



**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

2222

Ref: BSE/SEC/2222/2022

/Through BSE Listing Centre Online/

Date: 1st June, 2022

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, 2022
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 31st March, 2022, issued by Ms.Shweta Singh, Practising Company Secretary.

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
SWITCHING TECHNOLOGIES GUNTHER LIMITED
FOR THE YEAR ENDED MARCH 31, 2022**

To,
Switching Technologies Gunther Limited
Plots B-9 & B-10, Special Economic Zone (MEPZ), Kadapperi,
Tambaram, Chennai - 600 045.

I, Shweta Singh, Practising Company Secretary, have examined:

- (a) all the documents and records made available to us and the explanation provided by Switching Technologies Gunther Limited ("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 March 31, 2022 ("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");

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) Companies Act, 2013 ("the Act");
- (j) Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") with respect to board and general meetings (other regulations as applicable) and circulars/ guidelines issued thereunder;

and based on the above examination, I 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 Practising 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) Regulation.	The Company needs to update certain information and other details etc. on its website.	According to the explanation given to me, the Company is taking steps to update the said information and details etc. on its website at the earliest and said delay was due to the server breakdown.
2.	The listed entity shall have Vigil Mechanism/Whistle Blower Policy under Regulation 22 of SEBI (LODR) Regulation	The Company did not have a Vigil Mechanism/Whistle Blower Policy.	According to the explanation given to me, the Company is making efforts to have a Vigil Mechanism/Whistle Blower Policy in the Company at the earliest.
3.	The listed entity shall have Risk Management Policy as per Section 134(3)(n) of the Act.	The Company did not have a Risk Management Policy.	According to the explanation given to me, the Company is making efforts to have a Risk Management Policy in the Company at the earliest.
4.	As per SS-1, the drafts minutes should be circulated to all the directors within 15 days from the date of the board meeting.	The Company during the Review Period did not circulate the draft minutes to the directors.	According to the explanation given to me, the said error was inadvertent and the Company shall ensure

Shweta Singh
Practising Company Secretary

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			to circulate the draft minutes going forward.
5.	As per SS-1, the circular resolution should be serially numbered.	The Company did not number the circular resolution passed during Review Period.	According to the explanation provided to me, the said error was inadvertent and that the Company shall ensure to follow the SS-1 going forward.
6.	As per Section 134(3)(p) of the Act, a company shall include a statement indicating the manner in which formal annual evaluation of the performance of the Board, its Committees and of individual directors has been made in its board report.	The Company did not include any statement to this effect in its board report.	According to the explanation provided to me, the said error was inadvertent and that the Company shall ensure to include the statement in its future board reports.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/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 E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
NIL				

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

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1.	Two (02) Independent Directors on the	-	The Company had appointed the independent	The Company had appointed the independent

	Board of the Company had resigned from the Company on 18.09.2020 & 19.09.2020 thereby falling below the minimum number of Directors required in case of a public company under Section 149(1) of the Companies Act, 2013. The Company subsequently appointed Two (02) Independent Directors on 11.11.2020 and complied with the provisions of the Act. The Management informed that due to the COVID pandemic situation prevailing at that point of time, it took them less than two months time to induct new independent directors and the delay in appointing new directors was not intentional.		directors within the time period as specified under law.	directors within the time period as specified under law.
2.	Two Independent Directors of the Company who were members of the NRC had resigned from the Company on 18.09.2020 & 19.09.2020. The Company subsequently appointed 02 (Two) Independent Directors on	Two Independent Directors of the Company who were members of the NRC had resigned from the Company on 18.09.2020 & 19.09.2020. The Company subsequently appointed 02 (Two) Independent Directors on	The Company had reconstituted the NRC committee during the FY 2020-21.	The Company had complied with the requirement of law in relation to the constitution of NRC committee.

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	11.11.2020 and appointed Chairman on 10.02.2021 and reconstituted the NRC with 02 (Two) Independent Directors and Chairman with effect from 10.02.2021. The Management had informed that due to the COVID pandemic situation prevailing at that point of time, it took them less than two months time to induct new independent directors and the delay in appointing new directors was not intentional.	11.11.2020 and appointed Chairman on 10.02.2021 and reconstituted the NRC with 02 (Two) Independent Directors and Chairman with effect from 10.02.2021.		
3.	—	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 is taking steps to update the said information and details etc. on its website. The delay in updation on 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.

Signature: Shweta Singh Digitally signed by Shweta Singh

Date: June 01, 2022

Shweta Singh
ACS No.: 37858
C P No.: 23579
UDIN: A037858D000445628