

SWITCHING TECHNOLOGIES GÜNTHER LIMITED

34th Annual Report - 2022



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.C.CHANDRACHUDAN - Managing Director Mr.K.MANOHARAN - Executive Director Mr. KANTHIMATHINATHAN CHOCALINGAM - Independent Director Ms.GAYATHRI M N - Independent Woman Director

COMPANY SECRETARY Mr. S.RAMESH : CHIEF FINANCIAL OFFICER : Mrs.T.NIRMALA BANKERS HDFC BANK LTD 5 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 CAMEO CORPORATE SERVICES LTD **REGISTRAR FOR** ς. ELECTRONIC CONNECTIVITY AND Subramanian Building PHYSICAL SHARE TRANSFERS 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. .V.V.KALE & COMPANY : Chartered Accountants 16A/20, W.E.A.Main Ajmal Khan Road Karol Bagh, New Delhi 110 005.



NOTICE TO THE MEMBERS

NOTICE is hereby given that the 34th 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 Wednesday, the 28th September, 2022 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, 2022 together with the Reports of the Board of Directors and Auditors thereon.
- 2. To re-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 for a period of five years starting from the Financial Year 2022-23 to Financial Year 2026-27 at a remuneration to be decided by the Nomination and Remuneration Committee/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. C.Chandrachudan as Managing Director of the Company

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

"**RESOLVED THAT** pursuant to Section 196 of the Companies Act 2013 read with the applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act 2013 (including any modification or re-enactment thereof), and provisions of Articles of Association of the Company, Mr. C. Chandrachudan (DIN-09312268) be and is hereby appointed as Managing Director of the Company for a period of 05 years.

RESOLVED FURTHER THAT Mr.C.Chandrachudan, Managing Director be paid a remuneration as follows:

Basic: ₹ 23844.00 DA: ₹ 10270.00 HRA: ₹ 5875.00 Conveyance Allowance: ₹ 4614 Service Pay: ₹ 2006



CCA: ₹ 864

Total – ₹ 47,473.00

The Managing Diretor shall be entitled to PF and Medical benefits as applicable.

The CTC is ₹ 52,817.00

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized severally to sign and file all applicable forms with the Registrar of Companies, Ministry of corporate Affairs, and do all other deeds, things and acts that are necessary for the appointment of Mr.C.Chandrachudan as Managing Director of the Company.

4. Appointment of Mr. K. Manoharan as Executive Director of the Company

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. Manoharan (DIN: 09615102), who was appointed as Additional Director on 25th May 2022, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Company Secretary be and is 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."

For and on behalf of the Board

Place : Chennai

Date : 2nd September, 2022

S. RAMESH Company Secretary



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO.3

Appointment of Mr.C.Chandrachudan as Managing Director of the Company

The Board of directors of the Company in their Meeting held on 26th May, 2022 had passed a resolution appointing Mr.C.Chandrachudan as Managing Director of the Company for a period of 5 years subject to the approval of the Shareholders in 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 appointment/regularisation of Mr.C.Chandrachudan as Managing Director of the Company as per the terms of his appointment mentioned in the resolution.

The Board feels that the presence of Mr.C.Chandrachudan 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.C.Chandrachudan is concerned or interested in this resolution.

ITEM NO.4

Item No.4 - Appointment of Mr. K. Manoharan as Executive Director of the Company

Board of directors of the Company in their Meeting held on 25th May, 2022 had passed a resolution appointing Mr. K. Manoharan as Additional Director (Executive) of the Company and Mr.K.Manoharan holds office till the conclusion of this 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. Manoharan as Executive Director of the Company.

The Board feels that the presence of Mr. K. Manoharan 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. K. Manoharan is concerned or interested in this resolution.

NOTES:

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

(i) The voting period begins on 25th September, 2022 at 9.00 A.M. and ends on 27th September, 2022 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 date (record date) of 20th September, 2022 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(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 above aid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of	Login Method
shareholders	
Individual Shareholders holding securities in Demat mode with CDSL Depository	 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.
	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. 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.
	 If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration
	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



Type of	Login Method
shareholders	
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services and you will be able to see e-Voting "under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
	 If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices. nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:



	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	 Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR 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.
	 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.