



**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

1091

Ref: STG/SE-MB/ 1091 /16
September 16,2016

/ Thro' Bse listing Centre - Online /

The Listing Officer
Listing Department
Department of Corporate Services
The Stock Exchange – Mumbai
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Sir,

We notify that the 28th AGM of the company has been concluded on
15th September 2016.

We are forwarding herewith the following:

- 1.Minutes of the Annual General Meeting held on 15.09.16
2. Report of the Scrutinizer
3. Voting Results in Annexure – I format under Regulation 44.

Thanking you,

For SWITCHING TECHNOLOGIES GUNTHER LTD.


P. RAMESH
COMPLIANCE OFFICER

Encl: as above

Minutes of the 28th Annual General Meeting of the Company held on Thursday the 15th September 2016, 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	- Director

Shareholders 19 , Proxies 2, present = 21 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 28th 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 2016**

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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 2016 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. John D Rollo as director who retires by rotation. The retiring director is eligible for re-appointment

"Resolved that Mr. John D Rollo 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 by majority.

6. The Queries:

The following members raised different queries and the same was suitably answered / clarified instantly upto their satisfaction.

a) Reason for reduced sales in the financial year 15-16 -

The August body was appraised that sales were low due to negligible orders for four months from October 2015 to January 2016, which has been recorded in the annual report as well.

b) What is the alternate solution for electricity problems: -

The August body was intimated that the company is contemplating to have its own Solar Power Plant and in this regard the talks are already on with the vendors providing installation of Solar Power Plants.

c) Why dividend is not being declared: -

The August body was intimated that the company had incurred huge loss in FY 2015-16. Hence, dividend could not be declared.

- d) TA - DA be paid to share holders to attend the Annual General Meeting: -
The August body was intimated that there is no provision for giving TA - DA to shareholders for attending AGM or EGM. Nevertheless, subject to financial viability, it was informed that for the shareholders in Chennai we will consider providing mini-bus at selected venues for pick up and drop subject to prior confirmation of participation from the shareholders.

7. 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, Advocate
B.A., M.I.R.P.M., LL.B, ACS
Plot No.92-B, Sree Nagar, 6th Cross Street, Kattupakkam
Chennai 600 056, Mobile No. 9003020650

//By hand//
Date: 16th Sep 2016

SCRUTINIZER'S REPORT ON E.VOTING & POLL

To

The Chairman
28th 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 28th Annual General meeting to be held on 15th Sept, 2016.
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 12th September to 14th September 2016. 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 09th September 2016 to 15th September 2016 (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 **18.08.2016** in News today and Maalaichudar (English and Tamil daily)
6. I further submit that at the end of the e.voting date on 14th September 2016 the voting portal of the service provider was blocked forthwith. The E.voting results were unblocked by me on 16.09.2016 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 thro' poll process.

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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 1502245 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.	% age	Nos.	% age	Nos.	% age
Item No. 1 of the Notice (As an ordinary Resolution)	E.voting	12	1502245	100	Nil	Nil	Nil	Nil
	Poll	08	76688	100	Nil	Nil	Nil	Nil
	Total	20	1578933	100	Nil	Nil	Nil	Nil
Item No. 2 of the Notice (As an ordinary Resolution)	E.voting	12	1502245	100	Nil	Nil	Nil	Nil
	Poll	08	76688	100	Nil	Nil	Nil	Nil
	Total	20	1578933	100	Nil	Nil	Nil	Nil
Item No. 3 of the Notice (As an ordinary Resolution)	E.voting	12	1502245	100	Nil	Nil	Nil	Nil
	Poll	08	76687	99.999	01	0.001	Nil	Nil
	Total	20	1578932	99.999	01	0.001	Nil	Nil

10. I further submit that, the Resolution Nos. 1 to 2, have been passed unanimously and Resolution No.3 has 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

SWITCHING TECHNOLOGIES GUNTHER LIMITED (517201)

VOTING RESULTS

A) Details of Proceedings of the Meeting	
DATE OF AGM	15/09/2016
Total Number of shareholders on record date	3560
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	20
No. of Shareholders present in the meeting through Video Conferencing:	
Promoters and Promoter Group:	Not applicable
Public:	



for Switching Technologies Gunther Ltd.

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B) RESULTS OF THE MEETING

Sl.No.	Agenda	Resolution required: (Ordinary / Special)	Mode of Voting	Remarks
1	Adoption of Balance Sheet, Statement of Profit and Loss Account and the Reports of the Board of Directors and Auditors for the financial year ended March 31, 2016	Ordinary	e-Voting and Ballot Paper at AGM	Passed Unanimously
2	Appointment of Director in the place of Mr. John D. Rollo, who retires by rotation and being eligible, seeks re-appointment	Ordinary	e-Voting and Ballot Paper at AGM	Passed Unanimously
3	Reappointment of M/s. M L Srinivasan & Associates, Chartered Accountants as the Auditors of the company	Ordinary	e-Voting and Ballot Paper at AGM	Passed with Majority



For Switching Technologies Gunther Ltd

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1. Adoption of Balance Sheet, Statement of Profit and Loss Account and the Reports of the Board of directors and Auditors for the Financial year ended March 31, 2016

Resolution required: (Ordinary / Special)		Ordinary													
Whether Promoter / promoter group are interested in the agenda / resolution?		No													
Category	Mode of Voting	No. of share held	No. of votes polled	% of votes polled on Outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and	E-Voting	1500000	1500000	100.00	1500000	0	100.00	0.00	0	0	100.00	1500000	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00	0	0	0.00	0	0	0.00	0.00
Promoter Group	Total	1500000	1500000	100.00	1500000	0	100.00	0.00	0	0	100.00	1500000	0	100.00	0.00
Public -	E-Voting	0	0	0.00	0	0	0.00	0.00	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00	0	0	0.00	0	0	0.00	0.00
Institutions	Total	0	0	0.00	0	0	0.00	0.00	0	0	0.00	0	0	0.00	0.00
Public - Non	E-Voting	2245	2245	100.00	2245	0	100.00	0.00	2245	0	100.00	2245	0	100.00	0.00
	Poll	76688	76688	100.00	76688	0	100.00	0.00	76688	0	100.00	76688	0	100.00	0.00
Institutions	Total	78933	78933	100.00	78933	0	100.00	0.00	78933	0	100.00	78933	0	100.00	0.00



For Switching Technologies Gunther Ltd.

COMPLIANCE OFFICER

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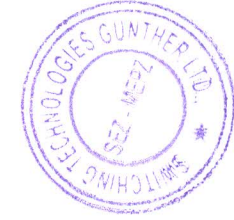
2.Appointment of Director in the place of Mr.John D. Rollo, who retires by rotation and being eligible ,seeks re-appointment Resolution required: (Ordinary / Special)									
Whether Promoter / promoter group are interested in the agenda /resolution?									
Ordinary									
No									
Category	Mode of Voting	No. of share held	No. of votes polled	% of votes polled on Outstanding shares	No. of votes - in favour	No. of votes - against	% of votes favour on votes polled	% of votes against on votes polled	
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	1500000	1500000	100.00	1500000	0	100.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Total	1500000	1500000	100.00	1500000	0	100.00	0.00	
Public - Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Total	0	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting	2245	2245	100.00	2245	0	100.00	0.00	
	Poll	76688	76688	100.00	76688	0	100.00	0.00	
	Total	78933	78933	100.00	78933	0	100.00	0.00	



For Switching Technologies Gunther Ltd.

 COMPLIANCE OFFICER

3.Reappointment of M/s. M L Srinivasan & Associates, Chartered Accountants as the Auditors of the company									
Resolution required: (Ordinary / Special)									
Whether Promoter / promoter group are interested in the agenda /resolution?									
Category	Mode of Voting	No. of share held	No. of votes polled	% of votes polled on Outstanding shares	Ordinary				
					No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	No
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6)= $[(4)/(2)]*100$	(7)= $[(5)/(2)]*100$	
Promoter and Promoter Group	E-Voting	1500000	1500000	100.00	1500000	0	100.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Total	1500000	1500000	100.00	1500000	0	100.00	0.00	
Public - Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Total	0	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting	2245	2245	100.00	2245	0	100.00	0.00	
	Poll	76688	76688	100.00	76687	1	100.00	0.00	
	Total	78933	78933	100.00	78932	1	100.00	0.00	



For Switching Technologies Gunther-Ltd.

COMPLIANCE OFFICER