



SWITCHING TECHNOLOGIES GÜNTHER LIMITED

33rd Annual Report and Accounts 2021

SWITCHING TECHNOLOGIES GÜNTHER LIMITED

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

E-mail: stgindia@stg-india.com Website: www.switchingtechnologiesguntherltd.com

CIN No. L29142TN1988PLC015647

BOARD OF DIRECTORS	:	Mr. P.RAMESH - Managing Director Mr. K.MANI - Chairman cum Executive Director Mr. KANTHIMATHINATHAN CHOCALINGAM - Independent Director Ms.GAYATHRI M N - Independent Woman Director
COMPANY SECRETARY	:	Mr. S.RAMESH
CHIEF FINANCIAL OFFICER	:	Mr. C.CHANDRACHUDAN
BANKERS	:	HDFC BANK LTD STATE BANK OF INDIA
REGISTERED OFFICE & WORKS	:	Plots B9 & B10 Special Economic Zone (MEPZ) Kadapperi, Tambaram Chennai - 600 045 Phone : 91-44-22622460 91-44-43219096 e-mail : stgindia@stg-india.com Website : www.switchingtechnologiesguntherltd.com CIN No. : L29142TN1988PLC015647
REGISTRAR FOR ELECTRONIC CONNECTIVITY AND PHYSICAL SHARE TRANSFERS	:	CAMEO CORPORATE SERVICES LTD Subramanian Building No.1, Club House Road Chennai - 600 002 Phone : 91-44-28460390 (5 Lines) Fax : 91-44-28460129 e-mail : cameosys@cameoindia.com
STATUTORY AUDITOR	:	M/s. M.L.Srinivasan & Associates Chartered Accountants No. B4 Ceebros Rangam Apts 11, Cenotaph Road, Teynampet, Chennai - 600 018

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of the Members of Switching Technologies Gunther Ltd. will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), on Tuesday, the 21st September, 2021 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, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint M/s.V.V. Kale & Co., Chartered Accountants, New Delhi, as the Statutory Auditors of the Company pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof and to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable goods and services tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of audit.

SPECIAL BUSINESS

3. Appointment of Mr. K. Mani as Chairman cum Executive Director
To consider and if thought fit, to pass with or without modification(s) the following resolution as ordinary resolution:
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. K. Mani (DIN: 0009267134), who was appointed as Additional Director on August 14, 2021, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Chairman cum Executive Director of the Company liable to retire by rotation.
RESOLVED FURTHER THAT any of the Directors or Company Secretary be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”
4. Appointment of Mr. Kanthimathinathan Chocalingam as Independent Non-Executive Director
To consider and if thought fit, to pass with or without modification(s) the following resolution as ordinary resolution:
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force) Mr. Kanthimathinathan Chocalingam (DIN: 02281861), who was appointed as Additional Independent Non-Executive Director on November 11, 2020, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Independent Non-Executive Director of the Company for a period of 3 years from the date of appointment.

RESOLVED FURTHER THAT the any of the Directors or Company Secretary, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. Appointment of Ms. Gayathri M N as Independent Non-Executive Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Gayathri M N (DIN: 06742638) who was appointed as Additional Independent Non-Executive Director on November 11, 2020, and who holds office up to this Annual General Meeting be and is hereby appointed as Independent Non-Executive Director of the Company for a period of 3 years from the date of appointment.

RESOLVED FURTHER THAT any of the Directors or Company Secretary, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

6. To consider and, if thought fit, to pass with or without modification the following resolution as special resolution:

“**RESOLVED THAT** pursuant to the provisions of section 55 of the Companies Act, 2013 (“Act”) and the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded to terms and conditions of Compulsory Convertible Preference Shares (“CCPS”) which are as follows:

Sr. No.	Particulars	Terms
1.	Issue	<p>(i) Each CCPS shall be a non-cumulative, mandatorily and fully convertible preference share.</p> <p>(ii) Each CCPS will have a face value of ₹ 100/- (Rupees Hundred only) each.</p>

Sr. No.	Particulars	Terms
2.	Transferability	The CCPS will be transferable in the manner specified in the manner as specified under the Companies Act, 2013 and the Company.
3.	Dividend	The holders of CCPS shall be entitled to dividend in preference to any other class of shares of the Company including any other class of CCPS.
4.	Participation in surplus funds	The holders of CCPS shall participate in the distribution of the surplus funds, if any at par with the equity shareholders of the Company.
5.	Conversion of CCPS	Each CCPS shall be convertible into 01 (one) equity share of ₹ 10/- (Rupees Ten only) each at the sole discretion of the holders of CCPS.
6.	Voting Rights	The holders of CCPS shall be entitled to voting rights on an as if converted basis. The holders of CCPS shall carry such voting rights as are exercisable by persons holding equity shares in the Company and shall be treated pari-passu with the equity shares on all voting matters.
7.	Liquidation	The holders of CCPS shall be entitled to the liquidation preference as per the applicable laws.
8.	Governing Law	The CCPS shall be governed and construed in accordance with the laws of India.

RESOLVED FURTHER THAT the board directors of the Company, be and is hereby authorized to do such other acts, deeds, matters and things as may be deemed necessary or desirable for and on behalf of the Company to give effect to afore stated resolution.”

For and on behalf of the Board

Place : Chennai

Date : 14th August, 2021

S. RAMESH

Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO.3

Appointment of Mr. K. Mani as Chairman cum Executive Director

Board of directors of the Company in their Meeting held on 14th August, 2021 had passed a resolution appointing Mr. K. Mani as Additional Director of the Company and Mr. K. Mani holds office of the Director till the conclusion of the ensuing Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularisation of Mr. K. Mani as Chairman cum Executive Director of the Company.

The Board feels that the presence of Mr. K. Mani on the Board is desirable and would be beneficial to the Company and hence recommend resolution No.03 for adoption.

None of the Directors, except Mr. K. Mani is concerned or interested in this resolution.

ITEM NO.4

Appointment of Mr. Kanthimathinathan Chocalingam as Independent Non Executive Director

Board of directors of the Company in their Meeting held on 11th November, 2020 had passed a resolution appointing Mr. Kanthimathinathan Chocalingam as Additional Independent Non Executive Director of the Company and Mr. Kanthimathinathan Chocalingam holds office of the Independent Director till the conclusion of the ensuing Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularisation of Mr. Kanthimathinathan Chocalingam as Independent Non Executive of the Company.

The Board feels that the presence of Mr. Kanthimathinathan Chocalingam on the Board is desirable and would be beneficial to the Company and hence recommend resolution No.04 for adoption.

None of the Directors, except Mr. Kanthimathinathan Chocalingam is concerned or interested in this resolution.

ITEM NO.5

Appointment of Ms. Gayathri M N as Independent Non Executive Director

Board of directors of the Company in their Meeting held on 11th November, 2020 had passed a resolution appointing Ms. Gayathri M N as Additional Independent Non Executive Director of the Company and Mr. Gayathri M N holds office of the Independent Non Executive Director till the conclusion of the ensuing Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularisation of Ms. Gayathri M N as Independent Non Executive Director of the Company.

The Board feels that the presence of Ms. Gayathri M N on the Board is desirable and would be beneficial to the Company and hence recommend resolution No.05 for adoption.

None of the Directors, except Ms. Gayathri M N is concerned or interested in this resolution.

ITEM NO.6

The Company had issued 98,178 (Ninety Eight Thousand One Hundred and Seventy Eight) Zero-Coupon Redeemable Preference Shares of ₹ 100/- (Rupees Hundred only) each to Gunther America Inc., on February 14, 2009, redeemable at par after the expiry of 5 (five) years from the date of allotment. The Company had converted the Zero-Coupon Redeemable Preference Shares into Compulsory Convertible Preference Shares based on written consent received from the shareholder. However, the terms and conditions of issuance of such shares were not recorded. Therefore, in compliance of section 55 of the Companies Act, 2013, it is necessary to approve the terms and conditions of Compulsory Convertible Preference Shares.

The board of directors, therefore, submits the resolution for your consideration and recommends it to be passed as a special resolution. None of the directors of the Company are interested in the aforesaid resolution.

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.switchingtechnologiesguntherltd.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.
9. The Share Transfer Register and Register of Members will be closed from Wednesday the 15th September, 2021 to Tuesday the 21st September, 2021 (both days inclusive) for the purpose of AGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The e-voting period begins on Saturday the 18th September, 2021 at 9.00 a.m. and ends on Monday the 20th September, 2021 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off or Record date i.e., 14th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="407 314 1240 539">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. <li data-bbox="407 539 1240 878">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. <li data-bbox="407 878 1240 991">3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <li data-bbox="407 991 1240 1288">4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.