



**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 : L29142TN1988PLC01564Z
GSTIN : 33AAACS5033J1ZL

1017

Ref: BSE/SEC/1017/2020
Date: 30th July, 2020

/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, 2020
pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015

With reference to the subject cited above and 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, 2020, issued by GSR & Co., Company Secretaries, Chennai.

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

Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF
M/s. SWITCHING TECHNOLOGIES GUNTHER LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2020**

[Issued pursuant to SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2019]

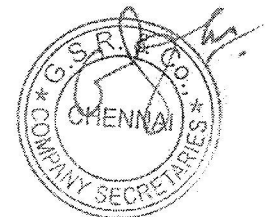
To
M/s. SWITCHING TECHNOLOGIES GUNTHER LIMITED
Plots B-9 & B-10, Madras Export Processing Zone (SEZ),
Kadapperi, Tambaram, Chennai - 600045, Tamil Nadu

We, **G.S.R. & CO.**, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Switching Technologies Gunther Limited (CIN: L29142TN1988PLC015647) ("the listed entity");
- (b) the filings / submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification;

for the year ended **31st March, 2020** ("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").



G.S.R. & Co.,
COMPANY SECRETARIES

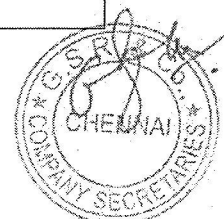
The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Other regulations as applicable

and circulars / guidelines issued thereunder wherever applicable and based on the above examination, We 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)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	The listed entity shall disseminate certain information under a separate section in its website as required under Regulation 46 of SEBI (LODR) Regulations, 2015.	The Company needs to update certain information and other details etc., on its website.	According to the explanations given to us, the Company is taking steps to update the said information and details etc., on its website at the earliest.

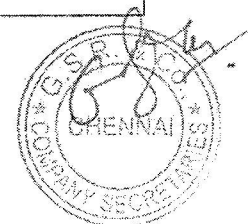


G.S.R. & Co.,
COMPANY SECRETARIES

2.	According to Regulation 19 of the SEBI (LODR) Regulations, a listed entity shall constitute its Nomination and Remuneration Committee consisting of atleast three non-executive directors.	The Company is yet to comply with this requirement with effect from 21.11.2019.	One of the Independent Directors of the Company who was member of the NRC had resigned from the Board with effect from 20.11.2019 and according to the information and explanations given to us, due to the present COVID-19 pandemic situation in the country, there has been delay in appointment and the Company is taking steps to comply with the said requirement by appointment and replacement of another Independent Director to the Board and NRC at the earliest.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken (Eg: fines, warning letter, debarment, etc.,)	Observations/ remarks of the Practicing Company Secretary, if any
NIL				



G.S.R. & Co.,
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	According to Regulation 6(1) of the SEBI (LODR) Regulations, a listed entity shall appoint a qualified Company Secretary as the Compliance Officer. The Company has not appointed a qualified Company Secretary as the Compliance Officer during the financial year.	31.03.2019	Mr. S. Ramesh, a qualified Company Secretary was appointed at the Board Meeting held on 30.03.2019 to act as Company Secretary and Compliance Officer of the Company with effect from 01.04.2019.	Since Mr. S. Ramesh, a qualified Company Secretary was appointed at the Board Meeting held on 30.03.2019 to act as Company Secretary and Compliance Officer of the Company with effect from 01.04.2019, therefore the requirement of the said regulation has been complied with by the Company with effect from 01.04.2019.

Place: Chennai
 Date : 24th June, 2020



For G.S.R. & Co.,
 COMPANY SECRETARIES

 G. SREENIVASA RAO
 (M.No.FCS-5691, C.P. No.4966)

UDIN: F005691B000372860