



**SWITCHING TECHNOLOGIES GÜNTHER LIMITED**

**31st Annual Report and Accounts 2019**



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Switching Technologies Gunther Limited  
Plots B9 & B10  
Special Economic Zone (MEPZ)  
Kadapperi, Tambaram  
Chennai – 600 045.  
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Website : www.stg-india.com



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Tel : (0) 32 12 390400  
Fax : (0) 32 12 235754  
Email : info@comus.be  
Website : www.comus.be



Computer Components, Inc  
18-B Kripes Rd.  
P.O. Box 1378  
East Granby, CT 06026  
Tel : (0) 860-653-9909  
Fax : (0) 860-653-9901  
Email : info@relays-unlimited.com  
Website : www.relays-unlimited.com



Comus Europe Limited  
Unit 7, Rice Bridge Industrial Estate  
Thorpe-Le-Soken, Essex, England  
CO16 0HL  
Tel : (0) 44 1255 862236  
Fax : (0) 44 1255 862014  
Email : sales@comuseurope.co.uk  
Website : www.comuseurope.co.uk

## Sensing the World's needs

Assembly and  
technology finely matched to  
offer both standard and custom  
switch and sensor products  
to industry

Bauteile und Technologie wurden soweit in  
Einklang gebracht, daß sowohl für  
Standard-Schalter und  
Schalter-Sonderanfertigungen als auch für  
Sensor-Produkte auf dem Markt angeboten  
werden können

Les assemblages et la technologie ont été  
accordés pour qu'ils puissent être offerts sur  
le marché non seulement pour les  
interrupteurs standards et spéciaux mais  
encore pour les capteurs

Assemblaggio tecnologia opportunamente  
uniti per offrire interruttori standard o custom  
e sensoristica per industria



Comus Technology BV  
Jan Campertstraat 11  
6416 SG Heerlen  
The Netherlands  
Tel : (0) 31 45 5439345  
Fax : (0) 31 45 5427216  
Email : info@comus-intl.com  
Website : www.dry-reeds.com



Comus Electronics and  
Technologies India Private Ltd  
No. 7A, Subalakshmi Nagar  
Thirumudivakkam  
Chennai - 600 132, Tamil Nadu, India  
Tel : +91 44 24783466, 43219092  
Email : sales@comusindia.com  
Website : www.comusindia.com

# **SWITCHING TECHNOLOGIES GÜNTHER LIMITED**

Regd. Office: B9 & B10, Special Economic Zone (MEPZ), Kadapperi, Tambaram, Chennai – 600 045

CIN No. L29142TN1988PLC015647

<b>BOARD OF DIRECTORS</b>	<b>:</b> <b>JOHN D.ROLLO – Chairman</b> <b>P.RAMESH - Managing Director</b> <b>ROBERT P.ROMANO – Director</b> <b>A.JEYA GANESAN MUTHIAH - Director</b> <b>MARY PATRICIA GALASSO - Director</b>
<b>COMPANY SECRETARY</b>	<b>:</b> <b>S.RAMESH</b>
<b>CHIEF FINANCIAL OFFICER</b>	<b>:</b> <b>C.CHANDRACHUDAN</b>
<b>BANKERS</b>	<b>:</b> <b>HDFC BANK LTD</b> <b>STATE BANK OF INDIA</b>
<b>REGISTERED OFFICE &amp; WORKS</b>	<b>:</b> Plots B9 & B10 Special Economic Zone (MEPZ) Kadapperi, Tambaram Chennai - 600 045 Phone : 91-44-22622460 91-44-43219096 e-mail : <a href="mailto:stgindia@stg-india.com">stgindia@stg-india.com</a> Website : <a href="http://www.switchingtechnologiesguntherltd.com">www.switchingtechnologiesguntherltd.com</a> CIN No. : L29142TN1988PLC015647
<b>REGISTRAR FOR ELECTRONIC CONNECTIVITY AND PHYSICAL SHARE TRANSFERS</b>	<b>:</b> <b>CAMEO CORPORATE SERVICES LTD</b> Subramanian Building No.1, Club House Road Chennai - 600 002 Phone : 91-44-28460390 (5 Lines) Fax : 91-44-28460129 e-mail : <a href="mailto:cameosys@cameoindia.com">cameosys@cameoindia.com</a>
<b>STATUTORY AUDITOR</b>	<b>:</b> <b>M/s. M.L.Srinivasan &amp; Associates</b> Chartered Accountants No. B4 Ceebros Rangam Apts 11, Cenotaph Road, Teynampet, Chennai - 600 018
<b>LEGAL CONSULTANTS</b>	<b>:</b> <b>M/s. K.V.Bhashyam Chari &amp; Associates</b> Advocate Plot No.92-B, Sree Nagar 6th Cross Street, Kattupakkam, Chennai - 600 056



## List of Top 10 Share holders as on 31/03/2019

Sl. No.	Name of the Shareholder	No. of Shares Held	Folio / Client ID
1.	GUNTHER AMERICA INC	15,00,000	IN301313/21095208
2.	BJD SECURITIES PRIVATE LIMITED	46,753	IN303028/52580270
3.	BHARAT JAMNADAS DATTANI	37,182	IN302679/33064622 IN300159/10566798 IN300159/10739223
4.	KISHAN LAL MITTAL	26,900	IN301160/30051403
5.	BHARATI BHARAT DATTANI	26,082	IN302902/43127956 IN300159/10739289
6.	RADHEY SHYAM MITTAL	26,003	IN301160/30045451 00018330 00018008
7.	MADHU BALA MITTAL	25,671	12017701/00019602 00018032
8.	RADHEY SHYAM MITTAL (HUF)	25,173	12017701/00170576
9.	ADITYA MITTAL	25,100	12017701/00887318
10.	APEKSHA MITTAL	25,000	12017701/00810533



## NOTICE TO THE MEMBERS

NOTICE is hereby given that the 31st Annual General Meeting of the Members of Switching Technologies Gunther Ltd. will be held on Thursday, the 26th September, 2019 at Hotel Grand Palace, 257, G.S.T Road, Chrompet, Near MIT Gate, Chennai 600 044 at 2.30 p.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 together with Reports of the Board of Directors' and Auditors thereon.
2. To appoint a Director in place of Sri. Jeya Ganesan Muthiah, Executive Director (DIN 07211705) who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT Sri. Jeya Ganesan Muthiah, Executive Director (DIN: 07211705) who retires by rotation and being eligible be and is hereby re-appointed as Executive Director of the Company whose office shall be liable to retirement by rotation.

### SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made there under and read with Reg. 17(1) (a) of SEBI (LODR) Reg. 2015 as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded for continuance of Mr. Robert P Romano and Ms. Mary Patricia Galasso as Independent Directors (Non-Executive) of the Company after attaining the age of seventy five years."

"RESOLVED FURTHER THAT any of the Directors, of the Company be and are hereby severally authorised to do all such acts, deeds, things and take all steps as they may think fit and proper for giving effect to these resolutions including filing prescribed form with the Registrar of Companies, Chennai, in this regard."

For and on behalf of the Board

Place : Chennai  
Date : 23rd May 2019

**S. RAMESH**  
Company Secretary



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The Board recommends resolution under Item No.03 to be passed as an ordinary resolution.

**Item No.03**

Mr. Robert P Romano (DIN:01181745) and Ms. Mary Patricia Galasso (DIN:07204427) are currently the Independent Directors of the Company having rich experience of more than two decades in the field of Production and Administration respectively. According to the applicable provisions of the Companies Act, 2013, and the rules made there under and read with Reg. 17(1) (a) of SEBI (LODR) Reg. 2015 as amended from time to time, if a person who has attained the age of seventy five years has to be appointed/re-appointed has to get the approval of the shareholders by way of passing a special resolution. Considering their active participation in managing the affairs of the Company even at this age, the Board is of the opinion that due to their rich experience in the field of production and administration respectively it is necessary in the best interests for them to continue in the company.

None of the Directors of the company are concerned or interested in this resolution.

The Board recommends resolution under Item No.03 to be passed as a special resolution.

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy, to be valid, should be deposited at the registered office of the company not later than forty-eight hours before the time fixed for holding the meeting.
2. Members/Proxies should bring the Attendance Slips sent herewith duly filled in for attending the meeting and hand it over at the entrance.
3. Members are requested to bring their copies of the Annual Report to the meeting.
4. Members are requested to immediately intimate any change in their address registered with the Company quoting their respective Folio Number(s).
5. Members who have multiple folios in identical names or joint names in the same order are requested to intimate to the Company or its Registrar and Share Transfer Agents these folios to enable the Company to consolidate all such shareholdings into one folio.

The Share Transfer Register and Register of Members will be closed from Friday the 20th September 2019 to Thursday the 26th September, 2019 (both days inclusive).

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Monday, the 23rd September, 2019 at 09.00 a.m. and ends on Wednesday, the 25th September, 2019 at 5 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off

date (record date) of 19.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below.

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field</li> </ul>
	<ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

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- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - (xix) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).





- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Members who do not cast their vote through e-voting during the e-voting period shall be allowed to cast their vote at the AGM through ballot paper. Members who have voted through e-voting can attend the meeting but cannot vote again through ballot paper at AGM.

The result of voting will be announced at the AGM venue on the date of AGM itself.

Mr. K.V.Bhashyam Chari, Advocate has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, forthwith to the Chairman of the Company. After all the items of the notice have been discussed, the Chairman may order poll in respect of items for which demand may be raised by the members present or on its own. If demanded or otherwise, Poll will be conducted and supervised under the Scrutinizer appointed for e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of remote e-voting will be announced by the Company at Hotel Grand Palace, 257, G.S.T Road, Chromepet, Near MIT Gate, Chennai 600 044, by the Chairman of the Meeting at the AGM. Further, the result of the voting will be placed on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and also informed to the stock exchanges where the securities of the Company are listed within two (2) days of the AGM.

# SWITCHING TECHNOLOGIES GÜNTHER LIMITED



None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

For and on behalf of the Board

Place : Chennai

Date : 23rd May 2019

**S. RAMESH**

Company Secretary

Brief Resume of Directors/persons seeking appointment/ re-appointment at this Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Date of Birth	Nationality	Date of Appointment	Shareholding in the Company	Qualification	Expertise in specific functional area	Directorships held in other companies	Chairmanships/ Memberships of Committees in other companies
Mr. A.Jeya Ganesan Muthiah DIN: 07211705	25.05.1966	Indian	24/09/2015	Nil	B.Tech	Production	Nil	Nil
Mr. Robert P Romano DIN: 01181745	29.04.1938	American	08/11/1995	NIL	10th Grade	Production	Comus Electronics & Technologies Pvt.Ltd.	Nil
Ms. Mary Patricia Galasso DIN: 07204427	18.11.1940	American	24/09/2015	NIL	HSC	Administration	Nil	Nil