange differences arising on foreign currency transactions are recognized as income or expense in the period in which they arise. Company maintains EEFC Account with various Banks. Periodically, at the time of conversion of foreign currency from EEFC Account to INR, company takes into consideration the bank rate prevailing on that particular day and exchange difference, if any, arises are recognized as income or expense in the statement of profit & loss.

**xiii) Taxes on Income :**

Provision for tax is made for both current and deferred taxes. Current tax is provided on the Taxable income using the applicable tax rates and tax laws. Deferred tax liabilities arising on account on timing differences, which is capable of reversal in subsequent periods are recognized using tax rates and tax laws, which have been enacted or substantively enacted.

**xiv) General :**

Accounting policies not specifically referred to are consistent with generally accepted accounting policies.

**NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018**
**NOTE 2 SHARE CAPITAL**

Particulars	31/03/2018		31/03/2017	
	Number	Amount(In ₹)	Number	Amount(In ₹)
<b>Authorised</b>				
Equity Shares of ₹ 10 each	1,60,00,000	16,00,00,000	80,00,000	8,00,00,000
<b>Issued</b>				
Equity Shares of ₹ 10 each	1,25,95,000	12,59,50,000	55,95,000	5,59,50,000
<b>Subscribed &amp; Paid up</b>				
Equity Shares of ₹ 10 each	1,25,95,000	12,59,50,000	55,95,000	5,59,50,000
<b>Total</b>	<b>1,25,95,000</b>	<b>12,59,50,000</b>	<b>55,95,000</b>	<b>5,59,50,000</b>

**Reconciliation of Shares outstanding at the beginning and at the end of the year/period**

Particulars	31/03/2018		31/03/2017	
	Number	Amount(In ₹)	Number	Amount(In ₹)
Shares outstanding at the beginning of the year	55,95,000	5,59,50,000	55,95,000	5,59,50,000
Shares Issued during the year	70,00,000	7,00,00,000	-	-
(Shares bought back during the year)	-	-	-	-
Shares outstanding at the end of the year	1,25,95,000	12,59,50,000	55,95,000	5,59,50,000

**Aggregate number of bonus shares issued and shares issued for consideration other than cash during the five years immediately preceding the reporting date**

Particulars	Aggregate No. of Shares of last 5 years	Aggregate No. of Shares of last 5 years	Aggregate No. of Shares of last 5 years	Aggregate No. of Shares of last 5 years
	31/03/2018	31/03/2017	31/03/2016	31/03/2015 & 31/03/2014
<b>Equity Shares :</b>				
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-
Fully paid up by way of bonus shares	55,95,000	-	-	-
Shares bought back				

**Details of share holders holding more than 5% shares**

	No. of shares & % of Holding			
	31/03/2018		31/03/2017	
Name of Equity Share Holders	Number of Shares	% of Holding	Number of Shares	% of Holding
MINESH VINODCHANDRA DOSHI	20,06,500	15.93	9,63,290	17.22
VIPUL HARIDAS THAKKAR	23,43,510	18.61	18,18,755	32.51
PALAK VINUBHAI SHAH			3,92,600	7.02
GAGANDEEP CREDIT CAPITAL PVT LTD	9,00,000	7.15		
JIGNESH AMRITLAL PATEL	23,09,710	18.34	18,01,855	32.20

**NOTE 3 RESERVES & SURPLUS**

(in ₹)

<u>Particulars</u>	<b>31/3/2018</b> Amount (In ₹)	<b>31/3/2017</b> Amount (In ₹)
<b>a. Securities Premium Account</b>		
Opening Balance	-	-
Add : Securities premium credited on Share issue	14,05,00,000	-
Less : Premium Utilised for various reasons	-	-
Premium on Redemption of Debentures	-	-
For Issuing Bonus Shares	-	-
Closing Balance	14,05,00,000	-
<b>b. Revaluation Reserve</b>		
Opening Balance	3,86,30,648	3,86,30,648
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	3,86,30,648	3,86,30,648
<b>c. General Reserve</b>		
Opening Balance	5,00,00,000	4,50,00,000
(+) Current Year Transfer	-	50,00,000
(-) Written Back in Current Year	-	-
(-) Used for Bonus Shares	(2,00,00,000)	-
Closing Balance	3,00,00,000	5,00,00,000
<b>d. Surplus</b>		
<b>Profit &amp; Loss A/c</b>		
Opening balance	27,43,46,737	24,06,24,826
Add:		
Net Profit/(Net Loss) For the current year	8,54,58,065	4,20,88,915
Transfer from Reserves	-	-
<b>(Less):</b>		
Proposed/Interim Dividends	(62,97,500)	(27,97,500)
Depreciation Transitional Entry	-	-
Tax on Proposed/Interim Dividends	(12,94,470)	(5,69,504)
Transfer to Reserves	-	(50,00,000)
(-) Used for Bonus Shares	(3,59,50,000)	-
Closing Balance	31,62,62,832	27,43,46,737
<b>Total</b>	<b>52,53,93,480</b>	<b>36,29,77,385</b>

**NOTE 4 LONG TERM BORROWINGS**

<u>Particulars</u>	<b>31/3/2018</b> Amount (In ₹)	<b>31/3/2017</b> Amount (In ₹)
<b>Secured</b>		
<b>(a) Term loans</b>		
<b>From Banks</b>		
SBI Car Loan Acct-Mercedes Benz (Secured by Hypothication of Mercedes Benz Car) (Repayable in 84 Monthly Installment)	-	7,47,012
SBI Car Loan Acct-Honda City (Secured by Hypothication of Honda City)	-	3,84,054

(Repayable in 84 Monthly Installment)		
SBI Car Loan Maruti Wagon-R (Secured by Hypothication of Wagon R) (Repayable in 84 Monthly Installment)	-	1,59,563
SBI Car Loan Acct-Honda Mobilio (Secured by Hypothication of Honda Mobilio) (Repayable in 84 Monthly Installment)	3,05,575	4,20,385
SBI Car Loan Acct-Grand i10 (Secured by Hypothication of Grand I10) (Repayable in 84 Monthly Installment)	-	2,17,089
SBI CAR LOAN ACCT-HONDA CITY- 2 (Secured by Hypothication of HONDA CITY) (Repayable in 84 Monthly Installment)	4,14,842	5,99,703
<b>From Others</b>		
Loan from CISCO Finance (Secured by Hypothication of Computers, Network Equipments etc. purchased out of the Loan) (Repayable in 18 Quarterly Installments)	-	36,81,935
<b>(b) Long term maturities of finance lease obligations</b>		
Finance Lease From Cisco Finance	-	93,08,761
	7,20,417	1,55,18,502
<b>Unsecured</b>		
<b>(a) Loans and advances from related parties</b>		
From Directors	1,10,79,039	1,12,88,980
<b>(b) Other loans and advances</b>		
Loan from CISCO Finance	-	38,38,815
	1,10,79,039	1,51,27,795
<b>Total</b>	<b>1,17,99,456</b>	<b>3,06,46,297</b>

**NOTE 5 OTHER LONG TERM LIABILITIES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>(a) Others</b>		
Staff Deposites	19,85,000	18,25,010
E-Mitra (Refundable SD)	23,42,470	20,82,839
UID (Refundable SD)	14,00,000	14,00,000
<b>Total</b>	<b>57,27,470</b>	<b>53,07,849</b>

**NOTE 6 SHORT TERM BORROWINGS**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>Secured</b>		
<b>(a) Loans repayable on demand</b>		
<b>From Banks</b>		
Bank Of India No.28 (Sec. against Hypo. Of Stock) (The working capital facilities from Bank of India are secured by first charge by way of hypothication on all the inventories and book debts of the company and further secured by personal guarantee of four directors of the company to secure all the facilities of Bank of India)	-	11,34,43,948

<b>Unsecured</b>		
<b>(a) From Others</b>		
L & T FINANCE (UNSECURED)	-	49,29,881
<b>Total</b>	-	<b>11,83,73,829</b>

#### NOTE 7 TRADE PAYABLES

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Due to Micro, Small & medium Enterprises		
Due to Others	29,59,38,400	5,34,28,699
<b>Total</b>	<b>29,59,38,400</b>	<b>5,34,28,699</b>

#### NOTE 8 OTHER CURRENT LIABILITIES

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>(a) Current maturities of long-term debt</b>		
SBI Car Loan Acct-Mercedes Benz	-	6,07,200
SBI Car Loan Acct-Honda City	-	1,64,400
SBI Car Loan Maruti Wagon-R	-	64,800
SBI Car Loan Acct-Honda Mobilio	1,64,400	1,64,400
SBI Car Loan Acct-Grand i10	-	1,02,000
SBI CAR LOAN ACCT-HONDA CITY- 2	2,54,400	2,54,400
Loan From CISCO Finance (Secured)	-	17,51,017
Loan From CISCO Finance (Unsecured)	48,84,350	54,82,032
BOI Car Loan Acct 200460510000143- Renault Scala	-	1,14,406
BOI Car Loan Acct- 200460510000148 -Maruti Cargo	-	47,631
<b>(b) Current maturities of finance lease obligations</b>		
Finance Lease from CISCO Finance	93,08,759	1,02,77,017
<b>(C) Other payables</b>		
Creditors for Expenses	5,25,375	4,34,497
Advance from Customer	1,80,79,352	47,15,765
Other Dues	5,20,23,213	4,16,65,086
Staff Dues	14,03,444	45,90,256
Government Dues	2,21,56,404	79,44,063
<b>Total</b>	<b>10,87,99,698</b>	<b>7,83,78,970</b>

#### NOTE 9 SHORT TERM PROVISIONS

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>(a) Provision for employee benefits</b>		
Gratuity (Unfunded)	1,71,77,941	1,64,33,405
<b>(b) Others</b>		
Provision for Taxation	5,22,00,000	1,81,00,000
Provision for Proposed Dividend	62,97,500	-
Dividend Distribution Tax	12,94,470	-
Provision for CSR Expenditure	9,35,581	11,30,000
<b>Total</b>	<b>7,79,05,492</b>	<b>3,56,63,405</b>

**NOTE 10 FIXED ASSET**

Fixed Assets	Gross Block				Accumulated Depreciation					Net Block		
	Balance as at 01/04/2017	Additions	(Disposals)	Acquired through business combinations	Balance as at 31/03/2018	Balance as at 01/04/2017	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Transitional Entry	Balance as at 31/03/2018	Balance as at 31/03/2017
<b>a</b>												
Tangible Assets												
Buildings	10,53,60,918	11,85,100	-	-	10,65,46,018	1,12,34,001	20,15,688	-	-	-	9,32,96,329	9,41,26,917
Plant and Equipment	22,11,75,152	1,11,87,149	-	-	23,23,62,301	17,61,05,471	1,76,19,690	-	-	-	3,86,37,140	4,50,69,681
Furniture and Fixtures	2,97,66,951	9,43,423	-	-	3,07,10,374	1,37,54,058	36,21,220	-	-	-	1,33,35,096	1,60,12,893
Vehicles	1,04,70,844	-	-	-	1,04,70,844	46,88,973	11,37,515	-	-	-	46,44,356	57,81,871
Office equipment	1,16,46,134	6,77,065	-	-	1,23,23,199	71,81,051	12,56,503	-	-	-	38,85,645	44,65,083
<b>Total(a)</b>	<b>37,84,20,000</b>	<b>1,39,92,736</b>	-	-	<b>39,24,12,736</b>	<b>21,29,63,555</b>	<b>2,56,50,616</b>	-	-	-	<b>15,37,98,566</b>	<b>16,54,56,445</b>
<b>b</b>												
Intangible Assets												
Computer software	79,46,311	2,83,570	-	-	82,29,881	63,20,456	4,71,180	-	-	-	14,38,245	16,25,855
<b>Total(b)</b>	<b>79,46,311</b>	<b>2,83,570</b>	-	-	<b>82,29,881</b>	<b>63,20,456</b>	<b>4,71,180</b>	-	-	-	<b>14,38,245</b>	<b>16,25,855</b>
<b>c</b>												
Capital Work in Progress	-	24,89,490	-	-	24,89,490	-	-	-	-	-	24,89,490	-
Rajkot RTO Track	-	24,89,490	-	-	24,89,490	-	-	-	-	-	24,89,490	-
<b>Total(c)</b>	<b>38,63,66,311</b>	<b>1,67,65,796</b>	-	-	<b>40,31,32,107</b>	<b>21,92,84,010</b>	<b>2,61,21,796</b>	-	-	-	<b>24,54,05,806</b>	<b>16,70,82,301</b>
<b>Previous Years' Figures</b>	<b>35,50,97,889</b>	<b>3,12,68,422</b>	-	-	<b>38,63,66,311</b>	<b>19,10,68,954</b>	<b>2,82,15,056</b>	-	-	-	<b>16,70,82,301</b>	<b>16,40,28,935</b>

**NOTE 11 NON CURRENT INVESTMENT**

Particulars	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>A</b>		
<b>Other Investments</b>		
(a) Investment in Equity instruments	1,02,16,128	11,03,204
(b) Other non-current investments	3,47,530	2,02,480
<b>Grand Total (A + B)</b>	<b>1,05,63,658</b>	<b>13,05,684</b>
Less : Provision for diminution in the value of Investments	-	-
<b>Total</b>	<b>1,05,63,658</b>	<b>13,05,684</b>
<b>Particulars</b>	<b>31/3/2018 Amount (In ₹)</b>	<b>31/3/2017 Amount (In ₹)</b>
Aggregate amount of quoted investments (Market value of ₹ 0 (Previous Year ₹ 0))	-	-
Aggregate amount of unquoted investments	1,02,16,128	11,03,204

A. Details of Other Investments										
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (₹)	
			31/03/2018	2016-17			31/03/2018	2016-17	31/03/2018	2016-17
1			4	5	6	7	8	9	10	11
(a)	Investment in Equity Instruments									
	Share of Drive in Ch Association	Other	-	-	Unquoted	Fully paid			100	100
	Share of Nutan Nag. Shah bank	Other	-	-	Unquoted	Fully paid			-	440
	Silvertouch Technology (JK) Ltd	Subsidiary	500	500	Unquoted	Fully paid	100%	100%	40,824	40,824
	SilverTouch Technologies INC	Subsidiary	100	100	Unquoted	Fully paid	100%	100%	32,865	32,865
	Start N Excel	Subsidiary	-	-	Unquoted		70%	0%	(7,75,465)	-
	Lime Software (JV UK)	JV	500	500	Unquoted	Fully paid	50%	50%	48,975	48,975
	Investment in Shark Identity P. Ltd (JV)	JV	96,04,000	9,80,000	Unquoted	Fully paid	49%	49%	96,04,000	9,80,000
	Silver Touch Technologies SAS	JV	1,805	NA	Unquoted	Fully paid	50%	NA	12,64,829	-
	Total								1,02,16,128	11,03,204
(b) Other non-current investments										
	Investment in Gold	Other	-	-	Unquoted	-N.A.-			27,520	27,520
	GOLD BOND WITH BOI	Other	-	-	-	-N.A.-			3,20,010	1,74,960
	Total								3,47,530	2,02,480
	Total								1,05,63,658	13,05,684

**NOTE 12 LONG TERM LOANS & ADVANCES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
a. Security Deposits		
Unsecured, considered good	4,07,28,680	2,96,16,042
<b>Total</b>	<b>4,07,28,680</b>	<b>2,96,16,042</b>

**NOTE 13 OTHER NON CURRENT ASSETS**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Unamortised Cost of Facility - UTWAN Project (See Note 32)	3,73,38,183	3,10,22,759
<b>Total</b>	<b>3,73,38,183</b>	<b>3,10,22,759</b>

**NOTE 14 INVENTORIES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
a. Stock in Trade	3,01,11,389	1,65,10,069
<b>Total</b>	<b>3,01,11,389</b>	<b>1,65,10,069</b>

**NOTE 15 TRADE RECEIVABLES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good	-	-
Unsecured, considered good	21,49,14,012	6,16,47,124
Unsecured, considered doubtful	-	-
	21,49,14,012	6,16,47,124
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good	-	-
Unsecured, considered good	42,65,82,549	27,86,82,684
Unsecured, considered doubtful	-	-
	42,65,82,549	27,86,82,684
<b>Total</b>	<b>64,14,96,561</b>	<b>34,03,29,808</b>

**NOTE 16 CASH & BANK BALANCES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
a. Cash & Cash Equivalants		
i) Cash on hand	12,31,992	9,69,166
b. Other Bank balances		
Bank Balances	46,48,930	11,13,825
Other Bank Balance	6,08,86,125	-
(Includes Bank of India No. 28. The working capital facilities from Bank of India are secured by first charge by way of hypothecation on all the inventories and book debts of the company and further secured by personal guarantee of four directors of the company to secure all the facilities of Bank of India)		
Bank Deposits		

Deposits with less than 12 months maturity	5,82,49,150	4,65,79,357
Deposits with more than 12 months maturity (This includes ₹ 6,16,49,150/- (Previous Year ₹ 5,41,29,115/-) as security against guarantees)	34,00,000	75,49,758
<b>Total</b>	<b>12,84,16,197</b>	<b>5,62,12,106</b>

#### NOTE 17 SHORT TERM LOANS & ADVANCES

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>a. Loans and advances to related parties</b>		
Unsecured, considered good		
Directors		
Other officers of the Company		
Firm in which director is a partner		
Private Company in which director is a member or director	50,149	5,42,249
	<b>50,149</b>	<b>5,42,249</b>
<b>b. Others</b>		
Unsecured, considered good		
Balance with Government	6,50,15,064	6,47,14,609
Advance to Staff	25,29,100	58,14,800
Advance to Supplier	72,96,391	57,98,157
Others	3,92,35,791	2,98,68,114
	11,40,76,346	10,61,95,680
<b>Total</b>	<b>11,41,26,495</b>	<b>10,67,37,929</b>

#### NOTE 18 REVENUE FROM OPERATION

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Sale of products	82,89,39,565	59,37,17,953
Sale of services	1,03,60,31,630	68,34,28,656
Other operating revenues	2,00,220	3,44,075
Total Sales	1,86,51,71,415	1,27,74,90,684
<b>Less:</b>		
Service Tax	2,77,02,526	9,14,18,357
Goods & Services Tax (GST)	19,71,92,579	-
<b>Total</b>	<b>1,64,02,76,310</b>	<b>1,18,60,72,327</b>

#### NOTE 19 OTHER INCOME

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Interest Income	79,94,947	63,77,626
Other non-operating income	12,74,792	62,85,386
<b>TOTAL</b>	<b>92,69,738</b>	<b>1,26,63,012</b>

**NOTE 20 PURCHASES OF STOCK-IN-TRADE**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Purchase of Computers & Peripherals	85,73,03,597	45,54,24,285
Less: Transferred to Fixed Assets from Opening Stock	20,68,056	12,35,690
Purchase Return Account General	17,100	-
Discount	43,46,218	1,08,23,418
<b>TOTAL</b>	<b>85,08,72,223</b>	<b>44,33,65,178</b>

**NOTE 21 CHANGES IN INVENTORIES OF STOCK IN TRADE**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Opening Stock	1,65,10,069	5,58,57,018
Less: Closing Stock	3,01,11,389	1,65,10,069
<b>TOTAL</b>	<b>(1,36,01,320)</b>	<b>3,93,46,949</b>

**NOTE 22 EMPLOYEE BENEFITS EXPENSE**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
(a) Salaries and incentives	49,05,59,363	43,62,90,430
(b) Contributions to -		
(i) Provident fund & ESIC	15,24,372	13,25,125
(c) Provisions for Gratuity / (Excess provisions written off)	18,44,954	(6,19,658)
(d) Staff welfare expenses	6,95,997	3,09,098
(e) Salaries to Contractual Employees	4,78,72,827	5,71,37,611
<b>TOTAL</b>	<b>54,24,97,513</b>	<b>49,44,42,606</b>

**NOTE 23 FINANCE COSTS**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Interest expense	82,32,347	2,14,05,256
Other borrowing costs	55,32,167	99,77,187
<b>TOTAL</b>	<b>1,37,64,514</b>	<b>3,13,82,443</b>

**NOTE 24 OPERATIONS & OTHER EXPENSES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Power & Fuel	37,52,828	38,58,585
Rent	94,22,388	83,12,057
Repairs to buildings	12,92,805	16,04,770
Insurance	4,04,942	2,23,522
Rates and taxes, excluding taxes on income	20,50,123	28,20,055
Net (Gain)/ loss on foreign currency transaction and translation	-	6,48,681
Payment to Auditors	2,79,340	2,87,500
Project Expenses	35,93,880	48,17,365
Corporate Social Responsibility Expenditure	9,50,000	11,30,000
Miscellaneous expenses	6,98,42,496	6,14,99,463
<b>TOTAL</b>	<b>9,15,88,804</b>	<b>8,52,01,998</b>

#### Note 25 Capital Commitments

The estimated amount of contracts remaining to be executed on capital account and not provided for ₹ Nil. (previous year ₹ Nil).

#### Note 26 Contingent Liabilities

a) There are contingent liability of the company as under: (in ₹)

Bank Guarantee	Current Period	Previous Year
Bank of India	28,05,32,602	15,88,98,751
IDBI Bank	-	44,13,521
ICICI Bank	59,47,731	1,50,78,192

The above bank guarantees are issued by Bank of India against 10%/15%/25% & 30% margin based on period and ICICI bank against 15% margin in the form of Bank FD & 100% margin for bank gurantee issued by IDBI Bank.

b) Income tax Demand : (in ₹)

Particulars	Current Period	Previous Year
U/s 143(3) (AY 2010-11) - Pending with ITAT	1,31,62,920	1,31,62,920
U/s 143(3) (AY 2013-14) - Pending with CIT(A)	-	93,917
U/s 143(3) (AY 2014-15) - Pending with CIT(A)	97,627	97,627

**Note 27** Pursuant to Micro, Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The company is in process of compiling relevant information from its suppliers about their coverage under the said act. Since the relevant information is not readily available, no disclosures have been made in the accounts.

#### Note 28 Auditor's Remuneration

	Current Period	Previous Year
<b>Statutory Auditors</b>		
- As Auditors	2,50,000	2,50,000
- Tax Audit Matters	-	-
- Taxation Matters	-	-
- Company Law Matters	-	-
- Others	29,340	37,500
<b>Total</b>	<b>2,79,340</b>	<b>2,87,500</b>

**Note 29** Earning per share as required by Accounting Standard AS-20 as issued by the The Institute of Chartered Accountants of India.

Description	Current Period	Previous Year
Profit After Tax (₹)	8,54,58,065	4,20,88,915
Profit Attributable to Ordinary Share Holders (₹)	8,54,58,065	4,20,88,915
Weighted Average No. of Equity Shares	1,21,26,667	55,95,000
Basic & Diluted Earning Per Share (₹)*	7.05	3.76
Nominal Value of share (₹)	10.00	10.00

\* The company has no dilutive instruments during the Year ended 31/03/2018. As such Dilutive Earning Per share equals to Basic Earnings Per Share.

**Note 30** In compliance with the accounting standard-22 relating to “Accounting for taxes on Income” the deferred tax liability of Current Period is debited to Profit & Loss Account.

**Deferred tax working:**

(in ₹)

Particulars	As on 01/04/2017	Charge/ (Credit) during the Year to P & LA/c	As on 31/03/2018
Deferred tax (Assets) / Liabilities on account of depreciation	80,90,262	11,60,891	92,51,152
Deferred tax (Assets) / Liabilities on account of Gratuity,etc	-	(2,57,684)	(2,57,684)
Net Deferred tax (Assets)/ liabilities	80,90,262	9,03,207	89,93,468

**Note 31** The company has during the Year provided depreciation on fixed assets based on estimated life and realisable value as prescribed in Schedule II of the Companies Act, 2013.

Company has been awarded construction, and maintenance of automated Driving Test Track project by Govt. of Gujarat. Since, project is of 5 years, company has taken useful life of computers etc. as 5 years instead of 3 years life as prescribed under Schedule II of Companies Act, 2003.

**Note 32 Other Non Current Asset - Cost of Facility - UTWAN Project**

Company has been awarded project for implementing Wide Area Network by Govt. of Diu & Daman (UT) under BOOT Scheme. Under the said project, company is required to implement and maintain UTWAN for a period of 5 years. Company has purchased some network equipments, computers and other related equipments and machineries by entering into Finance Lease transaction with CISCO. And some equipments company obtained by way raising loans. At the end of 5 years, company need to transfer whole UTWAN to government authorities. Accordingly, all the assets purchased under the said project is capitalized under 'Cost of Facility - UTWAN Project' under the head Other Non Current Assets in Balance Sheet. As the said project is of 5 years income of company is spread over period of 5 years, and accordingly company will amortize the same over period of 5 years in equal installments. During the period under review, realisation of income from said project is contingent. And hence, expenses related to said project is capitalised under 'Cost of Facility - UTWAN Project'.

**Note 33** Related party disclosure as required by Accounting Standard -18 issued by the Institute of Chartered Accountants of India.

**A) List Of Related parties & Relationships**

a) Subsidiaries, Fellow Subsidiaries, and Associates

a) Subsidiaries :

- 1) Silvertouch Technology (UK) Ltd
- 2) Silvertouch Technologies Inc.
- 3) Lime Software (UK)
- 4) Start-N-Excel

b) Fellow Subsidiary :

None

c) Associates :

- 1) Shark Identity Pvt Ltd
- 2) Silvertouch Technologies SAS

**b) Key Management Personnel :**

- 1) Vipul H. Thakkar
- 2) Minesh V. Doshi
- 3) Jignesh A. Patel

c) **Relatives of Key Management Personnel :**

- 4) Palak V. Shah
- 5) Himanshu Jain
- 6) Vijay Shah
- 1) Kajal V. Thakkar
- 2) Jolly J. Patel
- 3) Zankhana Shah
- 4) Varsha Doshi
- 5) Haridas Thakkar
- 6) Jyoti Jain
- 7) Ayushi Jain
- 8) Manjulaben Patel
- 9) Amrutlal K. Patel
- 10) Hem Shah

d) **Enterprise over which Key Management Personnel and their relative exercise significant influence with whom transaction have taken place during the year :**

- 1) Silvertouch Infotech Limited

**B) Transaction with related parties**

Amount (in ₹)

Description	Subsidiaries, Fellow Subsidiaries, and Associates		Key Management Personnel		Relatives of Key Management Personnel		Enterprises Controlled by Key management Personnel and their relatives	
	Current Period	Previous Year	Current Period	Previous Year	Current Period	Previous Year	Current Period	Previous Year
Purchase of Goods/ Services	-	-	-	-	-	-	8,80,765	12,36,113
Sales of Goods / Services	2,25,49,225	1,85,99,725	-	-	-	-	-	-
(Purchase)/ Sales of Assets	-	-	-	-	-	-	-	-
Rent & other Expenses Received/ (paid)	(8,46,639)	-	-	-	(28,688)	-	-	-
Interest Received/ (Paid)	-	-	(28,16,350)	(33,34,126)	-	-	-	-
Dividend Received / (paid)	-	9,55,740	-	(24,88,250)	-	(3,09,250)	-	-
Remunerations	-	-	1,97,93,340	1,70,40,000	13,80,000	12,60,000	-	-
Hire Charges paid	-	-	-	-	-	-	-	-
Lease Rent (Paid) / Received	-	-	-	-	(4,20,000)	(4,20,000)	1,74,000	1,74,000

Outstanding Balance at the year end								(in ₹)
Loans & Advance (incl. interest)	4,59,615	50,149	-	-	-	-	65,98,791	64,14,032
Deposit Received	-	-	1,10,79,039	1,12,88,980	-	-	-	-
Debtors	1,79,39,407	1,03,45,325	-	-	-	-	15,22,017	27,47,208
Creditors	-	-	12,54,690	10,62,000	1,43,288	98,600	66,04,078	80,09,164

**Note 34 Additional information pursuant to the provisions of Schedule III to the Companies Act, 2013:**

(Amount in ₹)

	Particulars	Current Period	Previous Year
A	Expenditure in Foreign currency on account of		
	i) Foreign Traveling	13,93,534	21,13,485
	ii) Exhibition/ Promotion Expense	Nil	4,51,466
	iii) Salary	Nil	Nil
B	Value of imported raw materials, spare parts and components	4,27,95,530	7,44,968
C	Amount remitted in foreign currency during the year		
	i) Dividend	Nil	Nil
	ii) No. of non-resident share holders	Nil	Nil
	iii) No. of shares held by non-residents	Nil	Nil
D	Earning in Foreign Exchange		
	i) Export of Services	6,70,41,477	7,82,72,722
	ii) Others	1,86,735	9,55,740

**Note 35 Revaluation Of Fixed Assets:**

As on 31.03.2011 the company has revalued the office buildings and Godown Building on the basis of the Valuation report dated 31.03.2011 given by Government Registered Valuer Shri Shailesh Khandwala. As per the valuation report, the details of historical cost and revalued amounts are as under:

Sr No	Detail of Fixed Assets	Historical Cost	Net WDV as on 31.03.2011 before Revaluation	Substituted /Revalued Amount
1	Office Building 210	5,00,500	4,03,851	15,50,000
2	Office Building Semaphore	80,669	71,468	14,55,000
3	Office Building -1	4,33,700	3,22,135	43,75,000
4	Office Building Saffron	91,43,774	86,42,613	3,55,00,000
5	Office Building 505 Saffron	16,57,246	16,14,906	42,40,000
6	Godown Building	5,13,980	4,54,416	52,00,000

As per provision of Schedule II of Companies Act, 2013 depreciation is charged on revalued amount in case of above fixed assets which were revalued in past and same is charged against Current Period's profit. Upto FY 2013-14, depreciation on revaluation amount is charged against revaluation reserve and depreciation on historical cost is charged against profit for the Year under review.

### Note 36 Impairment of Fixed Assets

In accordance with the Accounting Standard (AS-28) on 'Impairment of Assets' notified by Companies (Accounting Standards) Rules, 2006, the company has reassessed its fixed assets and is of the view that no further impairment/reversal is considered to be necessary in view of its expected realizable value.

### Note 37 Revenue from operations can be broadly categorized as under:

Particulars	Current Period	Previous Year
1) Sale of Computers“Computer Parts, License, Software etc.	82,89,39,565	59,37,17,953
2) Sale of Services“Software Development, AMC Charges & Other Services	81,11,36,525	59,20,10,299
3) Other Operating Revenue	2,00,220	3,44,075
<b>Total Revenue from Operations</b>	<b>1,64,02,76,310</b>	<b>1,18,60,72,327</b>

### Note 38 Segment Reporting

The company's Business Segment is 'Computers & IT Services' and it has no other primary reportable segments. Geographical revenues are segregated based on the location of the customer who is invoiced or in relation to which the revenue is otherwise recognized. Customer relationships are driven based on the location of the respective clients. Company's business activities outside India are spread mainly in United Kingdom, USA, Australia & France . Hence, there are two reportable segment of company viz., Domestic & Exports.

#### (A) Primary Disclosures (Geographical by Customers)

Particulars	Geographical Segments		TOTAL
	India	Outside India	
Revenue	1,57,32,34,833	6,70,41,477	1,64,02,76,310
	(1,10,77,99,606)	(7,82,72,722)	(1,18,60,72,327)
Result	18,01,68,132	1,35,84,135	19,37,52,266
	(9,02,13,222)	(1,00,22,596)	(10,02,35,818)
Unallocable Expenses			6,47,19,486
			(5,16,68,424)
Other Income			92,69,738
			(1,26,63,012)
Profit Before Tax			13,83,02,519
			(6,12,30,406)
Tax Expense			5,28,44,454
			(1,91,41,491)
Profit for the year			8,54,58,065
			(4,20,88,915)
Segment Assets	98,85,54,426	11,07,79,016	1,09,93,33,442
	(58,36,15,901)	(10,08,38,986)	(68,44,54,887)
Unallocated Assets			6,11,74,022
			(6,43,15,561)
TOTAL Assets			1,16,05,07,464
			(74,87,70,448)
Segment Liabilities	1,09,18,13,954	75,00,041	1,09,93,13,995
	(71,14,36,041)	(1,11,44,146)	(72,25,80,187)
Unallocated Liabilities			6,11,93,468
			(2,61,90,262)
TOTAL Liabilities			1,16,05,07,464
			(74,87,70,448)

\* Figures in brackets in Italics font indicates previous years' figures.

- i) The company has disclosed Geographical Segments as the primary segment.
- ii) Segments have been identified taking into account the nature of the products, differential risks and returns, the organizational structure and internal reporting system. The company's operations predominantly relate to Computer & IT Services.

**Note 39 Employee Retirement Benefits**

In order to make provision for Gratuity payable to employees, company has obtained Actuarial Valuation report from M/s. K A Pandit, 'Actuaries'. On the basis of valuation report of Actuaries, company has made provision for Gratuity Payable in accounts. However, no investments made to meet liability in future. Company charge the addition in liability of Gratuity payable to Statement of Profit & Loss.

The following table sets out unfunded status of the gratuity payable and the amounts recognised in the Company's financial statements for the period ended March 31, 2018.

**(i) Change in Benefit Obligations :**

Particulars	(Amount in ₹)	(Amount in ₹)
Present value of benefit obligation, beginning of the Year	1,64,33,405	1,84,33,913
Service cost	33,84,198	31,09,414
Interest cost	11,93,065	14,48,906
Benefits paid	(10,79,472)	(15,05,123)
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(17,40,556)	14,75,511
Actuarial (Gains)/Losses on Obligations - Due to Experience	(10,12,699)	(65,29,216)
Present value of benefit obligation, end of the year	1,71,77,941	1,64,33,405

**(ii) Change in Plan Assets :**

Particulars	(Amount in ₹)	(Amount in ₹)
Fair value of plan assets, beginning of the year	-	-
Expected return on plan assets	-	-
Employers' contributions	-	-
Benefits paid	-	-
Fair value of plan assets, end of the year	-	-

**(iii) Net Gratuity Cost :**

Particulars	(Amount in ₹)	(Amount in ₹)
Service Cost	33,84,198	31,09,414
Interest Cost	11,93,065	14,48,906
Expected Return on Plan Asset		
Actuarial (gain)/loss	(27,53,255)	(50,53,705)
<b>Net Gratuity Cost</b>	<b>18,24,008</b>	<b>(4,95,385)</b>

**(iv) Reconciliation of Present Value of the obligation and the fair value of the Plan Assets :**

Particulars	(Amount in ₹)	(Amount in ₹)
Fair value of plan assets, at the end of the year	-	-
Present value of obligation at the end of the year	(1,71,77,941)	(1,64,33,405)
Re-imburement Obligation	-	-
<b>Asset/(Liability) Recognised in the Balance Sheet</b>	<b>(1,71,77,941)</b>	<b>(1,64,33,405)</b>

**(v) Assumptions :**

Particulars	%	%
Rate of Discounting	7.88%	7.26%
Salary Escalation Rate	7.50%	7.50%
Expected Rate of Return on Plan Asset	N.A.	N.A.

**Note 40 Obligation towards Finance Lease :**

The Lease rentals capitalized during the year & was charged during previous year and the future minimum rental payments in respect of finance lease and its present value are set out below:

Particulars	Current Period	Previous Year
<b>(i) Lease rentals recognised during the year</b>	-	30,88,210
<b>(ii) Minimum Lease Payments</b>		
Not later than one year	99,26,245	1,22,03,848
Later than one year but not later than five years	-	99,26,245
Later than five years	-	-
<b>Total</b>	<b>99,26,245</b>	<b>2,21,30,093</b>
<b>(iii) Present Value of minimum lease payments</b>		
Not later than one year	83,59,021	1,02,77,017
Later than one year but not later than five years	-	93,08,758
Later than five years	-	-
	83,59,021	1,95,85,775
Add : Future Finance Charges	15,67,224	25,44,318
<b>Total</b>	<b>99,26,245</b>	<b>2,21,30,093</b>

**Note 41 Expenditure on Corporate Social Responsibility**

Particulars	Current Period	Previous Year
a) Gross Amount required to be spent	9,37,743	11,25,150
b) Amount actually spent on:	-	-
Promoting Education	14,419	-
c) Provision made for CSR Expenditure	9,35,581	11,30,000

During the FY 2017-18, company has spent ₹ 11,30,000/- towards CSR expenditure pertaining to previous year provision & for current year company has spent ₹ 14,419/- towards current year liability of ₹ 9,50,000/-.

**Note 42 Share Based Payments**

**Employee Stock Option Plan 2017**

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on 06th April, 2017 read with Special Resolution passed by shareholder of the company at the Extraordinary general meeting held on 27th April, 2017. The Said Scheme was also ratified by the Shareholders in the Extra Ordinary General Meeting held on 05th March, 2018 pursuant to the provision of Regulation of SEBI (Share Based Employee Benefit) Regulations, 2014.

The plan entitles the senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of ₹ 50/- Per Share. Since the Exercise prices is more than the Book Value of the Shares, no provision for expenses of Employees has

been done in the relevant financial year.

The terms and conditions related to the grant of the share options are as follows:

Scheme	ESOP 2017
Date of grant	15th May, 2017
Number of options granted during the year	90000
Exercise price per option	₹ 50/-
Vesting Period	One Year From the date of Grant
Exercise period	Within Three Month from Vesting

The following table sets forth a summary of the activity of options:

Particulars	F.Y 2017-18	F.Y 2016-17
Scheme	ESOP 2017	-
Options outstanding at the beginning of the year	-	-
Granted during the year	90,000	-
Exercised during the year	-	-
lapse during the year	(1,000)	-
Outstanding at the end of the year	89,000	-
Exercisable at the end of the year	89,000	-

**Note 43** Balances of Secured Loans, unsecured loans, Debtors, Creditors for goods, creditors for expenses, loans and advances and advance from customers are subject to confirmation.

**Note 44** Previous year figures are regrouped and rearranged wherever necessary to compare with Current Period figures.

**Note 45** Figures are rounded off to the nearest rupee.

Signatories to Note 1 to 45  
 For PRIYAM R SHAH & ASSOCIATES  
 CHARTERED ACCOUNTANTS  
 Firm Reg. No. : 118421W

CA Mitesh M Nagar  
 PARTNER  
 M.No. 173787

Ahmedabad  
 25/05/2018

For SILVER TOUCH TECHNOLOGIES LIMITED

Vipul Thakkar  
 Chairman & Managing Director  
 DIN - 00169558

Dipesh Solanki  
 Company Secretary

Jignesh Patel  
 Director  
 DIN - 00170562

Palak Shah  
 CFO cum Director  
 DIN - 00306082

**INDEPENDENT AUDITOR’S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS**

To,  
THE MEMBERS OF,  
**SILVER TOUCH TECHNOLOGIES LTD.**

**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of M/s. SILVER TOUCH TECHNOLOGIES LIMITED (“the Holding Company”) and its subsidiaries (“the Group”), which comprise the Consolidated Balance Sheet as at 31st March 2018, the Consolidated Statement of Profit & Loss and Consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management’s Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company’s preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by managements, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of consolidated Balance Sheet, of the state of affairs of the Group as at 31st March 2018;
- (b) In the case of the consolidated Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (c) In the case of consolidated Cash flow statement, of the cash flows for the year ended on that date.

**Other Matters**

- (a) Consolidated Financials have been prepared on the basis of consolidating financials of following five subsidiaries / JVs:

Sr. No.	Name of Subsidiary	Country of Inc	Extent of Holding
1	Silver Touch Technologies (UK) Ltd	UK	100%
2	Silver Touch Technologies Inc.	USA	100%
3	Shark Identity Pvt Ltd	India	49%
4	Silver Touch Technologies SAS	France	50%
5	Start-N-Excel (Partnership Firm)	India	70%

We did not audit the financial statement of above mentioned subsidiaries / JVs whose financial statements reflect total assets of ₹ 11742087 as at 31st March 2018 , total revenues from operations of ₹ 78763568 for the year ended on that date, as considered in the consolidated financial statements.

Financial Statements of one of the subsidiary, Lime Software (UK) Ltd has not been considered as details of the same not available with management.

These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries / JVs, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries / JVs, is based solely on such unaudited financial statements.

(b) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the financial statements / financial information certified by the Management.

#### **Report on Other Legal and Regulatory Requirements**

1. As acquired by section 143(3) of the Act, we report that:
  - a. We have obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated cash flow statement dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the aforesaid Consolidated financial statements, comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors of the Holding Company as on 31st March 2018, and taken on record by the Board of Directors of the Holding Comapny, none of the directors is disqualified as on 31st March 2018, from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”;
  - g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i There is no pending litigation that may have impact on its financial statements except pending Income Tax appeals as mentioned in Note 26 to Notes on accounts;
    - ii The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii There is no amount to be transferred to Investors Education Protection Fund by the Holding Comapny.

Place: Ahmedabad

Date: 25/05/2018

For PRIYAM R SHAH & ASSOCIATES

Chartered Accountants

Firm Reg. No. : 118421W

CA Mitesh M Nagar

Partner

M.No. 173787

## ANNEXURE-A

### INDEPENDENT AUDITORS' REPORT ON INTERNAL FINANCIAL CONTROL

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

- 1 We have audited the internal financial controls over financial reporting of Silver Touch technologies Limited (Holding Company) as at 31st March 2018 in conjunction with our audit of the Balance Sheet, Statement of Profit & loss, Cash Flow statement & notes forming part of financial statement.

#### Management's Responsibility for Internal Financial Controls

- 2 Management is responsible for establishing and maintaining internal financial controls based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI')". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required by The Companies Act, 2013 ('the Act').

#### Auditor's Responsibility

- 3 Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('the Standards'), issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- 4 Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
- 5 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting

- 6 Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting.

"Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may

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occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

7 In our opinion, Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

**Place: Ahmedabad**

**Date: 25/05/2018**

**For PRIYAM R SHAH & ASSOCIATES**

**Chartered Accountants**

**Firm Reg. No. : 118421W**

**CA Mitesh M Nagar**

**Partner**

**M.No. 173787**

## CONSOLIDATED BALANCE SHEET AS ON 31st March 2018

(In ₹)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	12,59,50,000	5,59,50,000
(b) Reserves and surplus	3	52,50,25,058	36,48,46,732
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	4	1,17,99,456	3,06,46,297
(b) Deferred tax liabilities (Net)		89,24,338	80,29,328
(c) Other Long term liabilities	5	57,27,470	53,07,849
<b>3 Current liabilities</b>			
(a) Short-term borrowings	6	(1,06,732)	11,92,46,772
(b) Trade payables	7	30,03,69,356	5,57,83,269
(c) Other current liabilities	8	11,66,60,997	8,27,82,208
(d) Short-term provisions	9	7,79,06,094	3,57,29,645
<b>TOTAL</b>		<b>1,17,22,56,038</b>	<b>75,83,22,100</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>1 (a) Fixed assets</b>			
(i) Tangible assets	10	16,14,40,931	16,63,20,891
(ii) Intangible assets		14,32,433	16,26,221
(iii) Capital work-in-progress		24,89,490	-
(b) Non-current investments	11	4,02,569	2,57,919
(c) Long-term loans and advances	12	4,20,75,983	3,07,99,191
(d) Other non-current assets	13	3,73,38,183	3,10,22,759
<b>2 Current assets</b>			
(a) Inventories	14	3,01,11,389	1,65,10,069
(b) Trade receivables	15	64,47,29,764	34,25,27,879
(c) Cash and Bank Balances	16	13,76,36,340	6,16,54,393
(d) Short-term loans and advances	17	11,45,98,956	10,76,02,779
<b>TOTAL</b>		<b>1,17,22,56,038</b>	<b>75,83,22,100</b>
Notes on Accounts	1		

As per our report of even date  
For **PRIYAM R SHAH & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
Firm Reg. No. : 118421W

CA **Mitesh M Nagar**  
PARTNER  
M.No. 173787

Ahmedabad  
25/05/2018

For and on behalf of Board of Directors

**Vipul Thakkar**  
Chairman & Managing Director  
DIN - 00169558

**Jignesh Patel**  
Director  
DIN - 00170562

**Dipesh Solanki**  
Company Secretary

**Palak Shah**  
CFO cum Director  
DIN - 00306082

**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31st March 2018**

(In ₹)

Particulars	Note No.	2017-18	2016-17
<b>I. Revenue from operations</b>	18		
Sales & Operational Revenue		1,94,84,72,983	1,32,10,56,675
Less:			
Service Tax		2,77,02,526	9,14,18,357
GST		19,71,92,579	-
		<b>1,72,35,77,878</b>	<b>1,22,96,38,318</b>
<b>II. Other income</b>	19	93,12,787	1,26,63,012
<b>III. Total Revenue (I + II)</b>		<b>1,73,28,90,665</b>	<b>1,24,23,01,330</b>
<b>IV. Expenses:</b>			
Purchases of Stock-in-Trade	20	88,88,57,017	45,42,61,782
Changes in inventories of Stock-in-Trade	21	(1,36,01,320)	3,93,46,949
Employee benefits expense	22	57,52,09,926	45,90,34,989
Finance costs	23	1,38,77,914	3,15,97,549
Depreciation and amortization expense		2,63,59,038	4,40,76,087
Operations & Other Expenses	24	10,69,69,577	15,43,15,649
<b>Total expenses</b>		<b>1,59,76,72,152</b>	<b>1,18,26,33,004</b>
<b>V Profit before tax (III- IV)</b>		<b>13,52,18,513</b>	<b>5,96,68,325</b>
<b>VI Tax expense:</b>			
(1) Current tax		5,22,00,000	1,81,83,839
(2) Deferred tax		9,03,608	(1,50,911)
(3) Prior Period Tax Adjustment		(2,58,753)	11,27,213
		<b>5,28,44,855</b>	<b>1,91,60,141</b>
<b>VII Profit for the period (V+VI-VII)</b>		<b>8,23,73,658</b>	<b>4,05,08,184</b>
<b>VIII Earnings per equity share (Face Value ₹ 10 per share)</b>			
(1) Basic		6.79	3.62
(2) Diluted		6.79	3.62
Notes on Accounts	1		

As per our report of even date  
 For PRIYAM R SHAH & ASSOCIATES  
 CHARTERED ACCOUNTANTS  
 Firm Reg. No. : 118421W

CA Mitesh M Nagar  
 PARTNER  
 M.No. 173787

Ahmedabad  
 25/05/2018

For and on behalf of Board of Directors

Vipul Thakkar  
 Chairman & Managing Director  
 DIN - 00169558

Dipesh Solanki  
 Company Secretary

Jignesh Patel  
 Director  
 DIN - 00170562

Palak Shah  
 CFO cum Director  
 DIN - 00306082

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March 2018**

(In ₹)

PARTICULARS	2017-18		2016-17	
<b>A. Cash inflow/(outflow) from the operating activities</b>				
Net profit before Tax and Prior Period Adjustments		13,52,18,513		5,96,68,325
Adjustments for:				
Depreciation	2,63,59,038		2,85,25,383	
Interest paid	82,74,093		2,14,12,225	
Profit/(loss) from start n excel	8,46,639			
Interest Income	(79,94,949)		(63,77,626)	
Provision of Gratuity payable	7,46,061		(20,00,508)	
(Profit)/Loss on sale of Assets	-		-	
Provision for CSR Expenditure	(1,94,419)	2,80,36,462	30,000	4,15,89,474
<b>Operating Profit before working capital changes</b>		<b>16,32,54,975</b>		<b>10,12,57,800</b>
<b>Adjustment for (Increase)/Decrease in Working Capital :</b>				
Inventories	(1,36,01,320)		3,93,46,949	
Receivables	(30,22,01,885)		26,67,44,556	
Direct Tax paid	(1,79,17,008)		(2,01,87,929)	
Other Non Current Asset	(63,15,424)		1,55,50,704	
Loans & Advances	(1,82,72,969)		(2,72,101)	
Current Liabilities & Provisions	27,84,64,877	(7,98,43,729)	(27,70,38,991)	2,41,43,189
<b>Net cash inflow/(outflow) from operating activities (A)</b>		<b>8,34,11,246</b>		<b>12,54,00,989</b>
<b>B. Cash inflow/(outflow) from investing activity</b>				
Investments	(1,44,650)		(1,63,394)	
Purchase of Assets	(2,37,74,780)		(3,23,22,209)	
Sale of Fixed Assets	-		-	
<b>Net cash inflow/(outflow) from investing activity (B)</b>		<b>(2,39,19,430)</b>		<b>(3,24,85,603)</b>
<b>C. Cash inflow/(outflow) from financing activity</b>				
Secured Loans Availed/(Paid)	(12,82,42,033)		(6,94,33,013)	
Unsecured Loans Availed/(Paid)	(95,38,691)		15,32,326	
Equity Shares Issued	1,40,50,000		-	
Security Premium on Equity Issue	14,05,00,000		-	
Interest Income	79,94,948		63,77,626	
Interest Paid	(82,74,093)		(2,14,12,225)	
Interim Dividend and Tax thereon	-		(33,67,004)	
<b>Net cash inflow/(outflow) from Financing activity (C)</b>		<b>1,64,90,131</b>		<b>(8,63,02,290)</b>
<b>Net Cash changes in cash and cash equivalent (A+B+C)</b>		<b>7,59,81,947</b>		<b>66,13,096</b>
Cash & Cash Equivalent at the beginning of the Period		6,16,54,393		5,50,41,296
Cash & Cash Equivalent at the end of the Period		13,76,36,340		6,16,54,393
<b>Net Increase in cash and cash equivalent</b>		<b>7,59,81,947</b>		<b>66,13,096</b>

**Note :**

- The Cash Flow Statement has been prepared under the Indirect Method as set out in AS-3 on Cash Flow Statement notified by Companies(Accounting Standards)Rules, 2006.
- Figures in bracket represent Outflow of cash.

As per our report of even date  
For **PRIYAM R SHAH & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
Firm Reg. No. : 118421W

CA **Mitesh M Nagar**  
PARTNER  
M.No. 173787

Ahmedabad  
25/05/2018

For and on behalf of Board of Directors

**Vipul Thakkar**  
Chairman & Managing Director  
DIN - 00169558

**Jignesh Patel**  
Director  
DIN - 00170562

**Dipesh Solanki**  
Company Secretary

**Palak Shah**  
CFO cum Director  
DIN - 00306082

**Notes forming Part of accounts:**

**Note 1 SIGNIFICANT ACCOUNTING POLICIES**

**i) Basis Of Accounting :**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis of accounting. The company is a Large Company as defined in the general instruction in respect of accounting standards notified under the Companies Act, 2013. Accordingly, the company has complied with the accounting standards as applicable to a Large Company.

**ii) Principles of consolidation :**

The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as of the Company.

The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. Inter-company balances and transactions and unrealised profits or losses have been fully eliminated.

Financials for following Subsidiaries have been consolidated in attached consolidated financial statements:

Sr. No.	Name of Subsidiary /JV	Country	Extent of Holding
1	Silver Touch Technologies (UK) Ltd	UK	100%
2	Silver Touch Technologies Inc	USA	100%
3	Shark Identity Pvt Ltd	India	49%
4	Silver Touch Technolgies SAS	France	50%
5	Start-N-Excel	India	70%

**iii) Use of Estimates :**

The preparation of financial statements in conformity with generally accepted principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**iv) Fixed assets & Depreciation :**

Fixed Assets are stated at cost less accumulated depreciation. In case of Holding company, depreciation is provided on fixed assets used during the year as per Straight Line Method on the basis of useful life of assets and residual value as specified in schedule II of the Companies Act, 2013 except on few assets, where different life has been estimated by the management.

Depreciation on additions or sale/discard of asset is being provided on pro-rata basis from the date on which such asset is ready to be put to use to date of sale/discard.

**v) Inventories :**

Inventories are valued at cost or net realizable value, whichever is lower. The cost is ascertained using FIFO method.

**vi) Investments :**

Investments are classified as Current Investments and non-current Investments. The investments that are readily realizable and intended to be held for not more than a year are classified as current investments. Current Investments are stated at lower of cost and net realizable value. A provision for diminution is made to recognize a decline, other than temporary, in the value of Non-current Investments.

**vii) Revenue Recognition :**

Revenue from the sale of equipment / computers are recognised upon delivery, which is when title passes to the customer. Sales are stated net of returns, & Sales Tax/VAT/GST.

Revenue from sale of software licences are recognised upon delivery.

Revenue from service contracts are recognised when services are rendered, related costs are incurred and its

realisation is certain.

Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

**viii) Employee Benefits :**

**Gratuity**

The company does not have any defined benefit scheme for its employees. The company makes provision for the gratuity for the current financial year by debiting the same as an expense under the head Payments made to personnel. Company obtained actuarial valuation report to arrive at the amount of provision required for Gratuity. However, as far as employees of subsidiary companies are concerned the same are not included in Actuary Valuation report taken by Holding Company.

**Provident Fund & ESI Scheme**

The contribution to Provident Fund & Employees State Insurance Scheme is provided for and payments in respect thereof are made to relevant authorities on actual basis which is charged to Statement of profit and loss.

The company does not have any other scheme of short term or long term retirement benefits.

**ix) Leases :**

Assets taken on lease by the Group in its capacity as lessee, where the Group has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

**x) Impairment of Assets :**

An asset is considered as impaired in accordance with Accounting Standard 28 on impairment of Assets when at balance sheet date there are indications of impairment and the carrying amount of the asset exceeds its recoverable amount. The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss.

**xi) Earning per Share :**

The company reports basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year.

**xii) Provisions, Contingent Liabilities and Contingent Assets :**

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the accounts by way of a note. Contingent assets are neither recognized nor disclosed in the financial statements.

**xiii) Foreign Currency Transactions :**

All transactions in foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transactions taken place. Exchange differences arising on foreign currency transactions are recognized as income or expense in the period in which they arise. Company maintains EEFC Account with various Banks. Periodically, at the time of conversion of foreign currency from EEFC Account to INR, company takes into consideration the bank rate prevailing on that particular day and exchange difference, if any, arises are recognized as income or expense in the statement of profit & loss.

**xiv) Taxes on Income :**

Provision for tax is made for both current and deferred taxes. Current tax is provided on the Taxable income using the applicable tax rates and tax laws. Deferred tax liabilities arising on account on timing differences, which is capable of reversal in subsequent periods are recognized using tax rates and tax laws, which have been enacted or substantively enacted.

**xv) General :**

Accounting policies not specifically referred to are consistent with generally accepted accounting policies.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018**
**NOTE 2 SHARE CAPITAL**

(In ₹)

Particulars	31/03/2018		31/03/2017	
	Number	Amount(In ₹)	Number	Amount(In ₹)
<b>Authorised</b>				
Equity Shares of ₹ 10 each	1,60,00,000	16,00,00,000	80,00,000	8,00,00,000
<b>Issued</b>				
Equity Shares of ₹ 10 each	1,25,95,000	12,59,50,000	55,95,000	5,59,50,000
<b>Subscribed &amp; Paid up</b>				
Equity Shares of ₹ 10 each	1,25,95,000	12,59,50,000	55,95,000	5,59,50,000
<b>Subscribed but not fully Paid up</b>				
Equity Shares of ₹ 10 each, not fully paid up	-	-	-	-
<b>Total</b>	<b>1,25,95,000</b>	<b>12,59,50,000</b>	<b>55,95,000</b>	<b>5,59,50,000</b>

**Reconciliation of Shares outstanding at the beginning and at the end of the year/period**

Particulars	31/03/2018		31/03/2017	
	Number	Amount(In ₹)	Number	Amount(In ₹)
Shares outstanding at the beginning of the year	55,95,000	5,59,50,000	55,95,000	5,59,50,000
Shares Issued during the year	70,00,000	7,00,00,000	-	-
(Shares bought back during the year)	-	-	-	-
Shares outstanding at the end of the year	1,25,95,000	12,59,50,000	55,95,000	5,59,50,000

**Aggregate number of bonus shares issued and shares issued for consideration other than cash during the five years immediately preceding the reporting date**

Particulars	Aggregate No. of Shares of last 5 years	Aggregate No. of Shares of last 5 years	Aggregate No. of Shares of last 5 years	Aggregate No. of Shares of last 5 years
	31/03/2018	31/03/2017	31/03/2016	31/03/2015 & 31/03/2014
<b>Equity Shares :</b>				
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-
Fully paid up by way of bonus shares	55,95,000	-	-	-
Shares bought back				

**Details of share holders holding more than 5% shares**

	No. of shares & %age of Holding			
	31/03/2018		31/03/2017	
Name of Equity Share Holders	Number of Shares	% of Holding	Number of Shares	% of Holding
MINESH VINODCHANDRA DOSHI	20,06,500	15.93	9,63,290	17.22
VIPUL HARIDAS THAKKAR	23,43,510	18.61	18,18,755	32.51
GAGANDEEP CREDIT CAPITAL PVT LTD	9,00,000	7.15		
JIGNESH AMRITLAL PATEL	23,09,710	18.34	18,01,855	32.20
PALAK VINUBHAI SHAH			3,92,600	7.02

**NOTE 3 RESERVES & SURPLUS**

(In ₹)

<u>Particulars</u>	<b>31/3/2018</b> Amount (In ₹)	<b>31/3/2017</b> Amount (In ₹)
<b>a. Securities Premium Account</b>		
Opening Balance	-	-
Add : Securities premium credited on Share issue	14,05,00,000	-
<u>Less : Premium Utilised for various reasons</u>	-	-
Premium on Redemption of Debentures	-	-
For Issuing Bonus Shares	-	-
Closing Balance	14,05,00,000	-
<b>b. Revaluation Reserve</b>		
Opening Balance	3,86,30,648	3,86,30,648
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	3,86,30,648	3,86,30,648
<b>c. General Reserve</b>		
Opening Balance	5,00,00,000	4,50,00,000
(+) Current Year Transfer	-	50,00,000
(-) Written Back in Current Year	-	-
(-) Used for Bonus Shares	(2,00,00,000)	-
Closing Balance	3,00,00,000	5,00,00,000
<b>d. Surplus</b>		
<b>Profit &amp; Loss A/c</b>		
Opening balance	27,62,16,084	24,40,74,904
Add:		
Net Profit/(Net Loss) For the current year	8,32,20,297	4,05,08,184
Transfer from Reserves	-	-
<b>(Less):</b>		
Proposed/Interim Dividends	(62,97,500)	(27,97,500)
Tax on Proposed/Interim Dividends	(12,94,470)	(5,69,504)
Transfer to Reserves	-	(50,00,000)
(-) Used for Bonus Shares	(3,59,50,000)	-
Closing Balance	31,58,94,410	27,62,16,084
<b>Total</b>	<b>52,50,25,058</b>	<b>36,48,46,732</b>

**NOTE 4 LONG TERM BORROWINGS**

<u>Particulars</u>	<b>31/3/2018</b> Amount (In ₹)	<b>31/3/2017</b> Amount (In ₹)
<b>Secured</b>		
<b>(a) Term loans</b>		
<b>From Banks</b>		
SBI Car Loan Acct-Mercedes Benz (Secured by Hypothication of Mercedes Benz Car) (Repayable in 84 Monthly Installment)	-	7,47,012
SBI Car Loan Acct-Honda City (Secured by Hypothication of Honda City) (Repayable in 84 Monthly Installment)	-	3,84,054

SBI Car Loan Maruti Wagon-R (Secured by Hypothication of Wagon R) (Repayable in 84 Monthly Installment)	-	1,59,563
SBI Car Loan Acct-Honda Mobilio (Secured by Hypothication of Honda Mobilio) (Repayable in 84 Monthly Installment)	3,05,575	4,20,385
SBI Car Loan Acct-Grand i10 (Secured by Hypothication of Grand I10) (Repayable in 84 Monthly Installment)	-	2,17,089
SBI CAR LOAN ACCT-HONDA CITY- 2 (Secured by Hypothication of HONDA CITY) (Repayable in 84 Monthly Installment)	4,14,842	5,99,703
<b>From Others</b>		
Loan from CISCO Finance (Secured by Hypothication of Computers, Network Equipments etc. purchased out of the Loan) (Repayable in 18 Quarterly Installments)	-	36,81,935
<b>(b) Long term maturities of finance lease obligations</b>		
Finance Lease From Cisco Finance	-	93,08,761
	7,20,417	1,55,18,502
<b>Unsecured</b>		
<b>(a) Loans and advances from related parties</b>		
From Directors (Out of the above loan Rs 1.06crore is fixed as per the Bank of India Loan sanction dt 22.02.2016)	1,10,79,039	1,12,88,980
<b>(b) Other loans and advances</b>		
Loan from CISCO Finance	-	38,38,815
	1,10,79,039	1,51,27,795
<b>Total</b>	<b>1,17,99,456</b>	<b>3,06,46,297</b>

#### NOTE 5 OTHER LONG TERM LIABILITIES

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>(a) Others</b>		
E-Mitra (Refundable SD)	23,42,470	20,82,839
UID (Refundable SD)	14,00,000	14,00,000
Staff Deposites	19,85,000	18,25,010
<b>Total</b>	<b>57,27,470</b>	<b>53,07,849</b>

#### NOTE 6 SHORT TERM BORROWINGS

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>Secured</b>		
<b>(a) Loans repayable on demand</b>		
<b>From Banks</b>		
Bank Of India No.28 (Sec. against Hypo. Of Stock)	-	11,34,43,948
Bank Of India No.29 (Sec. against Hypo. Of Debts)	-	-
(The working capital facilities from Bank of India are secured by first charge by way of hypothication on all the inventories and book debts of the company and further secured by personal guarantee of four directors of the company to secure all the facilities of Bank of India)		

<b>Unsecured</b>		
(a) Loans repayable on demand		
From Others		
L & T FINANCE (UNSECURED)	-	49,29,881
(b) Loans and advances from related parties	(1,06,732)	8,72,943
	(1,06,732)	58,02,824
<b>Total</b>	<b>(1,06,732)</b>	<b>11,92,46,772</b>

**NOTE 7 TRADE PAYABLES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Due to Micro, Small & medium Enterprises		
Due to Others	30,03,69,356	5,57,83,269
<b>Total</b>	<b>30,03,69,356</b>	<b>5,57,83,269</b>

**NOTE 8 OTHER CURRENT LIABILITIES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
(a) Current maturities of long-term debt		
SBI Car Loan Acct-Mercedes Benz	-	6,07,200
SBI Car Loan Acct-Honda City	-	1,64,400
SBI Car Loan Maruti Wagon-R	-	64,800
SBI Car Loan Acct-Honda Mobilio	1,64,400	1,64,400
SBI Car Loan Acct-Grand i10	-	1,02,000
SBI CAR LOAN ACCT-HONDA CITY- 2	2,54,400	2,54,400
Loan From CISCO Finance (Secured)	-	17,51,017
Loan From CISCO Finance (Unsecured)	48,84,350	54,82,032
BOI Car Loan Acct 200460510000143- Renault Scala	-	1,14,406
BOI Car Loan Acct- 200460510000148 -Maruti Cargo	-	47,631
(b) Current maturities of finance lease obligations		
Finance Lease from CISCO Finance	93,08,759	1,02,77,017
(c) Other payables		
Creditors for Expenses	10,69,395	6,42,099
Advance from Customer	1,95,02,427	47,15,765
Other Dues	5,36,83,130	4,24,11,188
Staff Dues	22,06,646	59,54,215
Bank OD	28,715	-
Government Dues	2,55,58,776	1,00,29,638
<b>Total</b>	<b>11,66,60,997</b>	<b>8,27,82,208</b>

**NOTE 9 SHORT TERM PROVISIONS**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
(a) Provision for employee benefits		
Gratuity (Unfunded)	1,71,79,466	1,64,33,405
(b) Others		
Provision for Taxation	5,21,99,077	1,81,66,240
Provision for Proposed Dividend	62,97,500	-
Dividend Distribution Tax	12,94,470	-
Provision for CSR Expenditure	9,35,581	11,30,000
<b>Total</b>	<b>7,79,06,094</b>	<b>3,57,29,645</b>

**NOTE 10 FIXED ASSET**

Fixed Assets	Gross Block						Accumulated Depreciation						Net Block		
	Balance as at 01/04/2017	Additions	(Disposals)	Transfer to Other Non Current Asset *	Acquired through business combinations	Addition / (Deduction) due to Capital Reduction/ Revaluation / (Impairments)	Balance as at 31/03/2018	Balance as at 01/04/2017	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Transitional Entry	Transfer to Other Non Current Asset *	Balance as at 31/03/2018	Balance as at 31/03/2017
<b>a</b>															
<b>Tangible Assets</b>															
Buildings	10,53,60,918	11,85,100	-	-	-	-	10,65,46,018	93,59,885	20,15,688	-	-	-	-	9,32,96,329	9,41,26,917
Plant and Equipment	22,20,05,322	1,11,87,149	-	-	-	-	23,31,92,471	15,57,45,191	1,77,59,289	-	-	-	-	3,90,14,624	4,55,86,764
Furniture and Fixtures	3,00,10,378	9,43,423	-	-	-	-	3,09,53,801	1,05,49,714	36,67,467	-	-	-	-	1,34,69,369	1,61,93,413
Vehicles	1,04,70,844	-	-	-	-	-	1,04,70,844	35,62,288	11,37,515	-	-	-	-	46,44,356	57,81,871
Office equipment	1,19,06,184	76,86,048	-	-	-	-	1,95,92,232	61,67,126	13,01,721	-	-	-	-	1,10,16,253	46,31,925
<b>Total(a)</b>	<b>37,97,53,647</b>	<b>2,10,01,770</b>	-	-	-	-	<b>40,07,55,367</b>	<b>18,53,84,204</b>	<b>2,58,81,680</b>	-	-	-	-	<b>16,14,40,931</b>	<b>16,63,20,891</b>
<b>b</b>															
<b>Intangible Assets</b>															
Brands / trademarks	7,840	-	-	-	-	-	7,840	-	-	-	-	-	-	7,840	7,840
Computer software	75,71,981	2,83,570	-	-	-	-	84,05,466	60,26,684	4,77,358	-	-	-	-	14,24,593	16,18,381
<b>Total(b)</b>	<b>75,79,821</b>	<b>2,83,570</b>	-	-	-	-	<b>84,13,306</b>	<b>60,26,684</b>	<b>4,77,358</b>	-	-	-	-	<b>14,32,433</b>	<b>16,26,221</b>
<b>c</b>															
<b>Capital Work in Progress</b>															
Rajkot RTO	-	24,89,490	-	-	-	-	24,89,490	-	-	-	-	-	-	24,89,490	-
Track	-	24,89,490	-	-	-	-	24,89,490	-	-	-	-	-	-	24,89,490	-
<b>Total (c+d)</b>	<b>38,73,33,468</b>	<b>2,37,74,780</b>	-	-	-	-	<b>41,16,58,163</b>	<b>19,14,10,889</b>	<b>2,63,59,038</b>	-	-	-	-	<b>24,89,490</b>	<b>16,79,47,112</b>
<b>Total (a+b)</b>															

**NOTE 11 NON CURRENT INVESTMENT**

Particulars	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>A</b>		
<b>Other Investments</b>		
(a) Investment in Equity instruments	49,075	49,475
(b) Other non-current investments	3,47,530	2,02,480
(c) Goodwill on Consolidation	5,964	5,964
<b>Total (B)</b>	<b>4,02,569</b>	<b>2,57,919</b>
<b>Grand Total (A)</b>	<b>4,02,569</b>	<b>2,57,919</b>
Less : Provision for diminution in the value of Investments	-	-
<b>Total</b>	<b>4,02,569</b>	<b>2,57,919</b>
<b>Particulars</b>	<b>31/3/2018 Amount (In ₹)</b>	<b>31/3/2017 Amount (In ₹)</b>
Aggregate amount of quoted investments (Market value of ₹ 0 (Previous Year ₹ 0))	-	-
Aggregate amount of unquoted investments	49,075	49,475

A.	Details of Other Investments										
	Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (₹)	
31/03/2018				2016-17	31/03/2018			2016-17	31/03/2018	2016-17	
1	2		3	4	5	6	7	8	9	10	11
(a)	Investment in Equity Instruments										
		Share of Drive in Ch Association	Other	-	-	Unquoted	Fully paid			100	100
		Share of Nutan Nag. Shah bank	Other	-	-	Unquoted	Fully paid			-	400
		Lime Software (JV UK)	JV	500	500	Unquoted	Fully paid	50%	50%	48,975	48,975
		<b>Total</b>								<b>49,075</b>	<b>49,475</b>
(b)	Other non-current investments										
		Investment in Gold	Other	-	-	Unquoted	-N.A.-			27,520	27,520
		GOLD BOND WITH BOI	Other	-	-	-	-N.A.-			3,20,010	1,74,960
		<b>Total</b>								<b>3,47,530</b>	<b>2,02,480</b>
(c)	Goodwill on Consolidation										
		<b>Total</b>								<b>5,964</b>	<b>5,964</b>
		<b>Total</b>								<b>4,02,569</b>	<b>2,57,919</b>

**NOTE 12 LONG TERM LOANS & ADVANCES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>a. Security Deposits</b>		
Unsecured, considered good	4,20,75,983	3,07,99,191
<b>Total</b>	<b>4,20,75,983</b>	<b>3,07,99,191</b>

**NOTE 13 OTHER NON CURRENT ASSETS**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Unamortised Cost of Facility - UTWAN Project (See Note 31)	3,73,38,183	3,10,22,759
<b>Total</b>	<b>3,73,38,183</b>	<b>3,10,22,759</b>

**NOTE 14 INVENTORIES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>a. Stock in Trade</b>		
<b>Total</b>	<b>3,01,11,389</b>	<b>1,65,10,069</b>

**NOTE 15 TRADE RECEIVABLES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good	-	-
Unsecured, considered good	21,49,14,012	6,16,47,124
Unsecured, considered doubtful	-	-
	<b>21,49,14,012</b>	<b>6,16,47,124</b>
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good	-	-
Unsecured, considered good	42,98,15,752	28,08,80,755
Unsecured, considered doubtful	-	-
	<b>42,98,15,752</b>	<b>28,08,80,755</b>
<b>Total</b>	<b>64,47,29,764</b>	<b>34,25,27,879</b>

**NOTE 16 CASH & BANK BALANCES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>a. Cash &amp; Cash Equivalants</b>		
i) Cash on hand	12,31,992	9,69,166
<b>b. Other Bank balances</b>		
Bank Balances	1,38,69,073	65,56,111
Other Bank Balance	6,08,86,125	-
(Includes Bank of India No. 28. The working capital facilities from Bank of India are secured by first charge by way of hypothecation on all the inventories and book debts of the company and further secured by personal guarantee of four directors of the company to secure all the facilities of Bank of India)		
Bank Deposits		

Deposits with less than 12 months maturity	5,82,49,150	4,65,79,357
Deposits with more than 12 months maturity (This includes ₹ 5,79,39,115/- (Previous Year ₹ 5,41,29,115/-) as security against guarantees)	34,00,000	75,49,758
<b>Total</b>	<b>13,76,36,340</b>	<b>6,16,54,393</b>

#### NOTE 17 SHORT TERM LOANS & ADVANCES

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
<b>a. Loans and advances to related parties</b>		
Unsecured, considered good		
Directors		
Other officers of the Company		
Firm in which director is a partner		
Private Company in which director is a member or director	-	4,92,100
	-	<b>4,92,100</b>
<b>b. Others</b>		
Unsecured, considered good		
Balance with Government	6,55,31,277	6,53,31,759
Advance to Staff	25,78,693	58,14,800
Advance to Supplier	73,23,566	60,00,674
Prepaid Expenditure	8,62,423	-
Others	3,85,56,947	2,99,63,444
Other Profit/(Loss) from Start-N-Excel	(2,53,950)	-
	11,45,98,956	10,71,10,679
<b>Total</b>	<b>11,45,98,956</b>	<b>10,76,02,779</b>

#### NOTE 18 REVENUE FROM OPERATION

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Sale of products	82,89,39,565	59,37,17,953
Sale of services	1,11,47,65,841	72,69,40,099
Other operating revenues	2,29,577	3,98,623
<b>Total Sales</b>	<b>1,94,39,34,983</b>	<b>1,32,10,56,675</b>
<b>Net Sales</b>	<b>1,94,84,72,983</b>	<b>1,32,10,56,675</b>
<b>Less:</b>		
Service Tax	2,77,02,526	9,14,18,357
Goods & Services Tax (GST)	19,71,92,579	-
<b>Total</b>	<b>1,72,35,77,878</b>	<b>1,22,96,38,318</b>

#### NOTE 19 OTHER INCOME

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Interest Income	79,94,949	63,77,626
Dividend Income	-	-
Net gain/loss on sale of investments	-	-
Other non-operating income	12,74,792	62,85,386
Sundry Balance Written off	43,046	-
<b>TOTAL</b>	<b>93,12,787</b>	<b>1,26,63,012</b>

**NOTE 20 PURCHASES OF STOCK-IN-TRADE**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Purchase of Computers & Peripherals	89,07,50,391	46,63,20,889
Less: Transferred to Fixed Assets from Opening Stock	20,68,056	12,35,690
Purchase Return Account General	17,100	-
Discount	43,46,218	1,08,23,418
<b>TOTAL</b>	<b>88,88,57,017</b>	<b>45,42,61,782</b>

**NOTE 21 CHANGES IN INVENTORIES OF STOCK IN TRADE**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Opening Stock	1,65,10,069	5,58,57,018
Less: Closing Stock	3,01,11,389	1,65,10,069
<b>TOTAL</b>	<b>(1,36,01,320)</b>	<b>3,93,46,949</b>

**NOTE 22 EMPLOYEE BENEFITS EXPENSE**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
(a) Salaries and incentives	52,32,71,776	40,08,82,813
(b) Contributions to -		
(i) Provident fund & ESIC	15,24,372	13,25,125
(c) Provisions for Gratuity	18,44,954	(6,19,658)
(d) Staff welfare expenses	6,95,997	3,09,098
(e) Salaries to Contractual Employees	4,78,72,827	5,71,37,611
<b>TOTAL</b>	<b>57,52,09,926</b>	<b>45,90,34,989</b>

**NOTE 23 FINANCE COSTS**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Interest expense	82,74,093	2,14,12,225
Other borrowing costs	56,03,821	1,01,85,324
<b>TOTAL</b>	<b>1,38,77,914</b>	<b>3,15,97,549</b>

**NOTE 24 OPERATIONS & OTHER EXPENSES**

<u>Particulars</u>	31/3/2018 Amount (In ₹)	31/3/2017 Amount (In ₹)
Power & Fuel	39,57,120	38,95,630
Rent	1,26,42,021	1,15,53,343
Repairs to buildings	12,92,805	16,04,770
Insurance	8,22,085	6,29,712
Rates and taxes, excluding taxes on income	21,17,616	28,20,055
Net loss on foreign currency transaction and translation	-1,09,251	12,29,348
Payment to Auditors	2,90,904	2,81,750
Project Expenses	35,96,380	6,17,40,680
Professional Fees	-	4,38,400
Corporate Social Responsibility Expenditure	9,50,000	11,30,000
Miscellaneous expenses	8,14,09,897	6,89,91,962
<b>TOTAL</b>	<b>10,69,69,577</b>	<b>15,43,15,649</b>

### Note 25 Capital Commitments

The estimated amount of contracts remaining to be executed on capital account and not provided for ₹ Nil. (previous year ₹ Nil).

### Note 26 Contingent Liabilities

a) There are contingent liability of the company as under: (In ₹)

Bank Guarantee	Current Period	Previous Year
Bank of India	28,05,32,602	15,88,98,751
IDBI Bank	-	44,13,521
ICICI Bank	59,47,731	1,50,78,192

The above bank guarantees are issued by Bank of India against 10%/15%/25% & 30% margin based on period and ICICI bank against 15% margin in the form of Bank FD & 100% margin for bank gurantee issued by IDBI Bank.

b) Income tax Demand : (In ₹)

Particulars	Current Period	Previous Year
U/s 143(3) (AY 2010-11) - Pending with ITAT	1,31,62,920	1,31,62,920
U/s 143(3) (AY 2013-14) - Pending with CIT(A)	-	93,917
U/s 143(3) (AY 2014-15) - Pending with CIT(A)	97,627	97,627

**Note 27** Pursuant to Micro, Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The company is in process of compiling relevant information from its suppliers about their coverage under the said act. Since the relevant information is not readily available, no disclosures have been made in the accounts.

### Note 28 Auditor's Remuneration

	Current Period	Previous Year
<b>Statutory Auditors</b>		
- As Auditors	2,61,564	2,45,000
- Tax Audit Matters	-	-
- Taxation Matters	-	-
- Company Law Matters	-	-
- Others	29,340	36,750
<b>Total</b>	<b>2,90,904</b>	<b>2,81,750</b>

**Note 29** Earning per share as required by Accounting Standard AS-20 as issued by the The Institute of Chartered Accountants of India.

Description	Current Period	Previous Year
Profit After Tax (₹)	8,23,73,658	4,05,08,184
Profit Attributable to Ordinary Share Holders (₹)	8,23,73,658	4,05,08,184
Weighted Average No. of Equity Shares	1,21,26,667	1,25,95,000
Basic & Diluted Earning Per Share (₹)*	6.79	3.22
Nominal Value of share (₹)	10.00	10.00

\* The Holding Company has no dilutive instruments during the year ended 31/03/2018. As such Dilutive Earning Per share equals to Basic Earnings Per Share.

**Note 30** In compliance with the accounting standard-22 relating to “Accounting for taxes on Income” the deferred tax liability of Current Period is debited to Profit & Loss Account.

**Deferred tax working:**

(In ₹)

Particulars	As on 01/04/2017	Charge/ (Credit) during the Year to P & LA/c	As on 31/03/2018
Deferred tax (Assets) / Liabilities on account of depreciation	80,29,328	11,52,694	91,82,022
Deferred tax (Assets) / Liabilities on account of Gratuity,etc	-	(2,57,684)	(2,57,684)
Net Deferred tax (Assets)/ liabilities	80,29,328	8,95,010	89,24,338

**Note 31 Other Non Current Asset - Cost of Facility - UTWAN Project**

Company has been awarded project for implementating Wide Area Network by Govt. of Diu & Daman (UT) under BOOT Scheme. Under the said project, company is required to implement and maintain UTWAN for a period of 5 years. Company has purchased some network equipments, computers and other related equipments and machineries by entering into Finance Lease transaction with CISCO. And some equipments company obtained by way raising loans. At the end of 5 years, company need to transfer whole UTWAN to government authorities. Accordingly, all the assets purchased under the said project is capitalized under 'Cost of Facility - UTWAN Project' under the head Other Non Current Assets in Balance Sheet. As the said project is of 5 years income of company is spread over period of 5 years, and accordingly company will amortize the same over period of 5 years in equal installments. During the period under review, realisation of income from said project is contingent. And hence, expenses related to said project is capitalised under 'Cost of Facility - UTWAN Project'.

**Note 32** Related party disclosure as required by Accounting Standard -18 issued by the Institute of Chartered Accountants of India.

**A) List Of Related parties & Relationships**

a) Subsidiaries, Fellow Subsidiaries, and Associates

a) Subsidiaries :

- 1) Silvertouch Technology (UK) Ltd
- 2) Silvertouch Technologies Inc.
- 3) Lime Software (UK)
- 4) Start-N-Excel

b) Fellow Subsidiary :

None

c) Associates :

- 1) Shark Identity Pvt Ltd
- 2) Silvertouch Technologies SAS

**b) Key Management Personnel :**

- 1) Vipul H. Thakkar
- 2) Minesh V. Doshi
- 3) Jignesh A. Patel
- 4) Palak V. Shah
- 5) Himanshu Jain
- 6) Vijay Shah

**c) Relatives of Key Management Personnel :**

- 1) Kajal V. Thakkar
- 2) Jolly J. Patel
- 3) Zankhana Shah
- 4) Varsha Doshi
- 5) Haridas Thakkar
- 6) Jyoti Jain
- 7) Ayushi Jain
- 8) Manjulaben Patel
- 9) Amrutlal K. Patel
- 10) Hem Shah

d) Enterprise over which Key Management Personnel and their relative exercise significant influence with whom transaction have taken place during the year :

1) Silvertouch Infotech Limited

B) Transaction with related parties

Amount (in ₹)

Description	Subsidiaries, Fellow Subsidiaries, and Associates		Key Management Personnel		Relatives of Key Management Personnel		Enterprises Controlled by Key management Personnel and their relatives	
	Current Period	Previous Year	Current Period	Previous Year	Current Period	Previous Year	Current Period	Previous Year
Purchase of Goods/ Services	-	-	-	-	-	-	8,80,765	12,36,113
Sales of Goods / Services	-	-	-	-	-	-	-	-
(Purchase)/ Sales of Assets	-	-	-	-	-	-	-	-
Rent & other Expenses Received/ (paid)	-	-	-	-	(28,688)	-	-	-
Interest Received/ (Paid)	-	-	(28,16,350)	(33,34,126)	-	-	-	-
Dividend Received / (paid)	-	9,55,740	-	(24,88,250)	-	(3,09,250)	-	-
Remunerat ions	-	-	1,97,93,340	1,70,40,000	13,80,000	12,60,000	-	-
Hire Charges paid	-	-	-	-	-	-	-	-
Lease Rent (Paid) / Received	-	-	-	-	(4,20,000)	(4,20,000)	1,74,000	1,74,000
<b>Outstanding Balance at the year end</b>								
Loans & Advance (incl. interest)	-	-	-	-	-	-	65,98,791	64,14,032
Deposit Received	-	-	1,10,79,039	1,12,88,980	-	-	-	-
Debtors	-	-	-	-	-	-	15,22,017	27,47,208
Creditors	-	-	12,54,690	10,62,000	1,43,288	98,600	66,04,078	80,09,164

**Note 33 Additional information pursuant to the provisions of Schedule III to the Companies Act, 2013:**

	Particulars	Current Period	Previous Year
A	Expenditure in Foreign currency on account of		
	i) Foreign Traveling	13,93,534	21,13,485
	ii) Exhibition/ Promotion Expense	Nil	4,51,466
	iii) Salary	Nil	Nil
B	Value of imported raw materials, spare parts and components	4,27,95,530	7,44,968
C	Amount remitted in foreign currency during the year		
	i) Dividend	Nil	Nil
	ii) No. of non-resident share holders	Nil	Nil
	iii) No. of shares held by non-residents	Nil	Nil
D	Earning in Foreign Exchange		
	i) Export of Services	6,70,41,477	7,82,72,722
	ii) Others	1,86,735	9,55,740

**Note 34 Impairment of Fixed Assets**

In accordance with the Accounting Standard (AS-28) on 'Impairment of Assets' notified by Companies (Accounting Standards) Rules, 2006, the holding company has reassessed its fixed assets and is of the view that no further impairment/reversal is considered to be necessary in view of its expected realizable value.

**Note 35 Revenue from operations can be broadly categorized as under:**

Particulars	Current Period	Previous Year
1) Sale of Computers"Computer Parts, License, Software etc.	83,34,77,565	59,37,17,953
2) Sale of Services"Software Development, AMC Charges & Other Services	88,98,70,736	63,55,21,742
3) Other Operating Revenue	2,29,577	3,98,623
<b>Total Revenue from Operations</b>	<b>1,72,35,77,878</b>	<b>1,22,96,38,318</b>

**Note 36 Segment Reporting**

The Holding Company's Business Segment is 'Computers & IT Services' and it has no other primary reportable segments. Geographical revenues are segregated based on the location of the customer who is invoiced or in relation to which the revenue is otherwise recognized. Customer relationships are driven based on the location of the respective clients. Holding Company's business activities outside India are spread mainly in United Kingdom, USA, Australia, France & The Netherlands. Hence, there are two reportable segment of Holding Company viz., Domestic & Exports.

**(A) Primary Disclosures (Geographical by Customers)**

Particulars	Geographical Segments		TOTAL
	India	Outside India	
Revenue	1,57,78,52,833	14,57,25,045	1,72,35,77,878
	<i>(1,07,26,82,028)</i>	<i>(15,69,56,290)</i>	<i>(1,22,96,38,318)</i>
Result	18,26,67,658	2,49,38,869	20,76,06,527
	<i>(9,89,71,044)</i>	<i>(1,73,07,981)</i>	<i>(11,62,79,025)</i>
Unallocable Expenses			8,17,00,801
			<i>(6,92,73,712)</i>
Other Income			93,12,787
			<i>(1,26,63,012)</i>
Profit Before Tax			13,52,18,513
			<i>(5,96,68,325)</i>
Tax Expense			5,28,44,855
			<i>(1,91,60,141)</i>
Profit for the year			8,23,73,658
			<i>(4,05,08,184)</i>
Segment Assets	98,38,99,359	12,47,64,063	1,10,86,63,422
	<i>(59,10,31,785)</i>	<i>(10,53,94,249)</i>	<i>(69,64,26,033)</i>
Unallocated Assets			6,35,92,615
			<i>(6,18,96,067)</i>
TOTAL Assets			1,17,22,56,038
			<i>(75,83,22,100)</i>
Segment Liabilities	1,08,96,47,534	2,14,85,088	1,11,11,32,622
	<i>(71,10,88,357)</i>	<i>(2,10,38,175)</i>	<i>(73,21,26,532)</i>
Unallocated Liabilities			6,11,23,416
			<i>(2,61,95,569)</i>
TOTAL Liabilities			1,17,22,56,038
			<i>(75,83,22,100)</i>

\* Figures in brackets in Italics font indicates previous years' figures.

- The Holding Company has disclosed Geographical Segments as the primary segment.
- Segments have been identified taking into account the nature of the products, differential risks and returns, the organizational structure and internal reporting system. The Holding Company's operations predominantly relate to Computer & IT Services.

**Note 37 Employee Retirement Benefits**

In order to make provision for Gratuity payable to employees, Holding Company has obtained Actuarial Valuation report from M/s. K A Pandit, 'Actuaries'. On the basis of valuation report of Actuaries, Holding Company has made provision for Gratuity Payable in accounts. However, no investments made to meet liability in future. Holding Company charge the addition in liability of Gratuity payable to Statement of Profit & Loss.

Gratuity provision for the year ended 31st March, 2018 is calculated taking base of joining date of all employees as 01.04.2009. In earlier period, actual joining date is considered if its before 01.04.2009.

The following table sets out unfunded status of the gratuity payable and the amounts recognised in the Holding Company's financial statements for the period ended March 31, 2018.

**(i) Change in Benefit Obligations :**

Particulars	(Amount in ₹)	(Amount in ₹)
Present value of benefit obligation, beginning of the Year	1,64,33,405	1,84,33,913
Service cost	33,84,198	31,09,414
Interest cost	11,93,065	14,48,906
Benefits paid	(10,79,472)	(15,05,123)
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(17,40,556)	14,75,511
Actuarial (Gains)/Losses on Obligations - Due to Experience	(10,12,699)	(65,29,216)
Present value of benefit obligation, end of the year	1,71,77,941	1,64,33,405

**(ii) Change in Plan Assets :**

Particulars	(Amount in ₹)	(Amount in ₹)
Fair value of plan assets, beginning of the year	-	-
Expected return on plan assets	-	-
Employers' contributions	-	-
Benefits paid	-	-
Fair value of plan assets, end of the year	-	-

**(iii) Net Gratuity Cost :**

Particulars	(Amount in ₹)	(Amount in ₹)
Service Cost	33,84,198	31,09,414
Interest Cost	11,93,065	14,48,906
Expected Return on Plan Asset		
Actuarial (gain)/loss	(27,53,255)	(50,53,705)
<b>Net Gratuity Cost</b>	<b>18,24,008</b>	<b>(4,95,385)</b>

**(iv) Reconciliation of Present Value of the obligation and the fair value of the Plan Assets :**

Particulars	(Amount in ₹)	(Amount in ₹)
Fair value of plan assets, at the end of the year	-	-
Present value of obligation at the end of the year	(1,71,77,941)	(1,64,33,405)
Re-imburement Obligation	-	-
<b>Asset/(Liability) Recognised in the Balance Sheet</b>	<b>(1,71,77,941)</b>	<b>(1,64,33,405)</b>

**(v) Assumptions :**

Particulars	%	%
Rate of Discounting	7.88%	7.26%
Salary Escalation Rate	7.50%	7.50%
Expected Rate of Return on Plan Asset	N.A.	N.A.

**Note 38 Obligation towards Finance Lease :**

The Lease rentals capitalized during the year & was charged during previous year and the future minimum rental payments in respect of finance lease and its present value are set out below:

Particulars	Current Period	Previous Year
(i) Lease rentals recognised during the year	-	30,88,210
(ii) Minimum Lease Payments		
Not later than one year	99,26,245	1,22,03,848
Later than one year but not later than five years	-	99,26,245
Later than five years	-	-
<b>Total</b>	<b>99,26,245</b>	<b>2,21,30,093</b>
(iii) Present Value of minimum lease payments		
Not later than one year	83,59,021	1,02,77,017
Later than one year but not later than five years	-	93,08,758
Later than five years	-	-
	83,59,021	-
Add : Future Finance Charges	15,67,224	25,44,318
<b>Total</b>	<b>99,26,245</b>	<b>25,44,318</b>

**Note 39 Expenditure on Corporate Social Responsibility**

Particulars	Current Period	Previous Year
a) Gross Amount required to be spent	9,37,743	11,25,150
b) Amount actually spent on:	-	-
Promoting Education	14,419	-
c) Provision made for CSR Expenditure	9,35,581	11,30,000

During the FY 2017-18, company has spent ₹ 11,30,000/- towards CSR expenditure pertaining to previous year provision & for current year company has spent ₹ 14,419/- towards current year liability of ₹ 9,50,000/-.

**Note 40 Share Based Payments**

**Employee Stock Option Plan 2017**

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on 06th April, 2017 read with Special Resolution passed by shareholder of the company at the Extraordinary general meeting held on 27th April, 2017. The Said Scheme was also ratified by the Shareholders in the Extra Ordinary General Meeting held on 05th March, 2018 pursuant to the provision of Regulation of SEBI (Share Based Employee Benefit) Regulations, 2014.

The plan entitles the senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of ₹ 50/- Per Share. Since the Exercise prices is more than the Book Value of the Shares, no provision for expenses of Employees has been done in the relevant financial year.

The terms and conditions related to the grant of the share options are as follows:

Scheme	ESOP 2017
Date of grant	15th May, 2017
Number of options granted during the year	90000
Exercise price per option	₹ 50/-
Vesting Period	One Year From the date of Grant
Exercise period	Within Three Month from Vesting

The following table sets forth a summary of the activity of options:

Particulars	F.Y 2017-18	F.Y 2016-17
Scheme	ESOP 2017	-
Options outstanding at the beginning of the year	-	-
Granted during the year	90,000	-
Exercised during the year	-	-
lapse during the year	(1,000)	-
Outstanding at the end of the year	89,000	-
Exercisable at the end of the year	89,000	-

**Note 41** Balances of Secured Loans, unsecured loans, Debtors, Creditors for goods, creditors for expenses, loans and advances and advance from customers are subject to confirmation.

**Note 42** Previous year figures are regrouped and rearranged wherever necessary to compare with Current Period figures.

**Note 43** Figures are rounded off to the nearest rupee.

Signatories to Note 1 to 43  
 For PRIYAM R SHAH & ASSOCIATES  
 CHARTERED ACCOUNTANTS  
 Firm Reg. No. : 118421W

CA Mitesh M Nagar  
 PARTNER  
 M.No. 173787

Ahmedabad  
 25/05/2018

For and on behalf of Board of Directors

Vipul Thakkar  
 Chairman & Managing Director  
 DIN - 00169558

Jignesh Patel  
 Director  
 DIN - 00170562

Dipesh Solanki  
 Company Secretary

Palak Shah  
 CFO cum Director  
 DIN - 00306082

## SILVER TOUCH TECHNOLOGIES LIMITED

R.O.: 2nd Floor, Saffron, Nr. Panchvati Circle, Ambawadi, Ahmedabad - 380015.

Tel.: +91 79 2656 3158 | Fax: +91 79 2656 1624 | CIN: U72200GJ1995PLC024465 | Website: www.silvertouch.com

### Form MGT-11

### Proxy form

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

Name of the member(s) :
Registered address :
Email Id :
DP Id-Client Id :

I/ We being the member of Silver Touch Technologies Ltd., holding.....shares, hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of members of the Company, to be held on 30.08.2018 at 12:30 pm. at 10th Floor, Saffron, Nr. Panchvati Circle, Ambawadi Ahmedabad - 380006, Gujarat, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description of Resolution ORDINARY RESOLUTION	Vote	
		For	Against
1.	To receive, consider and adopt:		
	a. The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and		
	b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Report of the Auditors thereon.		
2.	To Approve the Final Dividend of Rs. 0.50/- per Equity Share (5%) of the Face value of Rs. 10/- Each for the financial year 2017-18.		
3.	To Appoint Director in place of Mr. Vipul H Thakkar (DIN: 00169558), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
4.	To Appoint Director in place of Mr. Palak V Shah (DIN: 00306082), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment		
5.	Appointment of the Statutory Auditors of the Company and to fix their remuneration		

Signed this ..... Day of....., 2018

Signature of Shareholder

Name of Shareholder: .....

Signature of Proxy holder(s)

Name of Proxy holder(s): .....



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**SILVER TOUCH TECHNOLOGIES LIMITED**

R.O. : 2nd Floor, Saffron, Nr. Panchvati Circle, Ambawadi, Ahmedabad - 380015.

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

**ATTENDANCE SLIP**

(To be presented at the entrance)

**24th ANNUAL GENERAL MEETING**

Thursday, 30.08.2018 AT 12:30 PM

at 10thFloor, Saffron, Nr. Panchvati Circle, Ambawadi, Ahmedabad - 380015.

DP ID-CLIENT ID: \_\_\_\_\_

Name of Member : \_\_\_\_\_ Signature : \_\_\_\_\_

Name of Proxy (If Any) \_\_\_\_\_ Signature : \_\_\_\_\_

**Note:**

1. Only Member/ Proxy holder can attend the meeting.
2. Member/ Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

**Route Map of AGM Venue of SILVER TOUCH TECHNOLOGIES LIMITED :**







## Software Services

---

We deliver custom software applications covering all phases right from implementation to post-production support and continually upgrade and modify them according to the current standards.

### Services We Offer

- > Application Development
- > Product Development / Re-Engineering
- > Outsourcing, Staff Augmentation Services
- > Consulting Services
- > Application Migration and Modernization
- > Application Support and Maintenance
- > Quality Assurance and Testing



**1000+** Applications Developed

## E-Governance Solutions

---

We offer new age citizen-centric solutions to the governments by combining emerging technologies; we aim to enhance transparency and responsiveness of the government & improve citizen services.

### Services We Offer

- > Application Development & Modernisation
- > Portal Development
- > BOOT Turnkey Projects
- > TSP & IITS Solution
- > NICS1 Roll Out Services
- > Manpower Services
- > Smart City Solutions



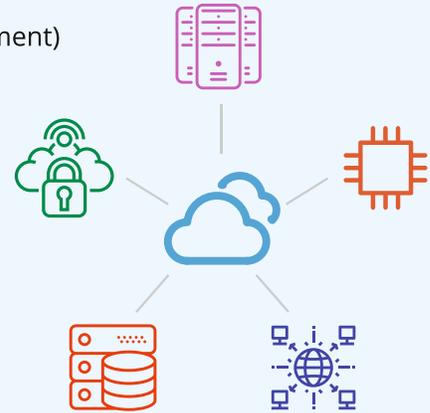
**2000+** Projects

# System Integration

Our integration specialists offer a variety of services ranging from planning to architecture design to actual deployment overcoming challenges in your business processes.

## Services We Offer

- > Servers and Storage Solutions (for ERP/HPC/Private Cloud Environment)
- > Cloud Solution (IAAS, PASS, Hybrid)
- > Hyper-converged Infrastructure-based Private Cloud
- > Virtualization and Mobility Solutions
- > Business Continuity Solution (DR/Backup/Mailing)
- > Audio and Video Solutions
- > Build & Manage Data Center Solutions
- > Video Surveillance
- > IT Security & Surveillance
- > Networking (LAN/WAN)
- > Managed IT Solutions (AMC & FMS)
- > Software Licensing



**1000+** Cores Deployed      **500pb+** Storage Capacity Delivered

## SAP Solutions (S4 HANA/R3/B1)

With an extensive SAP portfolio of 125+ Projects Globally and a thorough understanding of business processes, Silver Touch Technologies works with its customers to uncover their business potentials that drive growth, improves ROI and lowers risk.

## Services We Offer

- > SAP Point of Sales
- > License Procurement
- > Implementation & Training
- > Cloud Hosting
- > Mobility Solutions
- > Reporting & Analytics Dashboards
- > Support Services
- > Hardware Infrastructure (ECC/HANA)
- > Add-Ons - E-commerce Integration, GSTR, E-Way Bill, Shop Floor, QC, Warehouse Management, EXIM, Payroll & HRMS



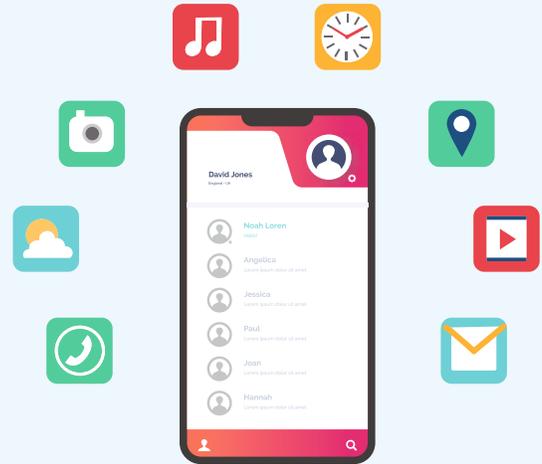
**125+** SAP Implementations

# Enterprise Mobile Applications

Our professional team of mobile application developers is capable of delivering quality customized solutions across multiple mobile platforms and meeting the clients' needs on time and budget.

## Services We Offer

- > Android, iOS & Windows Application Development
- > Native Application Development
- > Cross-Platform Mobile Apps - Xamarin
- > Progressive Mobile App Development
- > Mobile App Testing Services
- > Application Migration and Redesign



**500+** Mobile App Developed

# Digital Transformation

We help our customers to explore digital disruption and get benefit with latest technologies like Blockchain, Machine Learning, Artificial Intelligence, Big Data & Analytics. We provide POC, Innovation Services for Digital Transformation and do end-to-end development using these technologies.

## Blockchain

- > Solidity, ERC20 Token, Hyperledger, R3 Cordova
- > Private and Public Blockchain Networks
- > Enterprise and Government distributed Blockchain Application



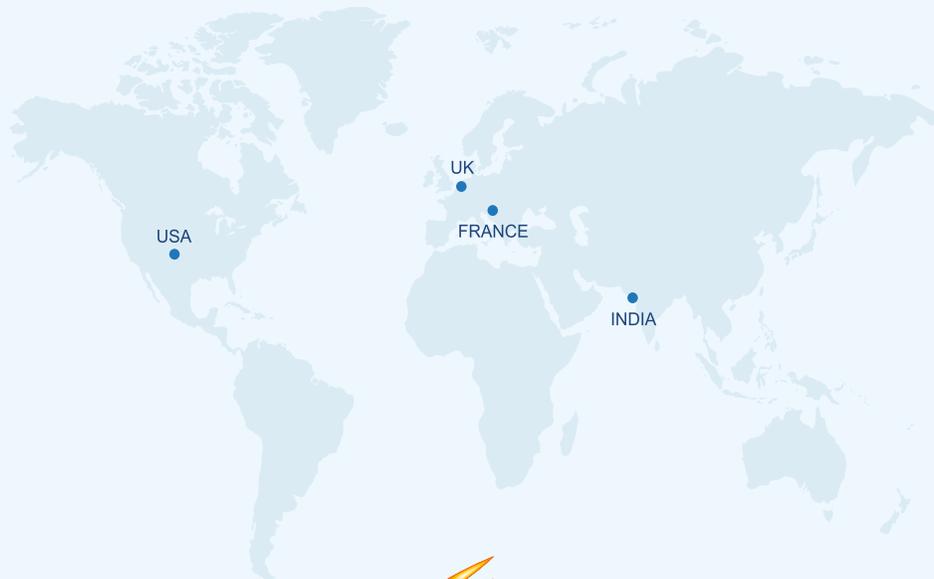
## Artificial Intelligence & Machine Learning

- > Google ML Kit, TensorFlow, Apache Singa, Microsoft CNTK
- > Torch, Keras, Pybrain, Apache PredictionIO, Caffe



## Big Data & Analytics

- > Hadoop, Hive, MongoDB, ZooKeeper
- > Cassandra, HBase, Spark, Sqoop, Redis
- > CouchDB, CouchBase, OrientDB, ArangoDB
- > Birt, Jasper, Business Objects, Crystal Reports & Lumira



**Silver Touch**  
TECHNOLOGIES

[www.silvertouch.com](http://www.silvertouch.com)

### Head Office

**Silver Touch Technologies Ltd.**  
2nd Floor, Saffron Tower,  
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Ph: +91-79-4002 2774/5/6  
[info@silvertouch.com](mailto:info@silvertouch.com)

### Branch Offices

**New Delhi**  
**Silver Touch Technologies Ltd.**  
1st Floor (1,2 & 3), 85A  
Rishyamook Building,  
Panchkuian Road,  
New Delhi - 110001  
Ph: +91-11-23748880/1/2/3

**Mumbai**  
**Silver Touch Technologies Ltd.**  
DBS Business Center,  
Office Suite, No. 249,  
2nd Floor, Raheja Chambers,  
Building No.213,  
Nariman Point, Mumbai - 400021  
Ph: +91-022-4050 9209

### Support Offices

Chandigarh  
Lucknow  
Kolkata  
Bangalore  
Baroda  
Surat

### International Offices

USA • UK • France



ISO 9001 • ISO 20000 • ISO 27001