

Minutes of the 26th Annual General Meeting of the Company held on Thursday the 25th September 2014 at 2.30 p.m.at Hotel Grand Palace, 257, G.S.T Road, Chromepet, Near MIT Gate, Chennai 600 044.

- Present**
1. Mr. John D Rollo - Chairman
 2. Mr P Ramesh - Managing Director

Shareholders (15) , Proxies (7), present = 22 Nos.

1. Chairman

Mr. John Rollo Chairman of the Board of Directors took the Chair.

2. Quorum

The Chairman informed that the required quorum was present and called the meeting to order.

The Chairman declared that the Registers as per the statutory requirements including Register of Directors' shareholding are kept open at the meeting.

With the consent of the members present, the notice convening the 25th Annual General Meeting together with the Explanatory Statement circulated to the members were taken as read.

3. Chairman's Speech

Chairman read out his speech

4. Auditors Report

Chairman asked Mr.K V Bhashyam Chari, Advisor, to read out the auditors' report.

Mr.K V Bhashyam Chari, Advisor, read out the Auditors Report.

5. Adoption of Annual Accounts

Chairman proposed the following Resolution as an Ordinary Resolution

"Resolved that the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the period ended on that same date together with the Auditors' Report and the Directors' report thereon be and are hereby adopted"

Mr P Ramesh seconded the same.

Chairman said that the Resolution was duly proposed and seconded and invited the members to ask for any queries or clarifications on the accounts.

Distinguished members present were in-principle satisfied with the Accounts. No queries / clarifications on the accounts were raised by the members.

Chairman then put the Resolution to vote and the Resolution was passed unanimously.

6. Appointment of Mr. John D rollo:

Proposed by Mr.P.Ramesh, and seconded by Ms.A Chitra, the following Resolution was passed unanimously as an Ordinary Resolution.

"Resolved that Mr. John D.Rollo be and is hereby appointed as a Director of the Company."

7. Appointment of Auditors

Proposed by the Chairman and seconded by Mr P Ramesh the following Resolution was passed unanimously as an Ordinary Resolution.

"Resolved that M/s.M.L.Srinivasan & Associates, Chartered Accountant, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting at remuneration to be mutually agreed to between Mr John D Rollo, Chairman and them"

8. Vote of Thanks

Mr P Ramesh proposed vote of thanks to the Directors and shareholders who had attended the meeting.

There being no other business the Chairman terminated the meeting



Chairman



K.V. BHASHYAM CHARI, B.A., MIRPM, ACS, LLB.,
Advocate

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BY HAND

25th Sep 2014

To,

The Chairman
26th Annual General Meeting
Switching Technologies Gunther Ltd.
Chennai 600045

SUB : SCRUTINIZER'S REPORT ON E.VOTING & POLL

Sir,

1. I submit that, I was appointed by the esteemed board of the STG Ltd, Chennai (*hereinafter referred to as "the company" for brevity*) as a Scrutinizer on 08th July 2014, for the purpose of overseeing the E-voting and Polling process to be conducted during the 26th Annual General meeting, to be held on 25th Sep 2014.
2. I further submit that, M/s.Cameo Corporate Services Ltd, having its registered office at 01, Subramanian Building, Club House Road, Anna Salai, Chennai 600002, was appointed as service provider for extending E-voting facility to the share holders of the company for the period from 19th September to 21st September 2014. M/s. Cameo is also the Registrar and share transfer agent of the company.
3. I further submit that, notices were sent (through email and registered post) which contained the detailed procedures to be followed by the shareholders, who were desirous of casting their vote electronically as statutorily required.
4. I further submit that, the Share Transfer Register and Register of Members was closed from 23rd September 2014 to 25th September 2014 (both days inclusive), for the purpose of identifying share holders who will be entitled to vote on the resolutions placed for approval of share holders.
5. I further submit that, the company had released necessary advertisement on 22nd Aug 2014 in News today and Maalaichudar (English and Tamil daily respectively).



K.V. BHASHYAM CHARI, B.A., MIRPM, ACS, LLB
Advocate

6. I further submit that, at the end of the e-voting date on 21st September 2014, the voting portal of the service provider was blocked. The E-voting results were unblocked by the undersigned scrutinizer on 22nd Sep 2014 in the presence of two witnesses .
7. I further submit that, the chairman of the company had suo-motto called for a poll to facilitate the members present in the meeting, who could not participate in the e-voting to record their votes through poll process.
8. I further submit that, as a scrutinizer, the report of e-voting carried out by the shareholders was duly complied. In all, 03 (three) share holders holding total of 125 Nos. equity shares participated in e-voting process.
9. The result of e-voting process is as under :-

Item No. of Notice	Particulars of Business	No. of member Present for voting	Votes in favour of the resolution		Vote against the resolution		Invalid Votes	
			Nos.	% age	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an ordinary Resolution)	E.voting	03	125	100	Nil	Nil	Nil	Nil
	Poll	19	1505392	100	Nil	Nil	Nil	Nil
	Total	22	1505517	100	Nil	Nil	Nil	Nil
Item No. 2 of the Notice (As an ordinary Resolution)	E.voting	03	125	100	Nil	Nil	Nil	Nil
	Poll	19	1505392	100	Nil	Nil	Nil	Nil
	Total	22	1505517	100	Nil	Nil	Nil	Nil
Item No. 3 of the Notice (As an ordinary Resolution)	E.voting	03	125	100	Nil	Nil	Nil	Nil
	Poll	19	1505392	100	Nil	Nil	Nil	Nil
	Total	22	1505517	100	Nil	Nil	Nil	Nil

10. I further submit that, a compact disc containing list of e-voting share holders who voted for or against the resolutions is forwarded herewith.

11. I further submit that, all the three resolutions mentioned above were again placed for physical poll by the Chairman during the General Body Meeting. All the three resolutions were unanimously passed by the members of General Assembly.



K.V. BHASHYAM CHARI, B.A., MIRPM, ACS, LLB

Advocate

12. I further submit that poll papers and all other relevant records have been handed over to the Managing Director of the company for their safe keeping.

Thanking you,

Yours faithfully,

(K.V. BHASHYAM CHARI)
Advocate & Member Company Secretary
Bar Council No. MS/1400/2003
ACS No. : 20561

Encl: as above