



**SWITCHING
TECHNOLOGIES
GUNTHER LTD.**

REGISTERED OFFICE & WORKS :
B-9 & B-10, Special Economic Zone (MEPZ)
Kadapperi, Tambaram, Chennai- 600 045.
Phone: 4321 9096/226 22460
Fax : 91 - 44 - 22628271
E - Mail : stgindia@stg-india.com
CIN : L29142TN1988PLC015647
GSTIN : 33AAACS5033J1ZL

401

BOARD OF DIRECTORS:

Mr. CHIDAMBARAM CHANDRACHUDAN

- Managing Director

Mr. KUPPUSWAMY MANI

- Non-Executive Director

Mr. SHARANABASAVESHWAR

GANGADHARAYYA HIREMATH

- Independent Director

Mrs. SAIMATHY SOUPRAMANIEN

- Independent Woman Director

COMPANY SECRETARY:

Mr. SUBRAMANIAM RAMESH

CHIEF FINANCIAL OFFICER:

Mrs. T. NIRMALA

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 Portal ID: <https://wisdom.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

SWITCHING TECHNOLOGIES GUNTHER LIMITED

NOTICE TO THE MEMBERS

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Switching Technologies Gunther Limited ("Company") will be held on Thursday the 06, November, 2025, at 2:30 p.m. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility to transact the following business:

SPECIAL BUSINESS

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 to sell, transfer, lease, or otherwise dispose of the whole or substantially the whole of the undertaking, comprising of 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, in each case as may be agreed between the Parties (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("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.

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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, 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

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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 sell, transfer, lease, or otherwise dispose of the whole or substantially the whole of the undertaking, comprising of 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, in each case as may be agreed between the Parties 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 ("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, 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.

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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: October 11, 2025**

**S. RAMESH
Company Secretary
Membership No.A10646**

Notes:

SHAREHOLDER INSTRUCTIONS FOR E-VOTING CDSL e-Voting System – For e-voting and Joining Virtual meetings

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 EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing 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 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 will be provided by CDSL.
3. The Members can join the EGM 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 through VC/OAVM will be made available to at least 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 without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

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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 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 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 EGM 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 and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The 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.

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

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 Monday, November 03, 2025, at 9:00 a.m. and ends on Wednesday, November 05, 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 i.e. Thursday, October 30, 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.
- (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.

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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 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 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 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, 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.

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a 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>
<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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 5) You will have to enter your 8-digit DP ID,8-digit Client Id, PAN, 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.
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 or joining virtual meeting & voting during the meeting.

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.

(v) Login method for e-Voting and joining virtual meetings 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.

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- 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.

- (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.

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- (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 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.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) 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.

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- 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 (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at stgindia@stg-india.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **ten days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at stgindia@stg-india.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 attending EGM & 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 toll free no. 1800 21 09911.

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

**Place: Chennai
Date: October 11, 2025**

**S. RAMESH
Company Secretary
Membership No. A10646**

SWITCHING TECHNOLOGIES GUNTHER LIMITED

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

The following explanatory statement sets 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 “**Canolli**”) to acquire its business undertaking comprising of 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, in each case as may be agreed between the Parties, 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 (“**Consideration**”) as may be agreed upon (“**Proposed Transaction**”) 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, Companies Act, 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

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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.

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 November 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 relevant document shall be transferred under the Proposed Transaction as may be agreed between the Company and Purchaser
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	<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) (inclusive of all applicable taxes) subject to the revisions/ adjustments as may be agreed between the Company and Purchaser. .

		<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.</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), subject to the revisions/ adjustments as may be agreed between the Company and the Purchaser.</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>

SWITCHING TECHNOLOGIES GUNTHER LIMITED

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>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 eroded and its current liabilities exceed current assets by INR 724.65 lakhs. The Statutory Auditor 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>
2.	Use of proceeds arising from sale	<p>5. The proceeds from the slump sale will be utilised primarily to repay its obligations.</p>

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Copies of the term sheet, 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.

The QR Code, through which shareholders can access the valuation report of an independent external party is as:



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 favourable 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 provide 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

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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:

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.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the	The Purchaser is not a subsidiary of the Company, and the Company does not hold any direct or indirect shareholding in it. However,

<p>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 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>	<p>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>
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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	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	The Company confirms that it has not engaged in any transaction or entered into any arrangement with the Purchaser.						
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 40%;">Nature of Transactions</th> <th style="width: 50%;">FY 2024-25 (in INR)</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2024-25 (in INR)				
S. No.	Nature of Transactions	FY 2024-25 (in INR)						

	<i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	
2	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.	Nil
3	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.	Not Applicable

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

S. No.	Particulars of the Information	Information provided by the management
1.	Amount of the Proposed Transaction being placed for approval in the meeting of the Audit Committee/shareholders	<p>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), 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</p>

		way of electronic transfer of funds to the designated bank account of the Company, as will be mentioned in the BTA.								
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	The Company's revenue from operations during the immediately preceding financial year 2024-25 was INR 7,71,93,000/-. 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.								
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 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.	Since the Purchaser's turnover for the 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.	Financial performance of the related party for the immediately preceding financial year: <table border="1" data-bbox="261 1682 724 1885"> <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>	Particulars	FY 2024-25 (in INR)	Turnover		Profit After tax		Net Worth		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:
Particulars	FY 2024-25 (in INR)									
Turnover										
Profit After tax										
Net Worth										

<p><i>Explanations:</i> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</p>	Particulars	FY 2024-25 (in INR)
	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>6. 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>7. The Company's net worth has been completely eroded and its current liabilities exceed current assets by INR 724.65 lakhs. The Statutory Auditor 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>8. 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>9. 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="256 940 678 1333"> <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="706 825 1425 1140"> <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

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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

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 term sheet, 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.

The QR Code, through which shareholders can access the valuation report of an independent external party is as:



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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.