

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

366

Ref: BSE/SEC/366/2023

Date: 30/05/2023

/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, 2023 pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015

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, 2023, issued by Ms.Shweta Singh, Practising Company Secretary.

We wish to bring to your kind notice that we were not able to file the Annual Secretarial Compliance Report in XBRL format as there was no XBRL Excel Utility in BSE Listing Website and also in the E-filing menu. In this context, when we contacted your XBRL Helpdesk, they also checked and confirmed that there is no XBRL Excel Utility available enabling us to file the Annual Secretarial Compliance Report in XBRL mode.

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

House no-1, 2nd Floor, Jangpura Extension, New Delhi Contact: +91-8510091363

ANNUAL SECRETARIAL COMPLIANCE REPORT OF SWITCHING TECHNOLOGIES GUNTHER LIMITED (CIN: L29142TN1988PLC015647) FOR THE YEAR ENDED MARCH 31, 2023

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

Dear Sirs,

- I, Shweta Singh, Practicing Company Secretary, have examined:
 - (a) all the documents and records made available to me and 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, 2023 ("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 and Sweat Equity) Regulations, 2021;
- (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 Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;



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I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|------------|--|----------------------------------|---|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | _ |
| 2. | Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | No | The listed entity has only obtained the following policies: 1. Risk Management Policy 2. Vigil mechanism /whistle blower policy. |
| 3. | Maintenance and disclosures on Website: The listed entity is maintaining a functional website Timely dissemination of the documents/ information under aseparate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website | Yes | The listed entity is maintaining website. However, all the disclosures as per the SEBI (LODR) Regulation is not maintained. |
| 4. | Disqualification of Director: None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | - |
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | NA | The listed entity does not have any subsidiary. |
| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PGS* |



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| 2 | | Yes | The listed entity is |
|------------|---|----------------------------------|--|
| 3. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | | maintaining records, however, it does not have Policy of Preservation of Documents and Archival policy. |
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | No | The listed entity has not conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year |
| 8. | (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | Yes | |
| 9. | | No | The listed entity has failed to timely update the website. |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | - |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided underseparate paragraph herein (**). | Yes | - |
| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
| J2. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | NA | No additional non- compliance observed for any SEB1 regulation/circular/guida nce note etc. |



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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|------------|--|----------------------------------|--|
| 1. | Compliances with the following conditions while appointing/re-ap | pointing an auditor | Paramana spring of the Company of th |
| | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ auditreport for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the lastquarter of such financial year as well as the auditreport for such financial year. | NA | The auditor V.V. Kal & Co. was appointed t perform the audit for th FY 2021-22, and the were holding the offic till the conclusion of Annual General Meeting held of September 28, 2022 However, the Listed isted entity has reappointed the auditor it the said Annual General Meeting. Further, the auditor has issued the limite review/ audit report for all the quarters of the FY 2021-22 includin audit report for sucfinancial year. |
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the AuditCommittee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability ofinformation / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting forthe quarterly Audit Committee meetings. | No | The Auditor has not reported any issue to this effect. |
| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |



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| | b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, | NA | The auditor has not resigned; however, their office was valid till the |
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| | along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the listed entity, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable. | | conclusion of Annual General Meeting held on September 28, 2022. Further, in the said Annual General Meeting the auditors has been re-appointed. |
| | c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. | | |
| | ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor. | | |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019. | NA | The auditor has not resigned; however, their office was valid till the conclusion of Annual General Meeting held on September 28, 2022. Further, in the said Annual General Meeting the auditors have been re-appointed. |

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelinesissued thereunder, except in respect of matters specified below:

| Sr. No. | Com- pliance Require- ment (Regu- lations/ circulars/ guide- lines including specific clause) | Regu- lation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Man- age- ment Re- sponse | Re- marks |
|------------|---|-------------------------------------|------------|-----------------------|-------------------|-------------------------|----------------|---|---------------------------------------|--------------|
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| Con | act: | +91 | -851 | 009 | 1363 |
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| the remuneration of the | with Part D of Schedule II of SEBI (LODR) | entity does not have policy relating to, the remuneration of the directors, key | None | - | imposed on the listed entity. | entity does not have policy relating to, the remuneration | | |
|--|---|--|------|---|-------------------------------------|--|---|--|
| directors, key managerial personnel and other employees as per Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation. | Regulation. | managerial personnel and other employees. | | | | directors, key managerial personnel and other employees. | making efforts to have policy relating to, the remunerati on of the directors, key manageria I personnel and other employees at the carliest. | |
| entity shall have policy on diversity of board of directors as per | with Part D of Schedule II | entity does not have policy diversity of | None | - | imposed on the listed entity. | The listed entity does not have policy diversity of board of directors. | The manageme nt has represente d that the listed entity is making efforts to have policy on diversity of board of directors at the earliest. | |



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

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regu- lation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Man- age- ment Re- sponse | Re- marks |
|------------|---|-------------------------------------|--|-----------------------|-------------------|-------------------------|-------------------------------------|---|--|--------------|
| | entity shall disseminate | (LODR) Regulation. | The listed entity needs to update certain information and other details etc. on its website. | | - | | imposed on the Listed Entity. | entity needs to update certain information and other details etc. on its website. | manageme nt had represente d that listed | |
| 2. | entity shall | Regulation. | entity does not have a Vigil Mechanism/W | Mechanis | - | - | - | The listed entity has a Vigil Mechanism/ Whistle Blower Policy. | 1 | |



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Place: New Delhi Date: May 30, 2023

Signature: Shweta Singh CP No.: 23579 M No. A37858 UDIN: A037858E000422572