



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 : cs@stg-india.com

CIN : L10790TN1988PLC015647

GSTIN : 33AAACS5033J1ZL

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the 01st Extra-Ordinary General Meeting for the financial year 2026-2027 (hereinafter referred to as "EGM") of the Members of Switching Technologies Gunther Limited ("the Company") will be held on Saturday, the 1st day of August, 2026 at 12:30 P.M., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the applicable provisions of the Companies Act, 2013 ("Act, 2013"), the Ministry of Corporate Affairs ("MCA") General Circular No. 03/2025 dated September 22, 2025 and other applicable MCA Circulars, and applicable SEBI Circulars, to transact the following business:

SPECIAL BUSINESS

ITEM No. 1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

*To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the relevant rules framed thereunder, any other applicable law(s), regulation(s), rule(s) or guideline(s), if any, and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing ₹6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each to ₹30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- (Rupees Ten Only) each, ranking pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following new Clause V:

"V. The Authorised Share Capital of the Company is ₹30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient, including filing, signing, verifying and executing all such forms (including e-forms), applications, papers and documents as may be required with the Registrar of Companies, Chennai or any other authority, and to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution."

ITEM No. 2. ENHANCEMENT OF LIMITS FOR MAKING INVESTMENTS, GIVING LOANS OR GUARANTEES AND PROVIDING SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 read with Section 179(3)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents and permissions as may be required from the Registrar of Companies ("ROC"), or any other regulatory or statutory authority(ies), as may be applicable, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board in this behalf) to give any loan, guarantee or provide security, or acquire securities of any other body corporate, from time to time, in one or more tranches, for an aggregate amount not exceeding ₹1,000,00,00,000/- (Rupees One Thousand Crore Only) outstanding at any point of time, notwithstanding that such investments, loans, guarantees and securities are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.



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RESOLVED FURTHER THAT the Board hereby confirms that there is no subsisting default in repayment of any deposit or interest thereon, and that prior approval of the Public Financial Institutions, wherever required, shall be obtained before exceeding the limits prescribed under Section 186(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient, including filing, signing, verifying and executing all such forms, applications, papers and documents as may be required with the Registrar of Companies, Chennai or any other authority.”

ITEM No. 3. APPROVAL OF RELATED PARTY TRANSACTION FOR ACQUISITION OF TEKFOODS INTERNATIONAL PRIVATE LIMITED THROUGH SHARE SWAP

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, including Section 188 read with Section 177 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Company's Policy on Materiality of Related Party Transactions, and subject to such other approvals, consents and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board in this regard) to enter into and execute the Related Party Transaction, being the acquisition of up to 16,50,000 (Sixteen Lakh Fifty Thousand) equity shares representing up to 100% of the paid-up equity share capital of Tekfoods International Private Limited (CIN: U15100WB2017PTC219430) (“Tekfoods”), from its existing shareholders, who are related parties of the Company under Section 2(76) of the Companies Act, 2013 on account of Touristas Horizons Private Limited and BBU Enterprises Private Limited, the existing Promoters of the Company, being shareholders of and proposed allottees under Tekfoods, for a consideration of ₹88,93,50,000/- (Rupees Eighty-Eight Crore Ninety-Three Lakh Fifty Thousand Only), to be discharged entirely by way of issuance and allotment of up to 90,75,000 (Ninety Lakh Seventy-Five Thousand) fully paid-up equity shares of the Company at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share of face value ₹10/- each (including a premium of ₹88/- per share), on a preferential basis for consideration other than cash (Share Swap), at a Swap Ratio of 5.5:1, as certified by CA Prashant Ghorela, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2021/14003), vide his Valuation Report dated July 9, 2026. Upon completion of the said acquisition, Tekfoods shall become a Wholly Owned Subsidiary of the Company.

RESOLVED FURTHER THAT no related party shall be entitled to vote on this resolution, in accordance with the Company's Policy on Materiality of Related Party Transactions.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to finalise, execute and deliver the Share Swap Agreement and all such other agreements, documents, instruments and writings as may be deemed necessary, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the foregoing resolution, including filing of all necessary e-forms and documents with the Registrar of Companies, Chennai or any other authority.”

ITEM No. 4. APPROVAL OF RELATED PARTY TRANSACTION FOR ACQUISITION OF SAMRIDH OVERSEAS TRADING PRIVATE LIMITED THROUGH SHARE SWAP

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, including Section 188 read with Section 177 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Company's Policy on Materiality of Related Party Transactions, and subject to such other approvals, consents and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board in this regard) to enter into and execute the Related Party Transaction,



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being the acquisition of up to 11,10,110 (Eleven Lakh Ten Thousand One Hundred and Ten) equity shares representing up to 100% of the paid-up equity share capital of Samridh Overseas Trading Private Limited (CIN: U74900WB2013PTC199193) ("Samridh Overseas"), from its existing shareholders, who are related parties of the Company under Section 2(76) of the Companies Act, 2013 on account of Touristas Horizons Private Limited, BBU Enterprises Private Limited, the existing Promoters/Promoter Group of the Company, being shareholders of and proposed allottees under Samridh Overseas, for a consideration of ₹1,48,49,93,804/- (Rupees One Hundred Forty-Eight Crore Forty-Nine Lakh Ninety-Three Thousand Eight Hundred and Four Only), to be discharged entirely by way of issuance and allotment of up to 1,51,52,998 (One Crore Fifty-One Lakh Fifty-Two Thousand Nine Hundred and Ninety-Eight) fully paid-up equity shares of the Company at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share of face value ₹10/- each (including a premium of ₹88/- per share), on a preferential basis for consideration other than cash (Share Swap), at a Swap Ratio of 13.65:1, as certified by CA Prashant Ghorela, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2021/14003), vide his Valuation Report dated July 9, 2026. Upon completion of the said acquisition, Samridh Overseas shall become a Wholly Owned Subsidiary of the Company.

RESOLVED FURTHER THAT no related party shall be entitled to vote on this resolution, in accordance with the Company's Policy on Materiality of Related Party Transactions.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to finalise, execute and deliver the Share Swap Agreement and all such other agreements, documents, instruments and writings as may be deemed necessary, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the foregoing resolution, including filing of all necessary e-forms and documents with the Registrar of Companies, Chennai or any other authority."

ITEM No. 5. ACQUISITION OF UP TO 100% EQUITY SHAREHOLDING OF TEKFOODS INTERNATIONAL PRIVATE LIMITED THROUGH SHARE SWAP

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 179(3)(j) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, sanctions, consents and permissions as may be required from any statutory, regulatory or governmental authority, including the receipt of In-Principle Approval from BSE Limited, the consent of the Members of the Company be and is hereby accorded for the acquisition of up to 16,50,000 (Sixteen Lakh Fifty Thousand) equity shares, representing up to 100% of the paid-up equity share capital of Tekfoods International Private Limited (CIN: U15100WB2017PTC219430), an unlisted private company, for a consideration of ₹88,93,50,000/- (Rupees Eighty-Eight Crore Ninety-Three Lakh Fifty Thousand Only), at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share of the Company, as determined by the Valuation Report dated July 9, 2026, issued by CA Prashant Ghorela, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/06/2021/14003) (the "Purchase Consideration").

RESOLVED FURTHER THAT in consideration of the above acquisition, the consent of the Members of the Company be and is hereby accorded for the issuance and allotment of up to 90,75,000 (Ninety Lakh Seventy-Five Thousand) fully paid-up equity shares of the Company having face value of ₹10/- (Rupees Ten Only) each, at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share (including a premium of ₹88/- (Rupees Eighty-Eight Only) per share), to the existing shareholders of Tekfoods International Private Limited by way of Share Swap, thereby discharging the entire Purchase Consideration, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT upon allotment of the said equity shares, Tekfoods International Private Limited shall become a Wholly Owned Subsidiary of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary steps to give effect to this resolution, including finalising and executing the Share Swap Agreement and all ancillary documents, filing of necessary forms and documents with the Registrar of Companies, Chennai, making necessary disclosures to BSE Limited and such other regulatory authorities as may be required, and obtaining any approvals as may be necessary."



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ITEM No. 6. ACQUISITION OF UP TO 100% EQUITY SHAREHOLDING OF SAMRIDH OVERSEAS TRADING PRIVATE LIMITED THROUGH SHARE SWAP

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) read with Section 179(3)(j) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, sanctions, consents and permissions as may be required from any statutory, regulatory or governmental authority, including the receipt of In-Principle Approval from BSE Limited, the consent of the Members of the Company be and is hereby accorded for the acquisition of up to 11,10,110 (Eleven Lakh Ten Thousand One Hundred and Ten) equity shares, representing up to 100% of the paid-up equity share capital of Samridh Overseas Trading Private Limited (CIN: U74900WB2013PTC199193), an unlisted private company, for a consideration of ₹1,48,49,93,804/- (Rupees One Hundred Forty-Eight Crore Forty-Nine Lakh Ninety-Three Thousand Eight Hundred and Four Only), at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share of the Company, as determined by the Valuation Report dated July 9, 2026, issued by CA Prashant Ghorela, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/06/2021/14003) (the “Purchase Consideration”).

RESOLVED FURTHER THAT in consideration of the above acquisition, the consent of the Members of the Company be and is hereby accorded for the issuance and allotment of up to 1,51,52,998 (One Crore Fifty-One Lakh Fifty-Two Thousand Nine Hundred and Ninety-Eight) fully paid-up equity shares of the Company having face value of ₹10/- (Rupees Ten Only) each, at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share (including a premium of ₹88/- (Rupees Eighty-Eight Only) per share), to the existing shareholders of Samridh Overseas Trading Private Limited by way of Share Swap, thereby discharging the entire Purchase Consideration, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Fractional entitlements arising on application of the Swap Ratio of 13.65:1 have been rounded down to the nearest whole equity share.

RESOLVED FURTHER THAT upon allotment of the said equity shares, Samridh Overseas Trading Private Limited shall become a Wholly Owned Subsidiary of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary steps to give effect to this resolution, including finalising and executing the Share Swap Agreement and all ancillary documents, filing of necessary forms and documents with the Registrar of Companies, Chennai, making necessary disclosures to BSE Limited and such other regulatory authorities as may be required, and obtaining any approvals as may be necessary.”

ITEM No. 7. ISSUANCE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP)

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, Chapter V and other applicable provisions of the SEBI ICDR Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Prohibition of Insider Trading) Regulations, 2015, and subject to such other approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot up to 2,42,27,998 (Two Crore Forty-Two Lakh Twenty-Seven Thousand Nine Hundred and Ninety Eight)) fully paid-up equity shares (“Equity Shares”) of the Company having face value of ₹10/- (Rupees Ten Only) each, at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share (including a premium of ₹88/- (Rupees Eighty-Eight Only) per share), being a price not less than the floor price of ₹97.49/- per equity share determined in accordance with Regulation 164(1) read with Regulation 166A(1) of the SEBI ICDR Regulations, aggregating to ₹2,37,43,43,804/- (Rupees Two Hundred Thirty-Seven Crore Forty-Three Lakh Forty-Three Thousand Eight Hundred and Four Only) (“Purchase Consideration”), on a preferential allotment basis, for consideration other than cash (Share Swap), to the 44 (Forty-Four) proposed allottees, being the existing shareholders (Promoter and Non-Promoter) of Tekfoods International Private Limited and Samridh Overseas Trading Private Limited, whose names, categories and number of equity shares proposed to be allotted are set out in the table below, being the payment towards the acquisition of the Sale Shares of Tekfoods



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International Private Limited and Samridh Overseas Trading Private Limited, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of Proposed Allottee / Investor	Category	No. of Equity Shares to be Allotted
Promoter & Promoter Group Allottees:			
1	Touristas Horizons Private Limited	Promoter	7,658,000
2	BBU Enterprises Private Limited	Promoter	7,658,000
Non-Promoter Allottees:			
3	SG Dhanvarsha LLP	Non-Promoter	137,500
4	Damini Ghate	Non-Promoter	165,000
5	Suyash Badjate	Non-Promoter	137,500
6	Pravin Badjate	Non-Promoter	137,500
7	Aakash Savlani	Non-Promoter	110,000
8	Pooja Savlani	Non-Promoter	110,000
9	Kunaal Agashe	Non-Promoter	82,500
10	Goldbus Advisory LLP	Non-Promoter	82,500
11	FutureFront Edge LLP	Non-Promoter	55,000
12	Sougata Sengupta	Non-Promoter	82,500
13	Deepak Kharwad	Non-Promoter	55,000
14	Pankaj Dayma	Non-Promoter	55,000
15	Mrugank Anand	Non-Promoter	38,500
16	Vishal Kunden	Non-Promoter	38,500
17	Yogen Oswal	Non-Promoter	38,500
18	Sachin Dhopte	Non-Promoter	27,500
19	Parth Wanage	Non-Promoter	53,515
20	Vineet Arora	Non-Promoter	1,79,615
21	Harshit Jain	Non-Promoter	137,500
22	Swapnil Baitule	Non-Promoter	11,000
23	Sinha General Appliances Private Limited	Non-Promoter	1,925,000
24	Sunflower Furniture Private Limited	Non-Promoter	1,650,000
25	KK Board Mills Private Limited	Non-Promoter	1,084,492
26	Purbanjali Trading Private Limited	Non-Promoter	10,85,857
27	Jayraman Vishwanathan	Non-Promoter	189,735
28	Krishnan Ramamurthy	Non-Promoter	38,220



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Sr. No.	Name of Proposed Allottee / Investor	Category	No. of Equity Shares to be Allotted
29	Annapurna Sridhar	Non-Promoter	152,880
30	Vishal Dhumal	Non-Promoter	1,37,182
31	Ascend Global Opportunities Fund - 1	Non-Promoter	266,175
32	Mangina Srinivas Rao	Non-Promoter	45,727
33	Sarod Realty Pvt Ltd	Non-Promoter	38,220
34	Nautilus Private Capital Limited	Non-Promoter	45,727
35	Dipti Prashant Mehta	Non-Promoter	45,727
36	Meghna Shah	Non-Promoter	38,220
37	Maestro Emerging Fund PCC - Value Investing	Non-Promoter	189,735
38	Saurav Raidani	Non-Promoter	38,220
39	H Channa Keshava	Non-Promoter	19,110
40	Vimal Malu	Non-Promoter	19,110
41	Rajesh Vaishnav	Non-Promoter	38,220
42	Navneet Jain	Non-Promoter	84,084
43	Umang Vora	Non-Promoter	13,650
44	Ankush Agrawal	Non-Promoter	32,077
	TOTAL		2,42,27,998

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be Thursday, 2 July, 2026, being the date 30 (thirty) days prior to the date of this EGM, in accordance with Regulation 161(a) of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Valuation Reports dated July 9, 2026, obtained by the Company from CA Prashant Ghorela, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2021/14003), in connection with the proposed preferential issue of equity shares on a Share Swap basis, be and are hereby noted and taken on record. Since the equity shares of the Company are frequently traded on BSE Limited, the price of the equity shares of the Company for the purposes of the Swap Ratios has been determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations at ₹97.49/- per equity share, being the higher of the volume-weighted average price for the 90 (Ninety) trading days (₹85.67) and the 10 (Ten) trading days (₹97.49) preceding the Relevant Date; and since the proposed preferential issue allots equity shares representing more than 5% (five per cent) of the post-issue fully diluted share capital of the Company, a Valuation Report under Regulation 166A(1) of the SEBI ICDR Regulations was also obtained, determining the fair value of the equity shares of the Company at ₹98/- (Rupees Ninety-Eight Only) per equity share. In terms of the first proviso to Regulation 166A(1), the floor price is the higher of the two, i.e., ₹97.49/- per equity share. Accordingly, the issue price of ₹98/- per equity share is not less than the said floor price. The fair value of Tekfoods International Private Limited has been determined at ₹539/- per equity share (Swap Ratio 5.5:1), and the fair value of Samridh Overseas Trading Private Limited has been determined at ₹1,338/- per equity share (Swap Ratio 13.65:1), each as certified by CA Prashant Ghorela, Registered Valuer, and the same is hereby noted and taken on record.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall, inter alia, be subject to the following:



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- i. The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of approval of this Special Resolution; or (ii) receipt of the In-Principle Approval of BSE Limited for issuance of the Equity Shares to the Proposed Allottees;
- ii. The Equity Shares to be issued and allotted shall be fully paid-up and shall rank pari-passu with the existing equity shares of the Company in all respects from the date of allotment thereof;
- iii. The entire pre-preferential allotment shareholding of the Proposed Allottees in the Company, and the shares to be allotted pursuant to this preferential issue, shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- iv. No partly paid-up Equity Shares shall be issued and allotted;
- v. The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited, subject to the receipt of all necessary regulatory permissions and approvals;
- vi. Since the consideration for this Preferential Issue is other than cash, the consideration shall be discharged entirely by way of transfer of the Sale Shares of Tekfoods International Private Limited and Samridh Overseas Trading Private Limited to the Company pursuant to the respective Share Swap Agreements;
- vii. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares approved hereinabove;
- viii. If any Proposed Allottee fails to transfer the relevant Sale Shares to the Company, or is found ineligible for allotment, or upon non-receipt of necessary regulatory approval(s), the Company shall not allot any Equity Shares to such Proposed Allottee.

RESOLVED FURTHER THAT the Company hereby takes note of and approves the certificate from the Practising Company Secretary confirming compliance with Chapter V and Regulation 163(2) of the SEBI ICDR Regulations by the Company.

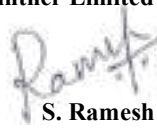
RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to record the names and details of the Proposed Allottees in Form PAS-5, and the Board be and is hereby authorised to make an offer to the Proposed Allottees through a Private Placement Offer Letter cum Application Letter in Form PAS-4, inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) in the terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members, provided such modification(s) do not adversely affect the interest of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including appointing and entering into arrangements with legal counsel, registrar and other advisors; obtaining necessary regulatory approvals including In-Principle and listing approval from BSE Limited; finalising and issuing offer documents; admitting the shares to the depository system of NSDL and/or CDSL; and settling any question, difficulty or doubt arising in connection with the Preferential Issue."

By Order of the Board
For Switching Technologies Gunther Limited

Place: Chennai
Date: July 09, 2026


S. Ramesh
Company Secretary and Compliance Officer
Membership No.: ACS A10646





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 : cs@stg-india.com

CIN : L10790TN1988PLC015647

GSTIN : 33AAACS5033J1ZL

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 AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.switchingtechnologiesguntherltd.com.
7. 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 AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
8. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs



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through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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 Wednesday, July 29, 2026 at 9.00 a.m. and ends on Friday, July 31, 2026 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 Friday 24th July, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to 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
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Individual Shareholders holding securities in Demat mode with CDSL Depository	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 cdsi 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 cdsi 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 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 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



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	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. 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 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.
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.com 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

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



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- (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.
 - 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 AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ 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 AGM/EGM.



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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 atleast 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 AGM 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 (company email id). 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.
9. Only those shareholders, who are present in the AGM/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/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM 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 AGM & 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, AVP, (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.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 163 OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors of Switching Technologies Gunther Limited ("the Company") at its meeting held on Thursday, July 9, 2026, proposed an increase in the Authorised Share Capital of the Company from ₹6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each to ₹30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- (Rupees Ten Only) each, subject to the approval of the Members of the Company.

It is therefore proposed to increase the Authorised Share Capital of the Company by creating 2,40,00,000 (Two Crore Forty Lakh) additional Equity Shares of ₹10/- (Rupees Ten Only) each, ranking pari-passu with the existing Equity Shares in all respects, in accordance with the Memorandum and Articles of Association of the Company.

As per the provisions of Sections 13 and 61 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the approval of the shareholders by way of an Ordinary Resolution is required for the alteration of the Capital Clause of the Memorandum of Association consequent upon the increase in Authorised Share Capital of the Company.

A copy of the Memorandum of Association of the Company showing the proposed changes will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the EGM.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 1, seeking the approval of the Members for increasing the Authorised Share Capital of the Company and consequential alteration of Clause V of the Memorandum of Association.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 2: ENHANCEMENT OF LIMITS FOR MAKING INVESTMENTS, GIVING LOANS OR GUARANTEES AND PROVIDING SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

As per the provisions of Section 186 read with Section 179(3)(f) of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, no company is permitted to, directly or indirectly, give any loan, guarantee or security, or acquire securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account, or one hundred percent of its free reserves and securities premium account, whichever is more, without the prior approval of the Members by way of a Special Resolution.

In view of the above, and considering the long-term business plans of the Company, including the proposed acquisitions of Tekfoods International Private Limited and Samridh Overseas Trading Private Limited and future investments and expansions in the food manufacturing and trading sector, which would require the Company to make sizeable loans/investments and issue guarantees/securities to persons or body corporates from time to time, the prior approval of the Members is being sought for enhancement of the aggregate limit up to ₹1,00,00,00,000/- (Rupees One Thousand Crore Only) outstanding at any point of time.

The Board confirms that there is no subsisting default in repayment of any deposit or interest thereon, and that prior approval of the Public Financial Institutions, wherever required, shall be obtained as required under Section 186(5) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set out at Item No. 2, seeking the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 3: APPROVAL OF RELATED PARTY TRANSACTION FOR ACQUISITION OF TEKFOODS INTERNATIONAL PRIVATE LIMITED THROUGH SHARE SWAP

Switching Technologies Gunther Limited has its equity shares listed on BSE Limited. As on the last day of the previous financial year, the paid-up equity share capital and net worth of the Company are stated to be within the thresholds specified under Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), namely paid-up equity share capital not exceeding ₹10 Crore and net worth not exceeding ₹25 Crore, in which case the corporate governance provisions, including Regulation 23 pertaining to Related Party Transactions, would not presently be applicable to the Company. This is subject to confirmation from the Company's latest audited financial statements.



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Notwithstanding the above, as mandated by Regulation 15(3) of the SEBI Listing Regulations, the provisions of the Companies Act, 2013 continue to apply to the Company wherever applicable. The proposed transaction is accordingly governed by Section 188 read with Section 177 of the Companies Act, 2013, and the Rules made thereunder, including the Companies (Meetings of Board and its Powers) Rules, 2014.

Since the proposed acquisition constitutes a Related Party Transaction within the meaning of the Company's Policy on Materiality of Related Party Transactions, and also in view of the value of the proposed transaction in relation to the Company's post-issue paid-up share capital (which shall exceed ₹10 Crore upon completion of the Preferential Issue), the approval of the Members is being sought by way of an Ordinary Resolution.

Background and Transaction Details:

The Members are informed that, pursuant to the prior approval and recommendation of the Audit Committee of the Company (comprising only Independent Directors), at its meeting held on Thursday, July 9, 2026, the Board of Directors of the Company, at their meeting held on Thursday, July 9, 2026, considered and approved the acquisition of up to 16,50,000 (Sixteen Lakh Fifty Thousand) equity shares representing up to 100% of the paid-up equity share capital of Tekfoods International Private Limited, an unlisted private company (CIN: U15100WB2017PTC219430), incorporated on February 13, 2017, having its registered office at Fortune Chambers, G-44, Ground Floor, 6, Lyonsrange, Kolkata G.P.O., Kolkata - 700001, from its existing shareholders, who are related parties of the Company under Section 2(76) of the Companies Act, 2013 (on account of Touristas Horizons Private Limited and BBU Enterprises Private Limited, the existing Promoters of the Company, being shareholders of and proposed allottees under Tekfoods International Private Limited), for a total non-cash consideration of ₹88,93,50,000/- (Rupees Eighty-Eight Crore Ninety-Three Lakh Fifty Thousand Only), to be discharged entirely by way of issuance and allotment of up to 90,75,000 (Ninety Lakh Seventy-Five Thousand) fully paid-up equity shares of the Company at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share, being not less than the floor price of ₹97.49/- per equity share determined in accordance with Regulation 164(1) read with Regulation 166A(1) of the SEBI ICDR Regulations, on a preferential basis for consideration other than cash (Share Swap). Upon completion of the said acquisition, Tekfoods International Private Limited shall become a Wholly Owned Subsidiary of the Company.

The said transaction constitutes a Related Party Transaction within the meaning of Section 2(76) of the Companies Act, 2013 and the Company's Policy on Materiality of Related Party Transactions. The transaction has been undertaken on an arm's length basis, as certified by CA Prashant Ghorela, Registered Valuer, in the Valuation Report dated July 9, 2026.

Details of the Related Party Transaction as required under the Company's RPT Policy and Section 188 of the Companies Act, 2013:

Sr. No.	Particulars	Details
1	Type, material terms and particulars of the proposed transaction	Acquisition of up to 16,50,000 (Sixteen Lakh Fifty Thousand) equity shares representing up to 100% of the paid-up equity share capital of Tekfoods International Private Limited from its existing shareholders, who are related parties of the Company, for a total non-cash consideration of ₹88,93,50,000/- (Rupees Eighty-Eight Crore Ninety-Three Lakh Fifty Thousand Only), to be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis in terms of the SEBI ICDR Regulations, at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share, pursuant to the Valuation Reports dated July 9, 2026, issued by CA Prashant Ghorela, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2021/14003). Consequent to the Board approval, a Share Swap Agreement has been/shall be executed between the Company and the shareholders of Tekfoods International Private Limited. The transaction is conditional upon Members' approval and receipt of In-Principle Approval from BSE Limited.
2	Name of the related party and its relationship with the listed entity	Tekfoods International Private Limited and its shareholders (including the Promoter/Promoter Group of the Company) are related parties of the Company under Section 2(76) of the Companies Act, 2013 and the Company's Policy on Materiality of Related Party Transactions.
3	Tenure of the proposed transaction	Not applicable. The allotment of equity shares of the Company shall be completed within 15 (fifteen) days from the later of: (i) receipt of Members' approval; or (ii) receipt of In-Principle Approval from BSE Limited and such other regulatory approvals as may be required.
4	Value of the proposed transaction	₹88,93,50,000/- (Rupees Eighty-Eight Crore Ninety-Three Lakh Fifty Thousand Only)



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GSTIN : 33AAACS5033J12L

Sr. No.	Particulars	Details
5	Details regarding loans/inter-corporate deposits/investments	Not applicable. The consideration for this transaction shall be discharged entirely by way of issuance and allotment of equity shares of the Company on a preferential basis. No cash outflow is involved.
6	Justification as to why the RPT is in the interest of the listed entity	The acquisition of up to 100% equity shareholding of Tekfoods International Private Limited is in line with the Company's strategic vision to reposition itself as a dedicated food manufacturing and trading platform, leveraging the operational expertise, established supply chain, product portfolio and customer relationships of the Tek Food Group. The transaction shall be effected through a non-cash share swap, thereby preserving the Company's liquidity and optimising use of available resources.
7	Valuation or other external party report relied upon	The Valuation Report dated July 9, 2026 in respect of Tekfoods International Private Limited, determining its fair value at ₹539/- per equity share and the Swap Ratio of 5.5:1, has been obtained from CA Prashant Ghorela, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2021/14003).
8	Any other information that may be relevant	All relevant and important information forms part of this Explanatory Statement. In terms of the Company's Policy on Materiality of Related Party Transactions, all related parties, whether or not party to this transaction, shall not vote to approve this resolution. None of the Directors or Key Managerial Personnel of the Company (other than those who are shareholders of the Target Company, if any) or their relatives are concerned or interested in this resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 3, seeking the approval of the Members.

The Directors, if any, who are shareholders of Tekfoods International Private Limited and therefore related parties, may be deemed to be interested in this resolution. No related party shall be entitled to vote on this resolution.

ITEM NO. 4: APPROVAL OF RELATED PARTY TRANSACTION FOR ACQUISITION OF SAMRIDH OVERSEAS TRADING PRIVATE LIMITED THROUGH SHARE SWAP

As explained at Item No. 3 above, the proposed transaction is governed by Section 188 read with Section 177 of the Companies Act, 2013 and the Rules made thereunder, and the Company's Policy on Materiality of Related Party Transactions.

Background and Transaction Details:

The Members are informed that, pursuant to the prior approval and recommendation of the Audit Committee of the Company (comprising only Independent Directors), at its meeting held on Thursday, July 9, 2026, the Board of Directors of the Company, at their meeting held on Thursday, July 9, 2026, considered and approved the acquisition of up to 11,10,110 (Eleven Lakh Ten Thousand One Hundred and Ten) equity shares representing up to 100% of the paid-up equity share capital of Samridh Overseas Trading Private Limited, an unlisted private company (CIN: U74900WB2013PTC199193), incorporated on December 20, 2013, having its registered office at Ground Floor, Flat G1 100, Jodhpur Park, Kolkata - 700068, from its existing shareholders, who are related parties of the Company under Section 2(76) of the Companies Act, 2013 (on account of Touristas Horizons Private Limited, BBU Enterprises Private Limited, the existing Promoters/Promoter Group of the Company, being shareholders of and proposed allottees under Samridh Overseas Trading Private Limited), for a total non-cash consideration of ₹1,48,49,93,804/- (Rupees One Hundred Forty-Eight Crore Forty-Nine Lakh Ninety-Three Thousand Eight Hundred and Four Only), to be discharged entirely by way of issuance and allotment of up to 1,51,52,998 (One Crore Fifty-One Lakh Fifty-Two Thousand Nine Hundred and Ninety-Eight) fully paid-up equity shares of the Company at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share, being not less than the floor price of ₹97.49/- per equity share determined in accordance with Regulation 164(1) read with Regulation 166A(1) of the SEBI ICDR Regulations, on a preferential basis for consideration other than cash (Share Swap). Fractional entitlements arising on application of the Swap Ratio have been rounded down to the nearest whole share. Upon completion of the said acquisition, Samridh Overseas Trading Private Limited shall become a Wholly Owned Subsidiary of the Company.

The said transaction constitutes a Related Party Transaction within the meaning of Section 2(76) of the Companies Act, 2013 and the Company's Policy on Materiality of Related Party Transactions. The transaction has been undertaken on an arm's length basis, as certified by CA Prashant Ghorela, Registered Valuer, in the Valuation Report dated July 9, 2026.

Details of the Related Party Transaction as required under the Company's RPT Policy and Section 188 of the Companies Act, 2013:

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Sr. No.	Particulars	Details
1	Type, material terms and particulars of the proposed transaction	Acquisition of up to 11,10,110 (Eleven Lakh Ten Thousand One Hundred and Ten) equity shares representing up to 100% of the paid-up equity share capital of Samridh Overseas Trading Private Limited from its existing shareholders, who are related parties of the Company, for a total non-cash consideration of ₹1,48,49,93,804/- (Rupees One Hundred Forty-Eight Crore Forty-Nine Lakh Ninety-Three Thousand Eight Hundred and Four Only), to be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis in terms of the SEBI ICDR Regulations, at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share, pursuant to the Valuation Reports dated July 9, 2026, issued by CA Prashant Ghorela, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2021/14003). Consequent to the Board approval, a Share Swap Agreement has been/shall be executed between the Company and the shareholders of Samridh Overseas Trading Private Limited. The transaction is conditional upon Members' approval and receipt of In-Principle Approval from BSE Limited.
2	Name of the related party and its relationship with the listed entity	Samridh Overseas Trading Private Limited and its shareholders (including the Promoter/Promoter Group of the Company) are related parties of the Company under Section 2(76) of the Companies Act, 2013 and the Company's Policy on Materiality of Related Party Transactions.
3	Tenure of the proposed transaction	Not applicable. The allotment of equity shares of the Company shall be completed within 15 (fifteen) days from the later of: (i) receipt of Members' approval; or (ii) receipt of In-Principle Approval from BSE Limited and such other regulatory approvals as may be required.
4	Value of the proposed transaction	₹1,48,49,93,804/- (Rupees One Hundred Forty-Eight Crore Forty-Nine Lakh Ninety-Three Thousand Eight Hundred and Four Only)
5	Details regarding loans/inter-corporate deposits/investments	Not applicable. The consideration for this transaction shall be discharged entirely by way of issuance and allotment of equity shares of the Company on a preferential basis. No cash outflow is involved.
6	Justification as to why the RPT is in the interest of the listed entity	The acquisition of up to 100% equity shareholding of Samridh Overseas Trading Private Limited is in line with the Company's strategic vision to reposition itself as a dedicated food manufacturing and trading platform, leveraging the operational expertise, established supply chain, product portfolio and customer relationships of the Tek Food Group. The transaction shall be effected through a non-cash share swap, thereby preserving the Company's liquidity and optimising use of available resources.
7	Valuation or other external party report relied upon	The Valuation Report dated July 9, 2026 in respect of Samridh Overseas Trading Private Limited, determining its fair value at ₹1,338/- per equity share and the Swap Ratio of 13.65:1, has been obtained from CA Prashant Ghorela, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2021/14003).
8	Any other information that may be relevant	All relevant and important information forms part of this Explanatory Statement. In terms of the Company's Policy on Materiality of Related Party Transactions, all related parties, whether or not party to this transaction, shall not vote to approve this resolution. None of the Directors or Key Managerial Personnel of the Company (other than those who are shareholders of the Target Company, if any) or their relatives are concerned or interested in this resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 4, seeking the approval of the Members.

The Directors, if any, who are shareholders of Samridh Overseas Trading Private Limited and therefore related parties, may be deemed to be interested in this resolution. No related party shall be entitled to vote on this resolution.

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ITEM NO. 5: ACQUISITION OF UP TO 100% EQUITY SHAREHOLDING OF TEKFOODS INTERNATIONAL PRIVATE LIMITED THROUGH SHARE SWAP

The Company proposes to acquire up to 16,50,000 (Sixteen Lakh Fifty Thousand) equity shares of Tekfoods International Private Limited, representing up to 100% of its paid-up equity share capital.

The total purchase consideration for this acquisition is ₹88,93,50,000/- (Rupees Eighty-Eight Crore Ninety-Three Lakh Fifty Thousand Only), at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share, as determined by the Valuation Report dated July 9, 2026, issued by CA Prashant Ghorela, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/06/2021/14003). In consideration of this acquisition, the Company intends to issue and allot up to 90,75,000 (Ninety Lakh Seventy-Five Thousand) fully paid-up equity shares of the Company having face value of ₹10/- (Rupees Ten Only) each, at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share (including a premium of ₹88/- per share), to the shareholders of Tekfoods International Private Limited by way of Share Swap, thereby discharging the entire Purchase Consideration. Upon completion of this acquisition, Tekfoods International Private Limited shall become a Wholly Owned Subsidiary of the Company.

The proposed acquisition is a strategic initiative aimed at repositioning the Company as a dedicated food manufacturing and trading platform, leveraging the operational expertise, established supply chain, product portfolio and customer relationships of the Tek Food Group. This acquisition will facilitate the transfer of ownership without impacting the Company's cash reserves, thereby preserving liquidity and optimising the use of available resources. The Board of Directors believes that this acquisition aligns with the Company's growth strategy and is in the best interests of the Company and its shareholders.

Accordingly, the Board recommends the Special Resolution set out at Item No. 5, seeking the approval of the Members by way of a Special Resolution under Section 62(1)(c) read with Section 179(3)(j) of the Companies Act, 2013.

The Directors, if any, who are shareholders of Tekfoods International Private Limited, may be deemed to be interested in the said resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 6: ACQUISITION OF UP TO 100% EQUITY SHAREHOLDING OF SAMRIDH OVERSEAS TRADING PRIVATE LIMITED THROUGH SHARE SWAP

The Company proposes to acquire up to 11,10,110 (Eleven Lakh Ten Thousand One Hundred and Ten) equity shares of Samridh Overseas Trading Private Limited, representing up to 100% of its paid-up equity share capital.

The total purchase consideration for this acquisition is ₹1,48,49,93,804/- (Rupees One Hundred Forty-Eight Crore Forty-Nine Lakh Ninety-Three Thousand Eight Hundred and Four Only), at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share, as determined by the Valuation Report dated July 9, 2026, issued by CA Prashant Ghorela, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/06/2021/14003). In consideration of this acquisition, the Company intends to issue and allot up to 1,51,52,998 (One Crore Fifty-One Lakh Fifty-Two Thousand Nine Hundred and Ninety-Eight) fully paid-up equity shares of the Company having face value of ₹10/- (Rupees Ten Only) each, at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share (including a premium of ₹88/- per share), to the shareholders of Samridh Overseas Trading Private Limited by way of Share Swap, thereby discharging the entire Purchase Consideration. Fractional entitlements arising on application of the Swap Ratio have been rounded down to the nearest whole share. Upon completion of this acquisition, Samridh Overseas Trading Private Limited shall become a Wholly Owned Subsidiary of the Company.

The proposed acquisition is a strategic initiative aimed at repositioning the Company as a dedicated food manufacturing and trading platform, leveraging the operational expertise, established supply chain, product portfolio and customer relationships of the Tek Food Group. This acquisition will facilitate the transfer of ownership without impacting the Company's cash reserves, thereby preserving liquidity and optimising the use of available resources. The Board of Directors believes that this acquisition aligns with the Company's growth strategy and is in the best interests of the Company and its shareholders.

Accordingly, the Board recommends the Special Resolution set out at Item No. 6, seeking the approval of the Members by way of a Special Resolution under Section 62(1)(c) read with Section 179(3)(j) of the Companies Act, 2013.

The Directors, if any, who are shareholders of Samridh Overseas Trading Private Limited, may be deemed to be interested in the said resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 7: ISSUANCE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP)

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In accordance with Sections 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority, approval of shareholders of the Company by way of Special Resolution is required to issue equity shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

a) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors of the Company, in its meeting held on Thursday, July 9, 2026, subject to the approval of the Members of the Company and such other necessary approvals as may be required, approved the proposal for discharging the consideration payable for the acquisition of 100% of the paid-up equity share capital of each of Tekfoods International Private Limited and Samridh Overseas Trading Private Limited, by way of issuance and allotment of up to 2,42,27,998 (Two Crore Forty-Two Lakh Twenty-Seven Thousand Nine Hundred and Ninety Eight)) equity shares having face value of ₹10/- (Rupees Ten Only) per Equity Share, at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share including a premium of ₹88/- (Rupees Eighty-Eight Only) per Equity Share, aggregating up to ₹2,37,43,43,804/- (Rupees Two Hundred Thirty-Seven Crore Forty-Three Lakh Forty-Three Thousand Eight Hundred and Four Only), on a preferential basis to the proposed allottees as mentioned in the resolution set out at Item No. 7.

b) Kinds of securities offered and the price at which security is being offered, and the total maximum number of securities to be issued

The Board of Directors in its meeting held on Thursday, July 9, 2026 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up to 2,42,27,998 (Two Crore Forty-Two Lakh Twenty-Seven Thousand Nine Hundred and Ninety Eight)) Equity Shares of the face value of ₹10/- (Rupees Ten Only) each ("the Equity Shares") at a price of ₹98/- (Rupees Ninety-Eight Only) per equity share including a premium of ₹88/- (Rupees Eighty-Eight Only) per Equity Share, aggregating up to ₹2,37,43,43,804/- (Rupees Two Hundred Thirty-Seven Crore Forty-Three Lakh Forty-Three Thousand Eight Hundred and Four Only) (being not less than the price calculated in terms of the SEBI ICDR Regulations), to Promoter and Non-Promoter allottees on a preferential basis, for consideration other than cash (Share Swap).

c) Purpose/Object of the preferential issue

The Company proposes to acquire 100% of the paid-up equity share capital of each of Tekfoods International Private Limited and Samridh Overseas Trading Private Limited, thereby transforming the Company into a dedicated food manufacturing and trading platform, by leveraging the operational expertise, established supply chain, product portfolio and customer relationships of the Tek Food Group. Since the entire consideration for the said acquisitions is to be discharged otherwise than in cash, the Company proposes to issue and allot equity shares aggregating up to ₹2,37,43,43,804/- (Rupees Two Hundred Thirty-Seven Crore Forty-Three Lakh Forty-Three Thousand Eight Hundred and Four Only) on a preferential basis to the existing shareholders of the said Target Companies, by way of Share Swap. No cash consideration shall be received or paid by the Company in connection with this issue.

d) Maximum number of securities to be issued and price at which securities are being offered

It is proposed to issue and allot in aggregate up to 2,42,27,998 (Two Crore Forty-Two Lakh Twenty-Seven Thousand Nine Hundred and Ninety Eight)) fully paid-up equity shares having face value of ₹10/- (Rupees Ten Only) each to the proposed allottees on a preferential basis.

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of the SEBI ICDR Regulations and is fixed at ₹98/- (Rupees Ninety-Eight Only) per equity share.

e) Basis on which the price has been arrived at along with report of the registered valuer

The Board of the Company has fixed the issue price of ₹98/- (Rupees Ninety-Eight Only) per equity share, which is above the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations. The Minimum Price is ₹97.49/- (Rupees Ninety-Seven and Paise Forty-Nine Only) per equity share.

The equity shares of the Company are listed on BSE Limited ("BSE") and are frequently traded. Accordingly, the Minimum Price has been determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations, being the higher of the volume-weighted average price of the equity shares of the Company for the 90 (Ninety) trading days (₹85.67/-) and the 10 (Ten) trading days (₹97.49/-) preceding the Relevant Date. Further, since the proposed allotment is more than 5% (five per cent) of the post-issue fully diluted Equity Share Capital of the Company, and is for consideration other than cash, a Valuation Report from an independent Registered Valuer was also obtained in terms of Regulation 166A(1) of the SEBI ICDR Regulations. In terms of the first proviso to Regulation 166A(1), the floor



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price is the higher of the price determined under Regulation 164(1) and the price under the Valuation Report i.e., ₹97.49/- per equity share, the Company's own Valuation Report having determined a fair value of ₹98/- per equity share.

The valuation was performed by **CA Prashant Ghorela**, a Registered Valuer (IBBI Registration No. IBBI/RV/06/2021/14003), having his office at 703, Om Siddhivinayak Building, Next to Paras Business Center, Carter Road-01, Borivali East, Mumbai-400066 in accordance with Regulations 165 and 166A of the SEBI ICDR Regulations, who has also determined the fair value of Tekfoods International Private Limited at ₹539/- per equity share (Swap Ratio 5.5:1) and the fair value of Samridh Overseas Trading Private Limited at ₹1,338/- per equity share (Swap Ratio 13.65:1). The certificate of the Independent Valuer confirming the minimum price for the preferential issue as per Chapter V of the SEBI ICDR Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 5:00 P.M. on all working days up to the date of the EGM and uploaded on the website of the Company. The link of the Valuation Report is <https://switchingtechnologiesguntherltd.com/>.

f) Relevant Date

The Relevant Date as per Regulation 161 of the SEBI ICDR Regulations, for determination of the minimum price for the issuance of equity shares of the Company, is Thursday, 2 July, 2026, being the date 30 (Thirty) days prior to the meeting of Members of the Company to consider the Preferential Issue of equity shares, and the issue price determined in accordance with the SEBI ICDR Regulations.

g) The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the proposed allottees, being the existing Promoter and Non-Promoter shareholders of Tekfoods International Private Limited and Samridh Overseas Trading Private Limited, as mentioned at point (h) below.

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post-preferential issue that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre-Issue Shares	% Holding*	New Shares to be Issued	Post-Issue Shares	% Holding**
1	Touristas Horizons Private Limited	Promoter	Varsha Tekriwala	6,77,861	27.67%	76,58,000	83,35,861	31.25%
2	BBU Enterprises Private Limited	Promoter	Sneha Tekriwal	6,77,861	27.67%	76,58,000	83,35,861	31.25%
3	SG Dhanvarsha LLP	Non-Promoter	Sandeep Ghate	—	0.00%	1,37,500	1,37,500	0.52%
4	Damini Ghate	Non-Promoter	Not Applicable	—	0.00%	1,65,000	1,65,000	0.62%
5	Suyash Badjate	Non-Promoter	Not Applicable	—	0.00%	1,37,500	1,37,500	0.52%
6	Pravin Badjate	Non-Promoter	Not Applicable	—	0.00%	1,37,500	1,37,500	0.52%
7	Aakash Savlani	Non-Promoter	Not Applicable	—	0.00%	1,10,000	1,10,000	0.41%
8	Pooja Savlani	Non-Promoter	Not Applicable	—	0.00%	1,10,000	1,10,000	0.41%
9	Kunaal Agashe	Non-Promoter	Not Applicable	—	0.00%	82,500	82,500	0.31%


Sandeep Ghate



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10	Goldbus Advisory LLP	Non-Promoter	Vandana Jain	-	0.00%	82,500	82,500	0.31%
11	FutureFront Edge LLP	Non-Promoter	Aakash Savlani Pooja Savlani	-	0.00%	55,000	55,000	0.21%
12	Sougata Sengupta	Non-Promoter	Not Applicable	-	0.00%	82,500	82,500	0.31%
13	Deepak Kharwad	Non-Promoter	Not Applicable	-	0.00%	55,000	55,000	0.21%
14	Pankaj Dayma	Non-Promoter	Not Applicable	-	0.00%	55,000	55,000	0.21%
15	Mrugank Anand	Non-Promoter	Not Applicable	-	0.00%	38,500	38,500	0.14%
16	Vishal Kunden	Non-Promoter	Not Applicable	-	0.00%	38,500	38,500	0.14%
17	Yogen Oswal	Non-Promoter	Not Applicable	-	0.00%	38,500	38,500	0.14%
18	Sachin Dhopte	Non-Promoter	Not Applicable	-	0.00%	27,500	27,500	0.10%
19	Parth Wanage	Non-Promoter	Not Applicable	-	0.00%	53,515	53,515	0.20%
20	Vineet Arora	Non-Promoter	Not Applicable	-	0.00%	1,79,615	1,79,615	0.67%
21	Harshit Jain	Non-Promoter	Not Applicable	-	0.00%	1,37,500	1,37,500	0.52%
22	Swapnil Baitule	Non-Promoter	Not Applicable	-	0.00%	11,000	11,000	0.04%
23	Sinha General Appliances Private Limited	Non-Promoter	Debojit Ghosh	-	0.00%	19,25,000	19,25,000	7.22%
24	Sunflower Furniture Private Limited	Non-Promoter	Shubham Swamakar	-	0.00%	16,50,000	16,50,000	6.18%
25	KK Board Mills Private Limited	Non-Promoter	Kamal Prajapat	-	0.00%	10,84,492	10,84,492	4.07%
26	Purbanjali Trading Private Limited	Non-Promoter	Ghanshyam	-	0.00%	10,85,857	10,85,857	4.07%
27	Jayraman Vishwanathan	Non-Promoter	Not Applicable	-	0.00%	1,89,735	1,89,735	0.71%

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28	Krishnan Ramamurthy	Non-Promoter	Not Applicable	-	0.00%	38,220	38,220	0.14%
29	Annapurna Sridhar	Non-Promoter	Not Applicable	-	0.00%	1,52,880	1,52,880	0.57%
30	Vishal Dhumal	Non-Promoter	Not Applicable	-	0.00%	1,37,182	1,37,182	0.51%
31	Ascend Global Opportunities Fund - 1	Non-Promoter	Sanjay Kakra Viren Mathia	-	0.00%	2,66,175	2,66,175	1.00%
32	Mangina Srinivas Rao	Non-Promoter	Not Applicable	-	0.00%	45,727	45,727	0.17%
33	Sarod Realty Pvt Ltd	Non-Promoter	Salil Taneja	-	0.00%	38,220	38,220	0.14%
34	Nautilus Private Capital Limited	Non-Promoter	VeeraJ Toofany	-	0.00%	45,727	45,727	0.17%
35	Dipti Prashant Mehta	Non-Promoter	Not Applicable	-	0.00%	45,727	45,727	0.17%
36	Meghna Shah	Non-Promoter	Not Applicable	-	0.00%	38,220	38,220	0.14%
37	Maestro Emerging Fund PCC - Value Investing	Non-Promoter	Muhammad Fardine Khan	-	0.00%	1,89,735	1,89,735	0.71%
38	Saurav Raidani	Non-Promoter	Not Applicable	-	0.00%	38,220	38,220	0.14%
39	H Channa Keshava	Non-Promoter	Not Applicable	-	0.00%	19,110	19,110	0.07%
40	Vimal Malu	Non-Promoter	Not Applicable	-	0.00%	19,110	19,110	0.07%
41	Rajesh Vaishnav	Non-Promoter	Not Applicable	-	0.00%	38,220	38,220	0.14%
42	Navneet Jain	Non-Promoter	Not Applicable	-	0.00%	84,084	84,084	0.31%
43	Umang Vora	Non-Promoter	Not Applicable	-	0.00%	13,650	13,650	0.05%
44	Ankush Agrawal	Non-Promoter	Not Applicable	-	0.00%	32,077	32,077	0.12%

*These percentages have been calculated on the basis of pre-preferential share capital of the Company, i.e., ₹2,45,00,000/- (Rupees Two Crore Forty-Five Lakh Only) divided into 24,50,000 (Twenty-Four Lakh Fifty Thousand) Equity Shares of ₹10/- each.

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****These percentages have been calculated on the basis of post-preferential share capital of the Company on a fully diluted basis, i.e., ₹26,67,79,980/- divided into 2,66,77,998 (Two Crore Sixty-Six Lakh Seventy-Seven Thousand Nine Hundred and Ninety-Eight) Equity Shares of ₹10/- each.**

Note: The post-holding may vary depending upon any other corporate action in between.

i) Intention of the promoters/directors/or key managerial personnel to subscribe to the offer

Except as follows, none of the other promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

Sr. No.	Name of the Proposed Allottee	Promoter/Director/KMP	Number of Equity Shares to be Issued
1	Touristas Horizons Private Limited	Promoter	76,58,000
2	BBU Enterprises Private Limited	Promoter	76,58,000

j) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the preferential issue/allotment of equity shares shall be completed within a period of 15 (fifteen) days of passing the Special Resolution or such extended time as may be approved by the Regulatory Authorities, from the date of approval of the Members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

k) Shareholding pattern pre and post preferential issue would be as follows

Sr. No.	Category / Particulars	Pre-Issue No. of Shares	Pre-Issue %	Post-Issue No. of Shares	Post-Issue %
A	Promoter & Promoter Group Shareholding				
A1	Indian Promoter	14,27,722	58.27%	1,67,43,722	62.76%
A2	Foreign Promoter	0	0.00%	0	0.00%
	Sub Total (A)	14,27,722	58.27%	1,67,43,722	62.76%
B	Public Shareholding				
B1	Institutions	0	0.00%	0	0.00%
B2	Institutions (Domestic) / Mutual Funds	0	0.00%	0	0.00%
B3	Institutions (Foreign)	0	0.00%	0	0.00%
B4	Central Government/State Government(s)/President of India	0	0.00%	0	0.00%
B5	Non-Institutions:				
	Directors and their relatives (excl. independent/nominee directors)	-	-	-	-
	Key Managerial Personnel	-	-	-	-



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Resident Individuals – existing pre-allotment shareholders	10,22,278	41.73%	10,22,278	3.83%
Resident Individuals – new allottees under this Preferential Issue	0	0.00%	23,51,793	8.82%
Non-Resident Indians (NRIs)	-	-	-	-
Foreign Companies	0	0.00%	0	0.00%
Bodies Corporate – new allottees (LLPs & Private Limited Companies)	0	0.00%	61,04,296	22.89%
Any Other – Fund Entities (VCC/PCC)	0	0.00%	4,55,910	1.71%
Sub Total (B)	10,22,278	41.73%	99,34,276	37.24%
Total Shareholding (A+B)	24,50,000	100.00%	2,66,77,998	100.00%

Note: Percentages calculated on the basis of pre-preferential share capital of ₹2,45,00,000/- (24,50,000 shares) and post-preferential share capital of ₹26,67,79,980/- (2,66,77,998 shares) of ₹10/- each.

l) Change in Control, if any, in the Company consequent to the preferential issue

Pursuant to the proposed preferential allotment, there will be no change in the composition of the Board of Directors, and the existing Promoters and Promoter Group will continue to retain control over the Company. There will be no change in the management or overall control of the Company as a result of the proposed preferential allotment.

m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, the Company has not made any allotment on a preferential basis till date.

n) Principal terms of assets charged as securities

Not applicable.

o) Material terms of raising such securities

The Equity Shares being issued shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

p) Lock-In Period & Transferability

The Equity Shares shall be locked-in for such minimum period as specified under Regulation 167 of the SEBI ICDR Regulations. In particular:

- Equity shares allotted to Promoters, shall be locked-in for 18 (Eighteen) months from the date of trading approval, in terms of Regulation 167(1) of the SEBI ICDR Regulations.
- Equity shares allotted to the remaining Non-Promoter/Public allottees shall be locked-in for 6 (Six) months from the date of trading approval, in terms of Regulation 167(2) of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees shall be locked-in from the Relevant Date up to a period of 90 (Ninety) trading days from the date of trading approval.

q) The current and proposed status of the allottee(s) post Preferential Issue, namely, promoter or non-promoter

Sr. No.	Name of Allottee	Current Status	Post Status
1	Touristas Horizons Private Limited	Promoter	Promoter





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2	BBU Enterprises Private Limited	Promoter	Promoter
3	SG Dhanvarsha LLP	Non-Promoter	Non-Promoter
4	Damini Ghate	Non-Promoter	Non-Promoter
5	Suyash Badjate	Non-Promoter	Non-Promoter
6	Pravin Badjate	Non-Promoter	Non-Promoter
7	Aakash Savlani	Non-Promoter	Non-Promoter
8	Pooja Savlani	Non-Promoter	Non-Promoter
9	Kunaal Agashe	Non-Promoter	Non-Promoter
10	Goldbus Advisory LLP	Non-Promoter	Non-Promoter
11	FutureFront Edge LLP	Non-Promoter	Non-Promoter
12	Sougata Sengupta	Non-Promoter	Non-Promoter
13	Deepak Kharwad	Non-Promoter	Non-Promoter
14	Pankaj Dayma	Non-Promoter	Non-Promoter
15	Mrugank Anand	Non-Promoter	Non-Promoter
16	Vishal Kunden	Non-Promoter	Non-Promoter
17	Yogen Oswal	Non-Promoter	Non-Promoter
18	Sachin Dhopte	Non-Promoter	Non-Promoter
19	Parth Wanage	Non-Promoter	Non-Promoter
20	Vineet Arora	Non-Promoter	Non-Promoter
21	Harshit Jain	Non-Promoter	Non-Promoter
22	Swapnil Baitule	Non-Promoter	Non-Promoter





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23	Sinha General Appliances Private Limited	Non-Promoter	Non-Promoter
24	Sunflower Furniture Private Limited	Non-Promoter	Non-Promoter
25	KK Board Mills Private Limited	Non-Promoter	Non-Promoter
26	Purbanjali Trading Private Limited	Non-Promoter	Non-Promoter
27	Jayraman Vishwanathan	Non-Promoter	Non-Promoter
28	Krishnan Ramamurthy	Non-Promoter	Non-Promoter
29	Annapurna Sridhar	Non-Promoter	Non-Promoter
30	Vishal Dhumal	Non-Promoter	Non-Promoter
31	Ascend Global Opportunities Fund - 1	Non-Promoter	Non-Promoter
32	Mangina Srinivas Rao	Non-Promoter	Non-Promoter
33	Sarod Realty Pvt Ltd	Non-Promoter	Non-Promoter
34	Nautilus Private Capital Limited	Non-Promoter	Non-Promoter
35	Dipti Prashant Mehta	Non-Promoter	Non-Promoter
36	Meghna Shah	Non-Promoter	Non-Promoter
37	Maestro Emerging Fund PCC - Value Investing	Non-Promoter	Non-Promoter
38	Saurav Raidani	Non-Promoter	Non-Promoter
39	H Channa Keshava	Non-Promoter	Non-Promoter
40	Vimal Malu	Non-Promoter	Non-Promoter
41	Rajesh Vaishnav	Non-Promoter	Non-Promoter
42	Navneet Jain	Non-Promoter	Non-Promoter
43	Umang Vora	Non-Promoter	Non-Promoter

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44	Ankush Agrawal	Non-Promoter	Non-Promoter
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r) The percentage of post-preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of Proposed Allottee	Percentage of Post-Preferential Issue Capital*
1	Touristas Horizons Private Limited	31.25%
2	B8U Enterprises Private Limited	31.25%
3	SG Dhanvarsha LLP	0.52%
4	Damini Ghate	0.62%
5	Suyash Badjate	0.52%
6	Pravin Badjate	0.52%
7	Aakash Savlani	0.41%
8	Pooja Savlani	0.41%
9	Kunaal Agashe	0.31%
10	Goldbus Advisory LLP	0.31%
11	FutureFront Edge LLP	0.21%
12	Sougata Sengupta	0.31%
13	Deepak Kharwad	0.21%
14	Pankaj Dayma	0.21%
15	Mrugank Anand	0.14%
16	Vishal Kunden	0.14%
17	Yogen Oswal	0.14%
18	Sachin Dhopte	0.10%
19	Parth Wanage	0.20%
20	Vineet Arora	0.67%
21	Harshit Jain	0.52%
22	Swapnil Baitule	0.04%
23	Sinha General Appliances Private Limited	7.22%
24	Sunflower Furniture Private Limited	6.18%

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25	KK Board Mills Private Limited	4.07%
26	Purbanjali Trading Private Limited	4.07%
27	Jayaraman Vishwanathan	0.71%
28	Krishnan Ramamurthy	0.14%
29	Annapurna Sridhar	0.57%
30	Vishal Dhumal	0.51%
31	Ascend Global Opportunities Fund - 1	1.00%
32	Mangina Srinivas Rao	0.17%
33	Sarod Realty Pvt Ltd	0.14%
34	Nautilus Private Capital Limited	0.17%
35	Dipti Prashant Mehta	0.17%
36	Meghna Shah	0.14%
37	Maestro Emerging Fund PCC - Value Investing	0.71%
38	Saurav Raidani	0.14%
39	H Channa Keshava	0.07%
40	Vimal Malu	0.07%
41	Rajesh Vaishnav	0.14%
42	Navneet Jain	0.32%
43	Umang Vora	0.05%
44	Ankush Agrawal	0.12%

*These percentages have been calculated on the basis of post-preferential share capital of the Company on a fully diluted basis, i.e., ₹26,67,79,980/- (Rupees Twenty-Six Crore Sixty-Seven Lakh Seventy-Nine Thousand Nine Hundred and Eighty Only) divided into 2,66,77,998 (Two Crore Sixty-Six Lakh Seventy-Seven Thousand Nine Hundred and Ninety-Eight) Equity Shares of ₹10/- (Rupees Ten Only) each.

There will be no change in control of the Company consequent to the preferential issue the existing Promoters and Promoter Group will continue to retain control, and the Board composition remains unchanged.

s) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

The proposed allotment of 2,42,27,998 equity shares is for consideration other than cash (Share Swap), being the consideration payable towards the acquisition of 100% of the paid-up equity share capital of Tekfoods International Private Limited and Samridh Overseas Trading Private Limited. The Swap Ratios of 5.5:1 (Tekfoods) and 13.65:1 (Samridh Overseas) have been determined on the basis of the relative fair values certified by CA Prashant Ghorela, Registered Valuer (IBBI Registration No. IBBI/RV/06/2021/14003) ₹98/- per share for the Company, ₹539/- per share for Tekfoods International Private Limited, and ₹1,338/- per share for Samridh Overseas Trading Private Limited — vide Valuation Reports each dated July 9, 2026. The said acquisitions are strategic in nature,

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repositioning the Company as a dedicated food manufacturing and trading platform, and the share swap structure preserves the Company's cash reserves while enabling the transfer of ownership of the Target Companies.

t) Amount which the Company intends to raise by way of such securities

Since the present issue is for consideration other than cash, no cash amount is being raised. The equity shares are being issued in discharge of the consideration payable towards the acquisitions referred to above, aggregating to ₹2,37,43,43,804/- (Rupees Two Hundred Thirty-Seven Crore Forty-Three Lakh Forty-Three Thousand Eight Hundred and Four Only).

u) Certificate of Practising Company Secretary

The certificate from Saptasikha & Co, Practicing Company Secretary, certifying that the preferential issue of equity shares is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of the said certificate may be accessed on the Company's website www.switchingtechnologiesguntherltd.com.

v) Other disclosures/Undertakings

- The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India, and have not been categorized as a fraudulent borrower. Consequently, the disclosure required under Regulation 163(1)(i) of the SEBI ICDR Regulations is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI, before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.
- The Company shall be making an application seeking in-principle approval to BSE Limited, where its equity shares are listed, on the same day when this Notice will be sent in respect of the general meeting seeking shareholders' approval by way of Special Resolution.
- The Company is in compliance with the conditions for continuous listing.
- Since the Equity Shares have been listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of the SEBI ICDR Regulations.
- None of the allottees have sold or transferred any equity shares during the 90 trading days preceding the Relevant Date.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its Members. The Board of Directors recommends the passing of the resolution as set out in Item No. 7 as a Special Resolution for your approval.

None of the persons/entities belonging to the Promoter and Promoter Group of the Company, 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. 7 of this Notice, except to the extent of their respective shareholding in the Company, if any, and except Touristas Horizons Private Limited and BBU Enterprises Private Limited, which are proposed allottees under the said Preferential Issue and may be deemed to be interested to that extent.


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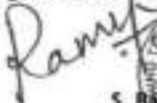
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Place: Chennai
Date: July 09, 2026

By Order of the Board
For Switching Technologies Gunther Limited


S. Ramesh

Company Secretary and Compliance Officer
Membership No.: ACS A10646