



**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

213

Ref: BSE/SEC/213/2019
Date: 30th May, 2019

/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, 2019
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, 2019 we hereby attach the Annual Secretarial Compliance Report for the year ended 31st March, 2019, 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
M.No.10646

Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF
M/s. SWITCHING TECHNOLOGIES GUNTHER LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2019**

[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, 2019 ("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").



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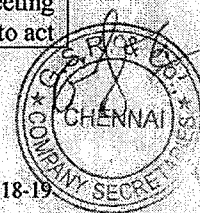
The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (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:-

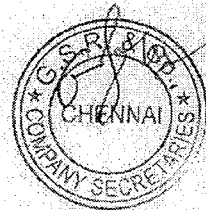
Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	According to Regulation 6(1) of the SEBI (LODR) Regulations, a listed entity shall appoint a qualified Company Secretary as the Compliance Officer.	The Company has not appointed a qualified Company Secretary as the Compliance Officer during the financial year.	According to the explanation given to us, the Managing Director of the Company was acting as Compliance Officer during the financial year. Mr. S. Ramesh, a qualified Company Secretary was appointed at the Board Meeting held on 30.03.2019 to act



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			as Company Secretary and Compliance Officer of the Company with effect from 01.04.2019. Hence, the requirement of the said regulation has been complied with by the Company with effect from 01.04.2019.
2.	The listed entity shall submit quarterly standalone financial results along with Audit Report along with financial results as per Regulation 33 of SEBI (LODR) Regulations, 2015.	The Company omitted to submit Audit Report along with financials for the quarter and year ended 31 st March, 2018.	The Company has contravened the provisions of the said regulation by omitting to submit the audit report along with the financial results for the quarter and year ended 31 st March, 2018. We have been informed that the Company paid a fine of Rs.1,29,210/- imposed by BSE for non-compliance of the above regulation.
3.	The listed entity shall give prior intimation to stock exchange about the meeting of board of directors as required under Regulation 29 of the SEBI (LODR) Regulations, 2015.	The Company did not submit prior intimation of Board Meeting held on 31.10.2018 within the timelines as specified in the said regulation.	The Company replied to the Stock exchange explaining the reason for omission of such prior intimation and seeking for waiver of fine levied.
4.	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 need to update certain information and other items on its website etc.,	According to the explanations given to us, the Company is taking steps to update of the said information and filings etc., on its website at the earliest.

(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.



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(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
1.	BSE Letter dated 12.02.2019	Regulation 6(1) Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	Fine levied was Rs.1,08,560/- (including GST)	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. Hence, the requirement of the regulations has been complied with by the Company with effect from 01.04.2019. Explaining the above compliance, the Company replied to the Stock Exchange on 25.05.2019 seeking waiver of fine.
2.	BSE Letter dated 12.11.2018	Regulation 29(2)/29(3) Delay in furnishing prior intimation about the meeting of the Board of Directors	Fine levied was Rs.11,800 (including GST)	The Company replied to the Stock exchange explaining the reason for omission of such prior intimation and seeking for waiver of fine levied.

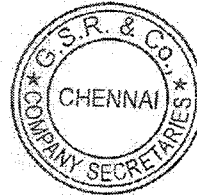


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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

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
Not Applicable				

Place: Chennai
Date : 30th May, 2019



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

G. Sreenivasa Rao
G. SREENIVASA RAO
(M.No.FCS-5691; C.P. No.4966)