

Minutes of the 27th Annual General Meeting of the Company held on Thursday the 24th September 2015 at 2.30 p.m.at Hotel Grand Palace, 257, G.S.T Road, Chromepet, Near MIT Gate, Chennai 600 044.

<u>Present</u>	1. Mr. John D Rollo	- Chairman
	2. Mr P Ramesh	- Managing Director
	3. Mr.A Jayaganesan Muthiah	- Additional Director

Shareholders 21 , Proxies 07, present = 28 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 26th 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 Resolutions by e.voting and Ballot system:

The following resolutions were put on vote through e.voting and ballot system.

ORDINARY BUSINESS – Ordinary Resolution:

- i. **To receive, consider and adopt the Audited Statement of Profit and Loss Account and Cash Flow Statement for the period ended 31st March 2015**

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and the Balance Sheet as on that date and the Reports of the Directors' and Auditors' thereon.

"Resolved that the Audited Balance Sheet as at 31st March 2015 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"

The above resolution was passed unanimously.

ii. Reappointment of Mr. Robert P.Romano as director who retires by rotation. The retiring director is eligible for re-appointment

"Resolved that Mr.Robert P.Romano be and is hereby appointed as a Director of the Company."

The above resolution was passed unanimously

iii. To Reappoint Auditors and to fix their remuneration.

"RESOLVED THAT pursuant to section 139 of the Companies Act, 2013 and the Rules made hereunder, the company hereby ratifies the appointment of M/s. M L Srinivasan & Associates, Chartered Accountants, Chennai, as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

The above resolution was passed unanimously.

SPECIAL BUSINESS - Special Resolution

iv. REAPPOINTMENT OF MR. P. RAMESH AS MANAGING DIRECTOR

"RESOLVED THAT pursuant to the provisions of sections, 2(94), 196, 197, 198, 203 and other applicable provisions, if any, of Companies Act, 2013 read with Schedule V to the Companies Act, 2013 along with other applicable provisions, if any, and rule made there under (including any statutory modification or re-enactment thereof for the time being enforce) and other requisite approvals in this regard, as the case may be and subject to the approval of the members of the company at the Annual General Meeting, consent of the Board be and is hereby accorded to reappoint Mr.P. Ramesh as the Managing Director of the company for a period of five years commencing from 24th July, 2015 to 23rd July, 2020, at a remuneration of Rs.778,153/- p.a (inclusive of all allowances and perquisites), besides yearly increment as recommended by the remuneration committee.

RESOLVED further that the Board of directors of the company be and is hereby authorized to do all such acts deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution."

J. N.

"Further Resolved that none of the directors are personally interested in the above resolution."

The above resolution was passed unanimously

v. AUTHORISATION TO DELIST THE COMPANY'S EQUITY SHARES FROM BOMBAY STOCK EXCHANGE

"Resolved that authority be and hereby accorded to delist the equity shares of the company from Bombay Stock Exchange bearing Security Code 517201 and ISIN INE311D01017 with immediate effect.

"Further Resolved that Mr.P Ramesh, Managing Director and Mr.John D Rollo Director are jointly and severally authorized to initiate necessary actions, sign the documents and to deal with the statutory authorities for delisting of shares"

"Further Resolved that none of the directors are personally interested in the above resolution."

The above resolution was passed by Majority.

ORDINARY BUSINESS / ORDINARY RESOLUTION

vi. REGULARISATION OF ADDITIONAL DIRECTOR MS. MARY PATRICIA GALASSO

"RESOLVED THAT Ms. Mary Patricia Galasso, who was appointed as an Additional Director with effect from 17.06.2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company."

The above resolution was passed by Majority

vii. REGULARISATION OF ADDITIONAL DIRECTOR Mr. A.JEYAGANESAN MUTHIAH

RESOLVED THAT Mr. A.Jeyaganesan Muthiah, who was appointed as an Additional Director with effect from 17.06.2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company."

The above resolution was passed unanimously

81

viii. APPROVAL OF COST AUDIT FEES FOR THE FINANCIAL YEAR 2015-16

"RESOLVED THAT consent of the members of the company be and are hereby accorded for appointment of Mr.CMA.John D. Nevin. Cost Accountants for conducting audit of Cost Accounts and Records for the Financial Year 2015-16 pursuant rule 3 & 4 of Companies (Cost Records and Audit) Rules, 2014 issued by Ministry of Corporate Affairs on 30 June 2014, at a fee of Rs.10,000/- excluding applicable Tax"

The above resolution was passed unanimously.

6. Vote of Thanks

Mr John Rollo 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//

Date: 26th Sep 2015

SCRUTINIZER'S REPORT ON E.VOTING & POLL

To

The Chairman
27th Annual General Meeting
Switching Technologies Gunther Ltd.
Chennai 600045

Sir,

Sub: Scrutinizer's report

1. I submit that I was appointed by the esteemed board of the company as a Scrutinizer on 08th July 2014, for the purpose of overseeing the E.voting and Polling process to be conducted during the 27th Annual General meeting to be held on 24th Sept, 2015.
2. I further submit that, M/s. Cameo Corporate Services Ltd., 1, 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 21st September to 23rd September 2015. M/s. Cameo is also the Registrar to the issue and share transfer agent for the company.
3. I further submit that Notices were sent (both; 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 18th September 2015 to 24th September 2015 (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 25.08.2015 in News today and Maalaichudar (English and Tamil daily)
6. I further submit that at the end of the e.voting date on 23rd September 2015 the voting portal of the service provider was blocked forthwith. The E.voting results were unblocked by me on 25.09.2015 in the presence of two witnesses .



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

Advocate

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 thro' 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, 08 (Eight) share holders holding total of 1573301 Nos. equity shares participated in e.voting process.
9. The result of e.voting & Polling process is as under:

Item No. of Notice	Particulars of Business	No. of members Present for voting		Votes in favour of the resolution		Vote against the resolution		Invalid Votes	
		Nos.	Nos.	% age	Nos.	% age	Nos.	% age	
Item No. 1 of the Notice (As an ordinary Resolution)	E.voting	16	1573301	100	Nil	Nil	Nil	Nil	
	Poll	14	30388	100	Nil	Nil	Nil	Nil	
	Total	30	1603689	100	Nil	Nil	Nil	Nil	
Item No. 2 of the Notice (As an ordinary Resolution)	E.voting	16	1573301	100	Nil	Nil	Nil	Nil	
	Poll	14	30388	100	Nil	Nil	Nil	Nil	
	Total	30	1603689	100	Nil	Nil	Nil	Nil	
Item No. 3 of the Notice (As an ordinary Resolution)	E.voting	16	1573301	100	Nil	Nil	Nil	Nil	
	Poll	14	30388	100	Nil	Nil	Nil	Nil	
	Total	30	1603689	100	Nil	Nil	Nil	Nil	
Item No. 4 of the Notice (As an ordinary Resolution)	E.voting	16	1573301	100	Nil	Nil	Nil	Nil	
	Poll	14	30388	100	Nil	Nil	Nil	Nil	
	Total	30	1603689	100	Nil	Nil	Nil	Nil	
Item No. 5 of the Notice (As an ordinary Resolution)	E.voting	16	1500657	--	72644	--	Nil	Nil	
	Poll	14	246	--	30132	--	Nil	Nil	
	Total	30	1500903	95.59	102776	04.41	Nil	Nil	
Item No. 6 of the Notice (As an ordinary Resolution)	E.voting	16	1504657	--	68644	--	Nil	Nil	
	Poll	14	30388	--	--	--	Nil	Nil	
	Total	30	1535045	95.71	68644	04.29	Nil	Nil	
Item No. 7 of the Notice (As an	E.voting	16	1573301	100	Nil	Nil	Nil	Nil	



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Advocate

ordinary Resolution)	Poll	14	30388	100	Nil	Nil	Nil	Nil
	Total	30	1603689	100	Nil	Nil	Nil	
Item No. 8 of the Notice (As an ordinary Resolution)	E.voting	16	1573301	100	Nil	Nil	Nil	Nil
	Poll	14	30388	100	Nil	Nil	Nil	Nil
	Total	30	1603689	100	Nil	Nil	Nil	Nil

10. I further submit that, the Resolution Nos 1 to 4, 7 and 8 have been passed unanimously. Resolution No. 5 and 6 have been passed by majority.
11. I further submit that, a compact disc containing list of e.voting share holders who voted for or against the resolutions is forwarded herewith.
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

Encl: as above