



**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

412

Ref: BSE/SEC/412/2023

/Through BSE Listing Centre Online/

Date: 27/06/2023

The Corporate Relationship Department

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai 400 001

BSE CODE: 517201

Dear Sir/Madam,

Sub: Revised Annual Secretarial Compliance Report for the year ended 31st March, 2023 submitted pursuant to Clarification on Compliance of Reg.3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Ref: Mail dt.14/06/2023 received from Mr.Yash Gala, AM, Listing Compliance, BSE Limited, Mumbai

With reference to the captioned subject and the mail, please find attached the revised Annual Secretarial Compliance Report (ASCR) Report, issued by Ms.Shweta Singh, Practising Company Secretary, incorporating the corrections.

We regret for the inconvenience caused and kindly request you to take the revised ASCR Report in your records.

Thanking You,

Yours faithfully,

For SWITCHING TECHNOLOGIES GUNTHER LIMITED

S.Ramesh

Company Secretary and Compliance Officer

Shweta Singh
Practicing Company Secretary

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;



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 a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs 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 PCS*
6.	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.	Yes	The listed entity is 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.	Related Party Transactions: (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.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	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.	No	The listed entity is maintaining structured digital database software; however, the Company has not entered the details of Financial Results in the structured digital database assuming that disclosure of Financial Results is not considered as unpublished price sensitive information.

Shweta Singh
Practicing Company Secretary

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

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 under separate paragraph herein (**).	Yes	
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
12.	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 SEBI regulation/circular/guidance note etc.



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-appointing an auditor		
	<p>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</p> <p>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</p> <p>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.</p>	NA	<p>The auditor V.V. Kale & Co. was appointed to perform the audit for the FY 2021-22, and they were holding the office till the conclusion of Annual General Meeting held on September 28, 2022. However, the Listed entity has re-appointed the auditor in the said Annual General Meeting.</p> <p>Further, the auditor has issued the limited review/ audit report for all the quarters of the FY 2021-22 including audit report for such financial year.</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / 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 for the quarterly Audit Committee meetings.</p>	No	The Auditor has not reported any issue to this effect.
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*

	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, 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.</p> <p>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.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>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.</p>	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 has been re-appointed.
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 has been re-appointed.

(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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

1. The listed entity shall disseminate certain information under a separate section on its website as required under Regulation 46 & 62 of SEBI (LODR) Regulation.	Regulation 46 & 62 of SEBI (LODR) Regulation.	The listed entity needs to update certain information and details as required under Regulation 46 & 62 of SEBI (LODR) Regulation. on its website.	None	-	-	Advisory/warning letter per instance of non-compliance per item ₹10,000 per instance for every additional advisory/warning letter exceeding the four advisory/warning letters in a financial year. However, no fine has been imposed on the listed entity.	The listed entity is not updating its website as required under 46 & 62 of SEBI (LODR) Regulation.	The management has represented that the listed entity is taking steps to update the said information and details as required under Regulation 46 & 62 of SEBI (LODR) Regulation on its website at the earliest and said the delay was due to the server breakdown.
2. The listed entity shall have policy for preservation of documents under Regulation 9 of SEBI (LODR) Regulation.	Regulation 9 of SEBI (LODR) Regulation.	The listed entity does not have a policy for preservation of documents.	None	-	-	No fine has been imposed on the listed entity.	The listed entity does not have a policy for preservation of documents.	The management has represented that the listed entity is making efforts to have a policy for preservation of documents in the listed entity at the earliest.
3. The listed entity shall have a policy on materiality of related party transactions under Regulation	Regulation 23 of SEBI (LODR) Regulation.	The listed entity does not have policy on materiality of related party transactions.	None	-	-	No fine has been imposed on the listed entity.	The listed entity does not have a policy on materiality of related party transactions.	The management has represented that the listed entity is making efforts to have a

	23 of SEBI (LODR) Regulation.								policy on materiality of related party transactions at the earliest.	
4.	The listed entity shall have policy for determination of materiality under Regulation 30(4) of SEBI (LODR) Regulation.	Regulation 30(4) of SEBI (LODR) Regulation.	The listed entity does not have policy for determination of materiality.	None		-	No fine has been imposed on the listed entity.	The listed entity does not have policy for determination of materiality.	The management has represented that the listed entity is making efforts to have a policy for determination of materiality at the earliest.	
5.	The listed entity shall have Archival policy under Regulation 30 of SEBI (LODR) Regulation.	Regulation 30 of SEBI (LODR) Regulation.	The listed entity does not have Archival policy.	None		-	No fine has been imposed on the listed entity.	The listed entity does not have Archival policy.	The management has represented that the listed entity is making efforts to have Archival policy at the earliest.	
6.	The listed entity shall formulate the criteria for determining qualification, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors,	Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation.	The listed entity has not formulated any criteria to this effect.	None		-	No fine has been imposed on the listed entity.	The listed entity has not formulated any criteria to this effect.	The management of listed entity has represented to formulate the criteria as required under Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation at the earliest.	

	key managerial personnel and other employees as per Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation.									
7.	The listed entity shall have policy relating to, the remuneration of the directors, key managerial personnel and other employees as per Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation.	Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation.	The listed entity does not have policy relating to, the remuneration of the directors, key managerial personnel and other employees.	None		-	No fine has been imposed on the listed entity.	The listed entity does not have policy relating to, the remuneration of the directors, key managerial personnel and other employees.	The management has represented that the listed entity is making efforts to have policy relating to, the remuneration of the directors, key managerial personnel and other employees at the earliest.	
8.	The listed entity shall have policy on diversity of board of directors as per Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation.	Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulation.	The listed entity does not have policy diversity of board of directors.	None		-	No fine has been imposed on the listed entity.	The listed entity does not have policy diversity of board of directors.	The management has represented that the listed entity is making efforts to have policy on diversity of board of directors at the earliest.	

(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)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall disseminate certain information under a separate section in its website as required under Regulation 46 of SEBI (LODR) Regulation.	Regulation 46 of SEBI (LODR) Regulation.	The listed entity needs to update certain information and other details etc. on its website.	None	-	-	No fine has been imposed on the Listed Entity.	The listed entity needs to update certain information and other details etc. on its website.	The management had represented that listed entity 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.	Regulation 22 of SEBI (LODR) Regulation.	The listed entity does not have a Vigil Mechanism/Whistle Blower Policy.	The listed entity has duly adopted a Vigil Mechanism/Whistle Blower Policy.	-	-	-	The listed entity has a Vigil Mechanism/Whistle Blower Policy.		

3.	The listed entity shall have Risk Management Policy Regulation 21 read with Part D of Schedule II of SEBI (LODR) Regulation.	Regulation 21 read with Part D of Schedule II of SEBI (LODR) Regulation.	The listed entity does not have Risk Management Policy.	The listed entity has duly adopted a Risk Management Policy.	-	-	-	The listed entity has a Risk Management Policy.	
4.	SS-1: The drafts minutes should be circulated to all the directors within 15 days from the date of the board meeting.	Clause 7.4 of SS-1	The listed entity did not circulate the draft minutes within 15 days from the date of the board meeting.	The listed entity is duly circulating the SS-1 minutes with respect to circulation of draft minutes within 15 days from the date of the board meeting.	-	-	-	The listed entity has been circulating the draft minutes within 15 days from the date of the board meeting.	The listed entity has not had representative and that the said error was inadvertent and the listed entity shall ensure to circulate the draft minutes going forward.
5.	SS-1: Each circular resolution should be serially numbered.	Clause 6.3 of SS-1	The listed entity is not serially numbering the circular resolution passed during the financial year.	The listed entity is duly following the SS-1 as applicable for circular resolution.	-	-	-	The listed entity is serially numbering the circular resolution passed during the financial year.	The listed entity has not had representative and that the said error was inadvertent and that the listed entity shall ensure to follow the SS-1 going forward.

Place: New Delhi

Date: June 26, 2023

Signature:

ACS Shweta Singh

CP No.: 23579 M No. A37858

UDIN: A037858E000503061

