

Switching Technologies Gunther Limited
CIN:L29142TN1988PLCO15647
Regd.Office : B-9 & B-10, Special Economic Zone (MEPZ)
Kadapperi, Tambaram, Chennai 600 045
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Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“the Rules”), including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”), in continuation to the circulars issued earlier in this regard (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India and, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “LODR”) and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the Cut-off Date) (“Members” or “Equity Shareholders”) is sought, via Postal Ballot Process through E-Voting only (voting through electronic means)

Sl. No. Particulars

1 SPECIAL RESOLUTION

Approval for Slump Sale of the Business Undertaking under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

2 ORDINARY RESOLUTION

Approval for entering into Material Related Party Transaction with Canolli Manufacturing Private Limited, CIN: U31900DL2022PTC401157 (For sale of Business Undertaking) under Section 188(1)(b) of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto and forms part of this postal ballot notice (the "Postal Ballot Notice").

Members' consent is sought for the proposals contained in the resolution(s) given in this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company at www.switchingtechnologiesguntherltd.com and the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. The Postal Ballot Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited ("BSE") at www.bseindia.com.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of SEBI Listing Regulations, the Company is offering facility of remote e-voting to all Members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the remote e-voting facility to its Members. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote e-voting. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only and, if so requested by any shareholder, in physical form by post to such shareholder's registered postal address that is available with the Company. However, the communication of the assent or dissent of the Members would take place through e-voting only. The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

The Company has appointed Shri. G. Sreenivasa Rao, Practising Company Secretary (Membership No. FCS 5691, CP No.4966) to act as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

The Members shall exercise their right to vote on the resolutions included in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by CDSL. The e-voting period shall commence at 09:00 A.M IST on Wednesday, the **8th October, 2025** and end at 05:00 P.M IST on Thursday, the **6th November, 2025**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05:00 P.M IST on Thursday, the 6th November, 2025. Remote e-voting shall not be allowed beyond 05:00 P.M on Thursday, the 6th November, 2025.

The last date of e-voting, i.e. Thursday, the 6th November, 2025, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

The scrutiniser shall, immediately after the conclusion of voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of conclusion of the voting, a Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by Chairman in writing who shall countersign the same and the Chairman or a person authorised by Chairman in writing shall declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited.

The proposed resolutions along with the Explanatory Statement pursuant to Section 102 of the Act, setting out all material facts, concerning each item of Special Business and reasons thereof are annexed hereto for consideration of the Members.

SPECIAL BUSINESS – SPECIAL RESOLUTION

Item No. 1

APPROVAL FOR SLUMP SALE OF THE BUSINESS UNDERTAKING UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 AND REGULATION 37A OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), and other applicable provisions, if any of the Companies Act, 2013, read with the applicable rules framed thereunder, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including Regulation 37A), as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities/other concerned bodies and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company ("**Board**"), which expression shall also include a committee thereof), and subject to approval of the members of the Company under Item 2 of this Notice (i.e., approval by way of Ordinary Resolution for entering into Related Party Transaction), the approval of the Members of the Company be and is hereby accorded to enter into a Business Transfer Agreement (and all ancillary agreements in connection therewith) ("**Business Transfer Agreement**") (including any amendments or modifications thereto), to sell, transfer, lease, or otherwise dispose of the whole or substantially the whole of the undertaking, namely, together with all assets, rights, interests, and properties of every description (including but not limited to immovable assets, leased premises, movable assets, intellectual property, business contracts, approvals, permits, records, identified employees, and other assets used in or relating to the business of the Company and as mutually agreed between the Parties) and assumption of the liabilities of the Company as are related exclusively to the business being transferred (hereinafter referred to as the "**Business Undertaking**"), on a slump sale basis (as defined under Section 2(42C) of the Income-tax Act, 1961), as a going concern, for a consideration of INR 4,20,00,000/- (Indian Rupees Four Crores Twenty Lakhs only), inclusive of all applicable taxes subject to the revisions/adjustments as may be agreed upon in accordance with the terms of the Business Transfer Agreement ("**Consideration**"), to be executed with Canolli Manufacturing Private Limited CIN: U31900DL2022PTC401157 ("**Canolli**"), a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, subject to applicable approvals, sanctions,

consents and permissions from any of the regulator or third party if required, at an arms' length basis.

RESOLVED FURTHER THAT each and all actions taken or to be taken by the Board, or any other authorized representatives of the Company in connection with the matter referred to and/or contemplated in the foregoing resolution be and is hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT Mr. Chidambaram Chandrachudan, Managing Director, and Mr. Subramaniam Ramesh, Company Secretary and Compliance Officer of the Company be and are hereby authorized to negotiate, finalize, execute and deliver all agreements, documents, deeds, instruments, and writings as may be necessary or desirable, including the Business Transfer Agreement and ancillary documents, and to do all such acts, deeds, matters, and things as the Board may, in its absolute discretion, deem necessary or expedient to give effect to this resolution and complete the slump sale transaction in the best interests of the Company.

RESOLVED FURTHER THAT Mr. Chidambaram Chandrachudan, Managing Director, and Mr. Subramaniam Ramesh, Company Secretary and Compliance Officer of the Company be and are hereby authorized to make necessary filings with the concerned statutory, regulatory and governmental authorities, including Registrar of Companies and Stock Exchanges, and to take all necessary steps for complying with applicable laws, regulations, and listing obligations in respect of the slump sale transaction.

RESOLVED FURTHER THAT Mr. Chidambaram Chandrachudan, Managing Director, and Mr. Subramaniam Ramesh, Company Secretary and Compliance Officer of the Company be and are hereby authorized to settle any questions, difficulties, or doubts that may arise in relation to the slump sale and to finalize any documents, filings, approvals, and formalities required to give effect to this resolution."

Item No. 2

APPROVAL FOR ENTERING INTO MATERIAL RELATED PARTY TRANSACTION WITH CANOLLI MANUFACTURING PRIVATE LIMITED CIN: U31900DL2022PTC401157 (FOR SALE OF BUSINESS UNDERTAKING) UNDER SECTION 188(1)(B) OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(b) and other applicable provisions, if any of the Companies Act, 2013, read with the applicable rules framed thereunder, Regulation 23 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including Regulation 23(4)), as amended , (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities/other concerned bodies and subject to such terms and conditions as may be imposed by

them, and which may be agreed to by the Board of Directors of the Company ("**Board**"), which expression shall also include a committee thereof), and subject to approval of the members of the Company under Item 1 of this Notice (i.e., approval by way of Special Resolution with majority of public shareholders casting their vote in favour of the transfer of Business Undertaking by way of slump sale to Canolli Manufacturing Private Limited), the approval of the Members of the Company be and is hereby accorded to enter into a Business Transfer Agreement (and all ancillary agreements in connection therewith) ("**Business Transfer Agreement**") (including any amendments or modifications thereto), to sell, transfer, lease, or otherwise dispose of the whole or substantially the whole of the undertaking, namely, together with all assets, rights, interests, and properties of every description (including but not limited to immovable assets, leased premises, movable assets, intellectual property, business contracts, approvals, permits, records, identified employees, and other assets used in or relating to the business of the Company and as mutually agreed between the Parties) and assumption of the liabilities of the Company as are related exclusively to the business being transferred on a slump sale basis (as defined under Section 2(42C) of the Income-tax Act, 1961), as a going concern, for a consideration of INR 4,20,00,000/- (Indian Rupees Four Crores Twenty Lakhs only), inclusive of all applicable taxes subject to the revisions/ adjustments as may be agreed upon in accordance with the terms of the Business Transfer Agreement ("**Consideration**"), with Canolli Manufacturing Private Limited CIN: U31900DL2022PTC401157 ("**Canolli**"), a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, subject to applicable approvals, sanctions, consents and permissions from any of the regulator or third party if required, at an arms' length basis.

RESOLVED FURTHER THAT all actions taken by the Board, or any other authorized representatives of the Company in connection with the matter referred to and/or contemplated in the foregoing resolution be and is hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT Mr. Chidambaram Chandrachudan, Managing Director, and Mr. Subramaniam Ramesh, Company Secretary and Compliance Officer of the Company be and are hereby authorized to negotiate, finalize, execute and deliver all agreements, documents, deeds, instruments, and writings as may be necessary or desirable, including the Business Transfer Agreement and ancillary documents, and to do all such acts, deeds, matters, and things as the Board may, in its absolute discretion, deem necessary or expedient to give effect to this resolution and complete the slump sale transaction in the best interests of the Company.

RESOLVED FURTHER THAT Mr. Chidambaram Chandrachudan, Managing Director, and Mr. Subramaniam Ramesh, Company Secretary and Compliance Officer of the Company be and are hereby authorized to make necessary filings with the concerned statutory, regulatory and governmental authorities, including Registrar of Companies and Stock Exchanges, and to take all necessary steps for complying with applicable laws, regulations, and listing obligations in respect of the slump sale transaction.

RESOLVED FURTHER THAT Mr. Chidambaram Chandrachudan, Managing Director, and Mr. Subramaniam Ramesh, Company Secretary and Compliance Officer of the Company be and are hereby authorized to settle any questions, difficulties, or doubts that may arise in relation to the slump sale and to finalize any documents, filings, approvals, and formalities required to give effect to this resolution."

For and on behalf of the Board of Directors
of Switching Technologies Gunther Limited

Place: Chennai

Date: **September 24, 2025**

S. RAMESH

Company Secretary

Membership No. A10646

SHAREHOLDER INSTRUCTIONS FOR e-VOTING

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) The voting period begins on 8th **October, 2025 at 9.00 a.m. and ends on 6th November, 2025 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 **3rd October, 2025** 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.

In order to increase the efficiency of the voting process, **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants are able to cast their vote without having to register again with E-Voting Service Provider (ESPs)**, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In order to increase the efficiency of the voting process, **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participant** shall be able to cast their vote without having to register again with the **E-Voting Service Provider** 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.

- (iii) 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 **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 Depository	<ol style="list-style-type: none">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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.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 e-voting 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, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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. Click on “Access to 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding</p>	<p>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-</p>

securities in demat mode) login through their Depository Participants (DP)	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.
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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 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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

- (iv) 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.

- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; stgindia@stg-india.com , if they have voted from

individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

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

The following explanatory statement sets out set out the material facts relating to the businesses mentioned under item Nos. 1 and 2 is being provided in accordance with Section 102 of the Companies Act, 2013 ("**Companies Act**"), read with Regulation 23, and Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

For Item No. 1

The Company has received an offer from Canolli Manufacturing Private Limited ("**Purchaser**" or "**Cannoli**") to acquire its business undertaking together with assets, rights, interests, and properties of every description (including but not limited to immovable assets, leased premises, movable assets, intellectual property, business contracts, approvals, permits, records, identified employees, and other assets used in or relating to the business of the Company and as mutually agreed between the Parties) and assumption of the liabilities of the Company as are related exclusively to the business being transferred, on a slump sale basis (as defined under Section 2(42C) of the Income-tax Act, 1961), as a going concern, for a consideration of INR 4,20,00,000/- (Indian Rupees Four Crores Twenty Lakhs only), inclusive of all applicable taxes subject to the revisions/ adjustments as may be agreed upon in accordance with the terms of the Business Transfer Agreement ("**Consideration**") ("**Proposed Transaction**") to be executed between the Company and the Purchaser.

Considering that the Purchaser is a related party, the Proposed Transaction with Canolli would be in the nature of a related party transaction under Section 188(1)(b) of the Companies Act read with the Rules framed thereunder and accordingly the matter was placed before the Audit Committee (“**Committee**”). The Committee in its meeting held on September 24, 2025, approved the Proposed Transaction and recommended it to the Board of Directors (“**Board**”) of the Company. The Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity and the disclosure that the material RPT or any material modification thereto as required under the Industry Standards on ‘Minimum Information to be Provided to the Audit Committee and Shareholders for Approval of Related Party Transactions’ dated June 26, 2025 (“**RPT Standards**”).

Thereafter, the Board of the Company, based on the recommendation of the Committee, at their meeting held on September 24, 2025, accorded their consent to transfer the Business Undertaking for the Consideration subject to the consent of the members of the Company in accordance with the Listing Regulations and receipt of requisite regulatory, statutory and third-party.

As per provisions of Section 180(1)(a) of the Companies Act, and Regulation 37A of the Listing Regulations, mandates that the board of directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the company by way of a special resolution. Further as per Section 188 of the Companies Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“**MBP Rules**”) and Regulation 23 of Listing Regulations, any transaction entered into between related parties for selling or otherwise disposing off of property of any kind, the value of which is exceeding the threshold limits mentioned in the MBP Rules and Listing Regulations is required to be approved by the members of the Company, by way of an Ordinary Resolution.

Since the Proposed Transaction meets the thresholds prescribed under Section 188(1)(b) of the Companies Act read with MBP Rules and is being construed outside the ordinary course of business, the approval of the Members of the Company under Section 188 of the Companies Act is being sought, along with the approval under Section 180(1)(a) of the Companies Act.

In line with the requirements stipulated under the Companies Act read with MBP Rules and the Listing Regulations, the Proposed Transaction is being placed before the Members.

In accordance with the RPT Standards in respect of the offer received from Canolli, the required disclosures are set out below:

Part A: Minimum information on the proposed RPT, applicable to all RPTs

A (1): Basic details of the related party

S. No.	Particulars of the Information	Information provided by the management
1.	Name of the related party	Canolli Manufacturing Private Limited Purchaser/ Related Party, is a private limited company incorporated under the Companies Act, 2013,

		bearing corporate Identification Number: U31900DL2022PTC401157
2.	Country of incorporation of the Related Party	India
3.	Nature of business of the related party	The Purchaser is engaged in the business of manufacturing, including production, processing, fabrication, assembly, repair, alteration, import, export, marketing, and sale of automotive and electrical components, spare parts, equipment, and assemblies; and undertaking research & development, design, technical assistance, consulting, and related services for manufacturing systems, production control, quality control, and process improvement.

A (2): Relationship and ownership of the related party

S. No.	Particulars of the Information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p>Explanation: <i>Indirect shareholding</i></p>	<p>The Purchaser is not a subsidiary of the Company, and the Company does not hold any direct or indirect shareholding in it. However, the shareholders namely of the Purchaser, Mr. Joseph Romana and Mr. Joe Perez, each holding 50% and 48.15% respectively of its share capital, Further, Joseph Romana is also the shareholder of the Seller Company's Promoter, Gunther America Inc. Hence, the Purchaser is a related party of the Company as per Section 2(76)(viii)(b) of the Companies Act, 2013.</p>

	<p><i>shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i></p> <p><i>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p>	
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A (3): Details of previous transactions with the related party

S. No.	Particulars of the Information	Information provided by the management								
1	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="width: 5%;">S. No.</th> <th style="width: 25%;">Nature of Transactions</th> <th style="width: 15%;">FY 2024-25</th> <th style="width: 15%;">(in INR)</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table> <p><i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i></p>	S. No.	Nature of Transactions	FY 2024-25	(in INR)					<p>The Company confirms that it has not engaged in any transaction or entered into any arrangement with the Purchaser.</p>
S. No.	Nature of Transactions	FY 2024-25	(in INR)							
2	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</p>	Nil								
3	<p>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.</p>	Not Applicable								

A (4): Amount of the Proposed Transaction(s)

S. No.	Particulars of the Information	Information provided by the management
1.	<p>Amount of the Proposed Transaction being placed for approval in the</p>	<p>The Company has appointed an Independent Valuer to assess the fair value of the Business</p>

	meeting of the Audit Committee/shareholders	<p>Undertaking of the Company as of June 30, 2025. The Valuation has been undertaken for the purpose of identification of the fair value of the Business Undertaking of the Company (“Purpose”) in accordance with the terms of Regulation 37A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per the valuation report dated September 12, 2025 (“Valuation Report”), the valuation of the Business Undertaking has been arrived at INR 4,18,04,500/- (Indian Rupees Four Crores Eighteen Lakhs Four Thousand and Five Hundred only). Accordingly, the consideration for the sale of ‘Business Undertaking’ is INR 4,20,00,000/- (Indian Rupees Four Crores Twenty Lakhs only), subject to the revisions/ adjustments as may be agreed upon in accordance with the terms of the BTA.</p> <p>The Consideration shall be paid by the Purchaser to the Company in a single lump sum payment on the date of execution of the BTA (as an advance), by way of electronic transfer of funds to the designated bank account of the Company, as will be mentioned in the BTA.</p>
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transactions a material RPT?	As specified in A (1) of (1) as above, the Proposed Transaction is a material Related Party Transaction as per Regulation 23 of the Listing Regulations.
3.	Value of the Proposed Transaction as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	<p>The Company’s revenue from operations during the immediately preceding financial year 2024–25 was INR 7,71,93,000/-.</p> <p>The value of the proposed transaction is INR 4,20,00,000/-, which amounts to 54.41% of the revenue from operations of the Company.</p>
4.	Value of the Proposed Transaction as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the Proposed Transaction as	Since the Purchaser’s turnover for the

	a percentage of the related party's consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	immediately preceding financial year was nil, the percentage of the Proposed Transaction value of INR 4,20,00,000/- (Indian Rupees Four Crores Twenty Lakhs only) cannot be computed.																
6.	<p>Financial performance of the related party for the immediately preceding financial year:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (in INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td></td> </tr> <tr> <td>Profit After tax</td> <td></td> </tr> <tr> <td>Net Worth</td> <td></td> </tr> </tbody> </table> <p><i>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i></p>	Particulars	FY 2024-25 (in INR)	Turnover		Profit After tax		Net Worth		<p>The financial performance of the Purchaser/ Related Party for the immediately preceding financial year is provided below and the information is presented on a standalone basis:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (in INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>Nil</td> </tr> <tr> <td>Profit After tax</td> <td>(15,522)</td> </tr> <tr> <td>Net Worth</td> <td>54,080</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (in INR)	Turnover	Nil	Profit After tax	(15,522)	Net Worth	54,080
Particulars	FY 2024-25 (in INR)																	
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Profit After tax																		
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Turnover	Nil																	
Profit After tax	(15,522)																	
Net Worth	54,080																	

PART B – Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B(6): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

S. No.	Particulars of the Information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	The Company has not carried out any bidding or other process for the Proposed Transaction.
2.	Basis of determination of price.	Based on the valuation report attached.
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	<p>1. During the financial year ended March 31, 2025, the Company's Sales and Other Income decreased to INR 77.323 million from INR 91.904 million in the previous financial year, resulting in a net loss of INR 66.897 million and accumulated losses aggregating to INR 1,526.19 lakhs as at March 31, 2025.</p> <p>2. The Company's net worth has been completely</p>

		<p>eroded and its current liabilities exceed current assets by INR 724.65 lakhs. The Statutory Auditors have drawn attention to these matters in their report (Note 37) and have qualified the material uncertainty regarding the Company's ability to continue as a going concern.</p> <p>3. In order to shore up liquidity, and focus on the Company's businesses, the Board considers it expedient to divest the Business Undertaking in a single lump-sum transaction. The proceeds from the slump sale will be utilised primarily to repay its obligations.</p> <p>4. The transfer of the Business Undertaking on a slump sale basis is a strategic decision taken after due consideration of the long-term interests of shareholders. The Business Undertaking has been continuously incurring losses and its continued operations would require significant capital infusion without commensurate returns. By executing this slump sale, the Company will realize resources at fair value, ensuring that shareholders derive optimal benefit from the Proposed Transaction.</p>																																
4.	<p>Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:</p> <table border="1" data-bbox="264 1370 702 1697"> <thead> <tr> <th></th> <th>FY 2022-23 (in INR)</th> <th>FY 2023-24 (in INR)</th> <th>FY 2024-25 (in INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Worth</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Profit</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>		FY 2022-23 (in INR)	FY 2023-24 (in INR)	FY 2024-25 (in INR)	Turnover				Net Worth				Net Profit				<p>The Business Undertaking comprise of all the assets and liabilities of the Company. Hence, the details of Company during the last three financial years are as under:</p> <table border="1" data-bbox="730 1299 1401 1568"> <thead> <tr> <th></th> <th>FY 2022-23 (in INR)</th> <th>FY 2023-24 (in INR)</th> <th>FY 2024-25 (in INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>11,52,43,000</td> <td>8,67,89,000</td> <td>7,71,93,000</td> </tr> <tr> <td>Net Worth</td> <td>(2,33,40,000)</td> <td>(5,67,49,000)</td> <td>(12,81,19,000)</td> </tr> <tr> <td>Net Profit</td> <td>*11,33,62,000</td> <td>(3,19,19,000)</td> <td>(6,68,97,000)</td> </tr> </tbody> </table> <p>*profit due to exceptional items, however, the operational profit/ (loss) is INR (10,18,43,429)/-.</p>		FY 2022-23 (in INR)	FY 2023-24 (in INR)	FY 2024-25 (in INR)	Turnover	11,52,43,000	8,67,89,000	7,71,93,000	Net Worth	(2,33,40,000)	(5,67,49,000)	(12,81,19,000)	Net Profit	*11,33,62,000	(3,19,19,000)	(6,68,97,000)
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5.	<p>Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.</p> <p>a. Expected impact on turnover b. Expected impact on net worth c. Expected impact on net profits</p>	<p>As this is the sole business of the Company, the Proposed Transaction will result in a significant reduction in the Company's future turnover. However, the net worth will remain unaffected, as the Proposed Transaction is being undertaken at fair value. Since the Business has been consistently loss-making, the Proposed Transaction is expected to reduce the Company's continuing losses and improve its overall financial position.</p>																																

PART C – Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

S. No.	Particulars of the Information	Information provided by the management
1	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	There has been no sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the Company or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.
2	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	The Consideration for the Proposed Transaction will be in cash.
3	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Yes
4	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiaries?	Yes
5	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Master Circular dated Nov 11, 2024 are as follows:

Sr. No.	Particulars	Information
a)	Name of the Related Party	Canolli Manufacturing Private Limited, an entity engaged in the business of manufacturing, processing, research, designing and trading of automotive and electrical components, spare parts, equipment, and assemblies, which shall assume the business as a going concern on a slump sale basis under Section 2(42C) of the Income Tax Act, 1961.

b)	Name of the Director or Key Managerial Personnel who is related, if any	None of the directors or key managerial personnel is related to the Proposed Transaction. However, some of the identified employees mentioned in the Business Transfer Undertaking shall be transferred under the Proposed Transaction as per the terms of the Business Transfer Agreement.
c)	Nature of relationship	The Purchaser is not a direct subsidiary of the Company, and the Company does not hold any direct or indirect shareholding in it. However, the shareholders namely of the Purchaser, Mr. Joseph Romana and Mr. Joe Perez, each holding 50% and 48.15% respectively of its share capital. Further, Mr. Joseph Romana is also the shareholder of the Seller Company's Promoter, Gunther America Inc. Hence, the Purchaser is a related party as per Section 2(76)(viii)(b) of the Companies Act, 2013.
d)	Nature, material terms, monetary value and particulars of the contract or arrangements	<p><u>Nature:</u> The Business Undertaking will be transferred to the Purchaser, as a going concern on a Slump sale basis for a lump sum consideration of up to INR 4,20,00,000/- (Indian Rupees Four Crores Twenty Lakhs only) subject to the revisions/ adjustments as may be agreed upon in accordance with the terms of the Business Transfer Agreement.</p> <p><u>Material Terms:</u> The Proposed Transaction is subject to the receipt of requisite regulatory and statutory approval, third-party approvals and shareholders approval and no material adverse change in the business or assets of the Business Undertaking.</p> <p><u>Monetary Value:</u> The Company has appointed an Independent Valuer to assess the fair value of the Business Undertaking of the Company as of June 30, 2025. The Valuation has been undertaken for the purpose of identification of the fair value of the Business Undertaking of the Company ("Purpose") in accordance with the terms of Regulation 37A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per the valuation report dated September 12, 2025 ("Valuation Report"), the valuation of the Business Undertaking has been arrived at INR 4,18,04,500/- (Indian Rupees Four Crores Eighteen Lakhs Four Thousand and Five Hundred only). Accordingly, the consideration for the sale of 'Business Undertaking' is INR 4,20,00,000/- (Indian Rupees Four Crores Twenty Lakhs only),</p>

		<p>subject to the revisions/ adjustments as may be agreed upon in accordance with the terms of the Business Transfer Agreement.</p> <p>The Consideration shall be paid by the Purchaser to the Company in a single lump sum payment on the date of execution of the BTA (as an advance), by way of electronic transfer of funds to the designated bank account of the Company, as will be mentioned in the Business Transfer Agreement.</p>
e)	Any other information relevant or important for the members to take a decision on the proposed resolution.	<p>Please refer to the disclosure as set out in explanatory statement to Item No. 2 below, as required under Regulation 23 of the Listing Regulations.</p> <p>All important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.</p>

Disclosure as required under Regulation 37A(1)(b) of the Listing Regulations:

Sr. no.	Particulars	Information
1.	Object of and commercial rationale for Sale of the Undertaking	<p>5. During the financial year ended March 31, 2025, the Company's Sales and Other Income decreased to INR 77.323 million from INR 91.904 million in the previous financial year, resulting in a net loss of INR 66.897 million and accumulated losses aggregating to INR 1,526.19 lakhs as at March 31, 2025.</p> <p>6. The Company's net worth has been completely eroded and its current liabilities exceed current assets by INR 724.65 lakhs. The Statutory Auditors have drawn attention to these matters in their report (Note 37) and have qualified the material uncertainty regarding the Company's ability to continue as a going concern.</p> <p>7. In order to shore up liquidity, and focus on the Company's businesses, the Board considers it expedient to divest the Business Undertaking in a single lump-sum transaction. The proceeds from the slump sale will be utilised primarily to repay its obligations.</p> <p>8. The transfer of the Business Undertaking on a slump sale basis is a strategic decision taken</p>

		after due consideration of the long-term interests of shareholders. The Business Undertaking has been continuously incurring losses and its continued operations would require significant capital infusion without commensurate returns. By executing this slump sale, the Company will realize resources at fair value, ensuring that shareholders derive optimal benefit from the Proposed Transaction.
2.	Use of proceeds arising from sale	9. The proceeds from the slump sale will be utilised primarily to repay its obligations.

Copies of the draft Business Transfer Agreement, valuation report, and relevant documents are available (a) for inspection by Members at the Registered Office of the Company on any working day during business hours till the date of the EGM; and (b) at the website (www.switchingtechnologiesguntherltd.com) of the Company.

Except specifically mentioned above, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.1 of this Notice.

Pursuant to Regulation 37A of the Listing Regulations, no public shareholder shall vote on the resolution set out Item No. 1 of the Notice if he/she is a party, directly or indirectly, to such sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the listed entity.

The explanatory statement contained in the notice to the shareholders for seeking their approval for an RPT shall provide the minimum information so as to enable the shareholders to take a view whether the terms and conditions of the RPT are favorable to the Company. The Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.

Therefore, the Board recommends the resolution as set out at Item No. 1 of this Notice for your approval as a special resolution.

This Explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.

For Item No. 2

Pursuant to the provisions of Section 188 of the Companies Act read with the MBP Rules, the Company is required to obtain consent of the board of directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceed such sum as specified in the said MBP Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis. However, pursuant to

Regulation 23(4) of the Listing Regulations approval of the Members through resolution passed at General Meeting for all material related party transactions is required, even if they are entered into in the ordinary course of business and on arm's length basis. The Proposed Transaction may exceed the materiality threshold as prescribed under Regulation 23(4) of the Listing Regulations. Hence, the approval under Regulation 23 of the Listing Regulations, by way of ordinary resolution at a General Meeting, is being sought from the Members.

The relevant details of the Related Party and the Proposed Transaction are already provided in the explanatory statement to item no. 1 above. In addition, as per SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 read with revised industry standards dated June 26, 2025, the following additional information is outlined below:

S. No.	Particulars of the Information	Information provided by the Management of the Company
1	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	There has been no sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the Company or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.
2	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	The Consideration for the Proposed Transaction will be in cash.
3	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Yes
4	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiaries?	Yes
5	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No

Therefore, the Board recommends the resolution as set out at Item no. 2 of this notice for your approval as an ordinary resolution respectively.

Copies of the draft Business Transfer Agreement, valuation report, and relevant documents are available (a) for inspection by Members at the Registered Office of the Company on any working day

during business hours till the date of the EGM; and (b) website (www.switchingtechnologiesguntherltd.com) of the Company.

Except specifically mentioned above, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Ordinary Resolution as set out at Item No. 2 of this Notice.

As per Listing Regulations, all entities falling under the definition of Related Parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not and accordingly the members may note that as per the provisions of the Companies Act and the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out in Item No. 2.

Further resolution Item No. 2 is also subject to approval of the members of the Company for resolution Item No. 1 of this notice (i.e., approval by way of special resolution with majority of public shareholders casting their vote in favour for slump sale of Business Undertaking to Canolli.

This Explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.