



**SWITCHING  
TECHNOLOGIES  
GUNTHER LTD.**

REGISTERED OFFICE & WORKS :  
B-9 & B-10, Special Economic Zone (MEPZ)  
Kadapperi, Tambaram, Chennai- 600 045.  
Phone: 4321 9096/226 22460  
Fax : 91 - 44 - 22628271  
E - Mail : stgindia@stg-india.com  
CIN : L29142TN1988PLC015647  
GSTIN : 33AAACS5033J1ZL

885

Ref: BSE/SEC/885/2024

/Through BSE Listing Centre Online/

Date: 30/05/2024

The Corporate Relationship Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

BSE CODE: 517201

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2024  
pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2020 we hereby attach the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2024, issued by Ms.Shweta Singh, Practising Company Secretary.

We request you to take the above information on record.

Thanking You,

Yours faithfully,

For SWITCHING TECHNOLOGIES GUNTHER LIMITED

S.Ramesh

Company Secretary and Compliance Officer

ANNUAL SECRETARIAL COMPLIANCE REPORT ("Report") OF  
SWITCHING TECHNOLOGIES GUNTHER LIMITED  
(CIN: L29142TN1988PLC015647)  
FOR THE YEAR ENDED MARCH 31, 2024

To,  
Board of Directors  
Switching Technologies Gunther Limited  
Plots B-9 & B-10, Special Economic Zone (MEPZ), Kadapperi,  
Tambaram, Chennai - 600 045.

Dear Sirs,

I, Shweta Singh, Practicing Company Secretary, have examined:

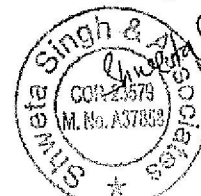
- (a) all the documents and records made available to me and the explanation provided by Switching Technologies Gunther Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing,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

year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

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

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (not applicable to the listed entity during the Review Period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable to the listed entity during the Review Period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (not applicable to the listed entity during the Review Period);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (not



applicable to the listed entity during the Review Period);

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

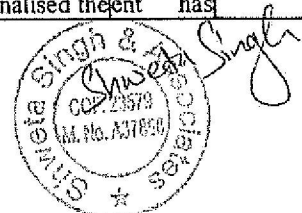
and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

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

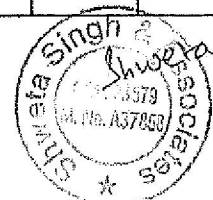
Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall disseminate certain information under an separate section on its website as required under Regulation 46 & 62 of SEBI (LODR) Regulation	Regulation 46 & 62 of SEBI (LODR) Regulation	The listed entity needs to update certain information and details as required under Regulations 46 & 62 of SEBI (LODR) Regulation on its website.	None			No fine has been imposed on the listed entity.	The Company has reported some information as per 46 & 62 of the SEBI (LODR) Regulation. However, the website information of the Company is not updated entirely in compliance with 46 & 62 of SEBI (LODR) Regulation.	The management has represented that the listed entity is taking steps to update the information and details as required under Regulation 46 & 62 of SEBI (LODR) Regulation on its website at the earliest and said	

									the delay was due to the server breakdown.
2.	The listed entity shall have a policy for the preservation of documents under Regulation 9 of SEBI (LODR) Regulation	Regulation 9 of SEBI (LODR) Regulation	The listed entity does not have a policy for the preservation of documents.	None			No fine has been imposed on the listed entity.	The listed entity has finalized the policy however, the same is pending to be adopted and approved by the board of directors as of the date of this Report.	The management has represented that the listed entity has finalized the said policy and the same shall be put for approval by the board in the upcoming board meeting.
3.	The listed entity shall have a policy on the materiality of related party transactions under Regulation 23 of SEBI (LODR) Regulation	Regulation 23 of SEBI (LODR) Regulation	The listed entity does not have a policy on the materiality of related party transactions.	None			No fine has been imposed on the listed entity.	The listed entity has finalized the policy however, the same is pending to be adopted and approved by the board of directors as of the date of this Report.	The management has represented that the listed entity has finalized the said policy and the same shall be put for approval by the board in the upcoming board meeting.
4.	The listed entity shall have a	Regulation 30(4) of SEBI	The listed entity does not have a	None			No fine has been imposed	The listed entity has finalized the	The management has



	policy for the determination of the materiality under Regulation 30(4) of SEBI (LODR) Regulation	(LODR) Regulation	policy for the determination of materiality.				on the listed entity.	policy however, the same is pending to be adopted and approved by the board of directors as of the date of this Report.	represent ed that the listed entity has finalized the said policy and the same shall be put for approval by the board in the upcoming board meeting.
5.	The listed entity shall have an Archival policy under Regulation 30 of SEBI (LODR) Regulation	Regulation 30 of SEBI (LODR) Regulation	The listed entity does not have an Archival policy.	None			No fine has been imposed on the listed entity.	The listed entity does not have an Archival policy.	The management has represented that the listed entity is making efforts to have Archival policy at the earliest.
6	The listed entity shall have a policy relating to, the remuneration of the directors, key managerial personnel and other employees as per Regulation 19(4) read with Part D of	Regulation 19(4) Part D of Schedule II of SEBI (LODR) Regulation	The listed entity does not have a policy relating to, the remuneration of the directors, key managerial personnel and other employees.	None			No fine has been imposed on the listed entity.	The listed entity has finalized the policy, however, the same is pending to be adopted and approved by the board of directors as of the date of this Report.	The management has represented that the listed entity has finalized the said policy and the same shall be put for approval by the board in the upcoming

	Schedule II of SEBI (LODR) Regulation								g board meeting.
7	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	The listed entity does not have a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.	None			No fine has been imposed on the listed entity.	The listed entity does not have the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.	The management has representative listed entity is making efforts to have a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
8	The listed entity shall formulate a code of conduct to regulate, monitor and report trading per Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading)	Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2016	The listed entity does not have a Code of Conduct.	None			No fine has been imposed on the listed entity.	The listed entity does not have the code of conduct.	The management has representative listed entity is making efforts to have code of conduct to regulate, monitor and report trading.

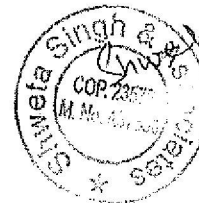


	Regulation s, 2015								
9.	The listed entity shall have a policy on diversity of the board of directors as per Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation	Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation	The listed entity does not have a policy on the diversity of the board of directors.	None			No fine has been imposed on the listed entity.	The listed entity does not have a policy on diversity of the board of directors.	The management has represented that the listed entity is making efforts to have a policy on diversity of the board of directors at the earliest.
10.	The listed entity shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommended to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees as per	Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation	The listed entity has not formulated any criteria to this effect.	None			No fine has been imposed on the listed entity.	The listed entity has not formulated any criteria to this effect.	The management has represented that the listed entity is making efforts to formulate a criteria for determining qualifications, positive attributes.

Shweta Singh  
 Shweta Singh & Associates  
 Peer Reviewed – Year 2022-23

House no-1, Birbal Road, 2<sup>nd</sup> Floor,  
 Jangpura Extension, New Delhi-110014  
 Contact: +91-8510091363  
 email: anushweta18@gmail.com

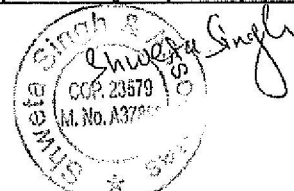
Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation									
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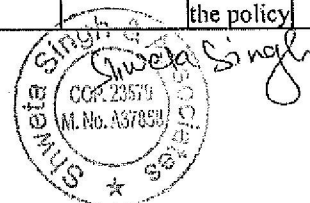


(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1	The listed entity shall disseminate certain information under a separate section on its website as required under Regulations 46 & 62 of SEBI (LODR) Regulation	Regulation 46 & 62 of SEBI (LODR) Regulation	The listed entity needs to update certain information and details as required under Regulations 46 & 62 of SEBI (LODR) Regulation on its website.	None	-	-	No fine has been imposed on the listed entity.	The listed entity is not updating its website as required under 46 & 62 of the SEBI (LODR) Regulation.	The management has represented that the listed entity is taking steps to update the said information and details as required under Regulation 46 & 62 of SEBI (LODR) Regulation on its website at the earliest and said the delay was due to the server breakdown.	
2	The listed entity shall have a policy for	Regulation 9 of SEBI (LODR)	The listed entity does not have a policy for the	None	-	-	No fine has been imposed on	The listed entity does not have a policy for	The management has represent	



	the preservation of documents under Regulation 9 of SEBI (LODR) Regulation	Regulation	preservation of documents.				listed entity.	the preservation of documents.	ed that the listed entity has finalized the policy and the same is pending to be adopted and approved by the board of directors as of the date of this Report.
3.	The listed entity shall have a policy on the materiality of related party transactions under Regulation 23 of SEBI (LODR) Regulation	Regulation 23 of SEBI (LODR) Regulation	The listed entity does not have a policy on the materiality of related party transactions.	None	-	-	No fine has been imposed on the listed entity.	The listed entity does not have a policy on the materiality of related party transactions	The management has represented that the listed entity has finalized the policy and the same is pending to be adopted and approved by the board of directors as of the date of this Report.
4.	The listed entity shall have a policy for the determination of materiality under	Regulation 30(4) of SEBI (LODR) Regulation	The listed entity does not have a policy for determination of materiality.	None	-	-	No fine has been imposed on the listed entity.	The listed entity does not have a policy for determination of materiality.	The management has represented that the listed entity has finalized the policy



	Regulation 30(4) of SEBI (LODR) Regulation								and the same is pending to be adopted and approved by the board of directors as of the date of this Report.
5.	The listed entity shall have an Archival policy under Regulation 30 of SEBI (LODR) Regulation	Regulation 30 of SEBI (LODR) Regulation.	The listed entity does not have an Archival policy.	None	-	-	No fine has been imposed on the listed entity.	The listed entity does not have an Archival policy.	The management has represented that the listed entity is making efforts to have an Archival policy at the earliest.
6.	The listed entity shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommended to the board of directors a policy relating to, the remuneration	Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation	The listed entity has not formulated any criteria to this effect.	None	-	-	No fine has been imposed on the listed entity.	The listed entity has not formulated any criteria to this effect.	The management has represented that the listed entity is making efforts to formulate criteria for determining qualifications, and positive attributes.

	on of the directors, key managerial personnel and other employees as per Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation								
7.	The listed entity shall have policy relating to, the remuneration of the directors, key managerial personnel and other employees as per Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation	Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation.	The listed entity does not have policy relating to, the remuneration of the directors, key managerial personnel and other employees.	None	-	-	No fine has been imposed on the listed entity.	The listed entity does not have a policy relating to, the remuneration of the directors, key managerial personnel and other employees.	The management has represented that the listed entity has finalized the policy and the same is pending to be adopted and approved by the board of directors as of the date of this Report.
8.	The listed entity shall have a policy on diversity of the board of directors as per Regulation	Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation.	The listed entity does not have policy diversity of board of directors.	None	-	-	No fine has been imposed on the listed entity.	The listed entity does not have a policy diversity of the board of directors.	The management has represented that the listed entity is making efforts to have a

19(4) read with Part D of Schedule II of SEBI (LODR) Regulation									policy on diversity of the board of directors at the earliest.
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I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013, and mandatorily applicable.	Yes	The listed entity has followed the SS, except for the following: <ol style="list-style-type: none"> <li>1. Time of conclusion of the committee meetings.</li> <li>2. Date of entry of minutes in the minutes books.</li> </ol>
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	No	The listed entity has only obtained the following policies: <ol style="list-style-type: none"> <li>1. Risk Management Policy</li> <li>2. Vigil mechanism /whistle blower policy.</li> </ol>

3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>● The listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under aseparate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li> </ul>	Yes	The listed entity is maintaining a website. However, all the disclosures as per the SEBI (LODR) Regulation are not maintained.
4.	<b>Disqualification of Director:</b> None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as other subsidiaries</li> </ul>	NA	The listed entity does not have any subsidiaries.
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	The listed entity is maintaining records; however, it does not have a Policy of Preservation of Documents and Archival policy.
7.	<b>Performance Evaluation:</b> The listed entity has conducted a performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	No	The listed entity has not conducted a performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year

8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	The listed entity has only taken Audit committee approval for all related party transactions. No other approval has been taken by the listed entity.
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	No	The listed entity has not given all the disclosures.
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	No	The Company was marked as SDD Non-Compliant by the Bombay Stock Exchange ("BSE"), therefore, the Company has received an email dated November 14, 2023, from the Bombay Stock Exchange to understand the process of structural digital database capturing at the company end and in the said relation wishes to conduct onsite inspection of SDD Software maintained by the company. In this regard, the officials of BSE conducted two inspections on

			maintained by the company. In this regard, the officials of BSE conducted two inspections on November 22, 2023, and April 15, 2024, respectively, and on being satisfied with the maintenance of SDD software and entry of UPSI into SDD software, has removed the status of non-compliant.
12.	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b></p> <p>In case of resignation of the statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of sections V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	-
13.	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	No additional non-compliance was observed for any SEBI regulation/circular/guidance note, etc.

For and on behalf of Shweta Singh & Associates



Shweta Singh  
 Membership No.: A37858  
 COP: 23579

Peer Review Certificate no. 5080/2023  
 Date: 28.05.2024  
 Place: New Delhi  
 UDIN: A037858F000471214