

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

Date: 30/05/2024

/Through BSE Listing Centre Online/

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 31st 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 31st 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

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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:

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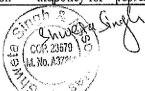
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

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	disseminat e certain informatio	n 46 & 62 of SEBI (LODR) Regulatio	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.	entity is not updating its website as required under 46 &	ent has represent ed that the listed entity is taking steps to	
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(LODR) Regulation		earliest.

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.	Secretarial Standards: 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: 1. Time of conclusion of the committee meetings. 2. Date of entry of minutes in the minutes books.
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	No	The listed entity has only obtained the following policies: 1. Risk Management Policy 2. Vigil mechanism /whistle blower policy.



3.	Maintenance and disclosures on Website: The listed entity is maintaining a functional website Timely dissemination of the documents/ information under aseparate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website		The listed entity is maintaining a website. However, all the disclosures as per the SEBI (LODR) Regulation are not maintained.
4.	Disqualification of Director: None of the Director(s) of the listed entity is/ aredisqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The listed entity does not have any subsidiaries.
Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
6.	Preservation of Documents: 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.		The listed entity is maintaining records; however, it does not have a Policy of Preservation of Documents and Archival policy.
7.	Performance Evaluation: 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.		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



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8.	(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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.	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. The listed entity has
9.	Disclosure of events or information: 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.	Yes	not given all the disclosures.
11.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Siock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided underseparate paragraph herein (**).	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

		C III	naintained by the company. In this egard, the officials of 3SE conducted two nspections 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.	Resignation of statutory auditors from the listed entity or its material subsidiaries:	NA	
	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 /	9	
 T. ¥	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.	, °™,	*
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non- compliance was observed for any SEBI regulation/circular/gui
			dance note, etc.

For and on tehalf of Shweta Singh & Associates

Shweta Singh 60 A37858

COP: 23579

Peer Review Certificate no. 5080/2023

Date: 28.05.2024 Place: New Delhi

UDIN: A037858F000471214