



**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**

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Ref: BSE/SEC/440/2025

// Through BSE Listing Centre Online//

Date: 6th November, 2025

The Corporate Relationship Department

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai 400 001

BSE CODE: 517201

Dear Sir/Madam,

Sub: Intimation of the Summary of the Proceedings of the EGM

Ref: Regulation 30 of the SEBI (LODR) Regulations, 2015

With reference to the subject cited above, we are submitting herewith the summary of the proceedings of the EGM of the Company held on Thursday, the 6th November, 2025 through Audio/Video Conferencing mode.

We request you to take the same on record.

Thanking You,

Yours faithfully,

For SWITCHING TECHNOLOGIES GUNTHER LIMITED

S.Ramesh

Company Secretary and Compliance Officer



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**SUMMARY OF THE PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING
OF THE MEMBERS OF SWITCHING TECHNOLOGIES GUNTHER LIMITED HELD ON
THURSDAY THE 6th NOVEMBER, 2025 AT 2.30 P.M. THROUGH AUDIO-VIDEO
CONFERENCING MODE**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that an Extraordinary General Meeting (EGM) of the Members of the Company was duly convened and held on Thursday, the 6th November, 2025, through Audio/Video Conferencing mode.

Mr.S.Ramesh, Company Secretary, welcomed all the Members present for the Extraordinary General Meeting (EGM) of the Company held through Audio/Video Conferencing mode.

Mr.C.Chandrachudan, Managing Director, further invited the Management Members, Mr.K.Mani, Non Executive Director, Mr.Sharanabasaveshwar G Hiremath and Mrs.Saimathy Soupramanien, Independent Directors, Mr.S.Ramesh, Company Secretary, Mrs.T.Nirmala, Chief Financial Officer and Mr.G.Sreenivasa Rao, Scrutinizer, present for the meeting.

The Company Secretary called the meeting to order as the required quorum was present. He further said that since the Notice of the EGM of the Company has been with the members for quite sometime now, he asked as to whether the Notice, Directors Report and the Auditors Report can be taken as read and it was taken as read as nobody insisted on reading the same.

The Company Secretary further informed the Members that if they require a physical copy of the EGM Notice they are welcome to send a request to the Company's email id at stgindia@stg-india.com

He further informed the Members present that if they wish to inspect the Statutory Registers as required under the relevant provisions of the Companies Act, 2013 and the Rules made thereunder, they may do so by making a formal request to the Company Secretary by giving their folio number/DP ID to stgindia@stg-india.com.

The Company Secretary then invited queries from the shareholders present. There were no queries raised.

He then invited the Scrutinizer to address the meeting.

Mr.G.Sreenivasa Rao, Scrutinizer then informed the members that the Company had provided the facility of remote e-voting on the following resolutions which were passed.



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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.

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.



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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 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 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



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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.

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."



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The Scrutinizer further informed the Members that he will announce the e-Voting results and furnish the Scrutinizer's Report after the AGM.

Mr, Chandrachudan, Managing Director, then delivered the vote of thanks to the Directors, Statutory Auditor, Secretarial Auditor, Company Secretary, Chief Financial Officer, Scrutinizer and the Members who had attended the Meeting.

The Company Secretary finally said that as there was no other business to transact the meeting is concluded. The meeting concluded at 2.35 p.m.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For SWITCHING TECHNOLOGIES GUNTHER LIMITED

S.Ramesh
Company Secretary and Compliance Officer
ACS M.No.A10646

Dated: 6th November, 2025

Place: Chennai