



**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

1675

Ref: BSE/SEC/1675/2021

/Through BSE Listing Centre Online/

Date: 29<sup>th</sup> June, 2021

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, 2021  
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 31<sup>st</sup> March, 2021, issued by GSR & Co., Practising 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

**SECRETARIAL COMPLIANCE REPORT OF**  
**M/s. SWITCHING TECHNOLOGIES GUNTHER LIMITED**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021**

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

To

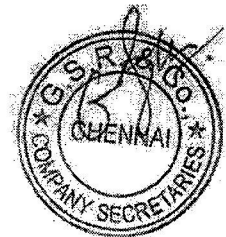
M/s. SWITCHING TECHNOLOGIES GUNTHER LIMITED  
Plots B-9& B-10, Madras Export Processing Zone (SEZ),  
Kadapperi, Tambaram, Chennai - 600045, Tamil Nadu

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

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

for the year ended 31<sup>st</sup> March, 2021 ("review period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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**

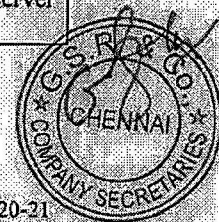
The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (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 and the said delay was due the server breakdown.



**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 complied with this requirement during the financial year w.e.f. 10.02.2021.	Two Independent Directors of the Company who were members of the NRC had resigned from the Company on 18.09.20 & 19.09.20. The Company subsequently appointed 2 Independent Directors on 11.11.2020 and appointed Chairman on 10.02.2021 and reconstituted the NRC with 2 Independent Directors and Chairman with effect from 10.02.2021.
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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.,**  
**COMPANY SECRETARIES**

(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.	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.	31.03.2020	The Company is taking steps to update the said information and details etc., on its website. The delay in updation in the website was due to the breakdown of the server.	The Company is taking steps to update the said information and details etc., on its website.
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.	31.03.2020	The Company appointed 2 Independent Directors and Chairman during the financial year 2020-21 and reconstituted NRC.	The Company appointed 2 Independent Directors during the financial year 2020-21 and reconstituted NRC on 10.02.2021 with composition of 2 Non-Executive Directors and Chairman of the Company.

Place: Chennai  
 Date : 28<sup>th</sup> June, 2021



For G.S.R. & Co.  
 COMPANY SECRETARIES  
 G. SREENIVASA RAO  
 (M.No.FCS-5691; C.P. No.4966)

UDIN: F005691C000532998