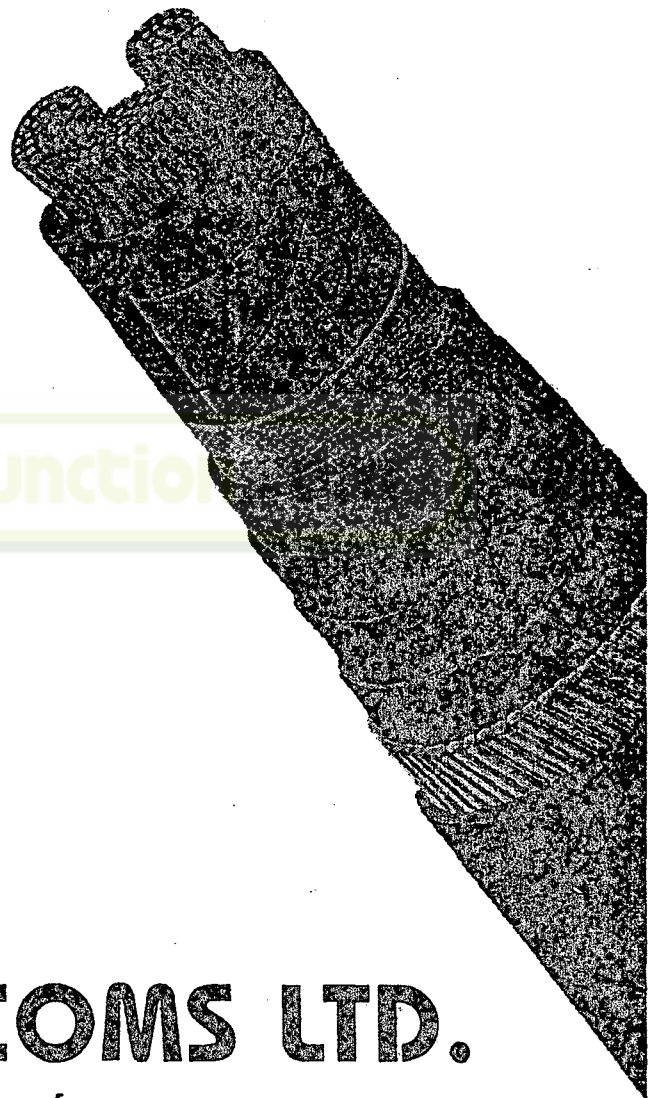

ANNUAL REPORT

2008-2009



S G N TELECOMS LTD.

Manufacturers of :

All types of Power, XLPE, Control,
Data cables and AAAC, AAC & ACSR Conductors

Regd. Office : E-58, 59, 64, 65 Phase-VIII, S.A.S. Nagar, Mohali (PUNJAB), PIN - 160 055.

E-mail : sgntelecom@rediffmail.com & sgntelecoms@yahoo.co.in

Phone : 0172-5063378, Fax : 0172-5063902

BOARD OF DIRECTORS

Mr. Surinder Singh	Chairman cum Joint Managing Director
Mr. Devender Singh	Managing Director
Ms. Parminder Kaur	Director
Ms. Paramjit Kaur	Director
Mr. Inderjit Singh	Director
Mr. Balvinder Singh	Director
Mr. Nirmaljit Singh	Director
Mr. Rajiv Kishore	Director

AUDITORS

N. Kumar & Co.
Chartered Accountants
220, Sector 40-A,
Chandigarh,

BANKERS

ICICI Bank Ltd

REGD. OFFICE

E 58-59, Industrial Area,
Phase 8, Mohali.
Punjab.

WORKS

E 58-59,64-65 Industrial Area,
Phase 8, Mohali.
Punjab.



NOTICE

Notice is hereby given that Annual General Meeting of M/S SGN TELECOMS LIMITED will be held on Wednesday, 30th September, 2009 at 9.00 A.M. at regd. office E 58-59, ELTOP, Phase-VIII S.A.S. Nagar, Mohali to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March 2009 and statement of profit and loss during the year ended on that date along with the report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Inderjit Singh who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr Rajiv Kishore who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.
4. To appoint the Statutory auditors of the company and in this regard to pass the following resolution as ordinary resolution:

“Resolved that M/s N Kumar & Co, Chartered Accountant, the retiring Statutory Auditors of the company, be and are hereby reappointed as Statutory Auditors of the company from the conclusion of this Annual General Meeting until the conclusion of next annual general meeting at a remuneration to be decided by the Board.”

For Board of Directors
M/S SGN TELECOMS LTD.

DATE : 05/09/2009
PLACE : Mohali

Sd/-
CHAIRMAN CUM JT. MG DIRECTOR

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote himself and such proxy need not to be the member of the company.
2. Proxies in order to be effective must be received by the company at its Registered Office not less than 48 hours before the meeting.
3. Register of members and register of transfer will remain closed from 28th September 2009 to 30th September 2009 both days inclusive.
4. Explanatory Statement pursuant to section 173 of the Companies Act, 1956 is attached.



DIRECTORS REPORT

Your Directors are pleased to present their Annual Report for the financial year ended on 31st March 2009.

FINANCIAL RESULTS:

PARTICULARS	31 st March 2009 (Rs. In Lacs)	31 st March 2008 (Rs. In Lacs)
Income	667.19	1307.44
Profit Before Depreciation	19.48	76.84
Depreciation	13.15	13.15
Net Profit	6.33	63.69

Due to the adverse global market conditions the turnover of the company for the current financial year has been decreased by almost 49% as compare to the last year's turn over . The profit after depreciation in current financial year has also been reduced to Rs. 6.33 lacs as compare to the last year's profit of Rs. 63.69 lacs

FIXED DEPOSIT

The Company has not accepted any deposit from the public with in the meaning of section 58-A of the Companies Act,1956.

DIRECTORS:

Mr. Inderjit Singh and Mr. Rajiv Kishore, Directors of the company who retire at the ensuing Annual General Meeting and being eligible offers themselves for reappointment.

LISTING:

The company is listed with Bombay Stock Exchange Limited. It is regular in payment of listing fees and complying with other listing requirements. The company has filed applications with Delhi Stock Exchange and Ludhiana Stock Exchange for voluntary delisting of securities as shares are not being traded in these exchanges and listing with them serves no purpose .

PREFERENTIAL ALLOTMENT:

The company has made preferential allotment of 1,20,00,000 convertible warrants during the financial year.

AUDITORS:

M/s N Kumar & Associates, Chartered Accountants hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment. The company has received a letter from them that their appointment if made will be within the limits as prescribed in the section 224 (1B).

AUDITORS REPORT:

Observation in the Auditors Report are dealt with in the notes to the Accounts and are self explanatory.

CORPORATE GOVERNANCE REPORT:

As required under listing agreement the Corporate Governance Report along with Auditors certificate regarding compliance of conditions of corporate governance report is enclosed.

PARTICULARS OF EMPLOYEES

None of the employees is covered Under Section 217(2A) of the Companies Act ,1956 read with Companies (Particulars of Employees) Rules ,1975 as amended.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The company is taking every possible step to conserve energy resources. The management is also planning to install new machinery with the latest technologies. The company has not incurred any expenditure or earned any income in the foreign currency during the financial year.

DIRECTORS RESPONSIBILITY STATEMENT :

As required u/s 217 (2AA) of the companies Act ,1956 the Directors states that :

1. That in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. That Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
3. That Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

4. That Directors have prepared the annual accounts on going concern basis.

ACKNOWLEDGEMENT

The Directors, place on record their appreciation for the support and assistance received from all concerned during the period under review.

For Board of Directors
M/S SGN TELECOMS LTD.

DATE : 05/09/2009
PLACE : Mohali

Sd/-
CHAIRMAN CUM JT. MG DIRECTOR



CORPORATE GOVERNANCE REPORT :**1.COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :**

Corporate Governance is the combination of voluntary practice and compliance with laws and regulations leading to effective control and management of the company. The company believes that good corporate governance contemplates that corporate actions balance the interest of all stockholders and satisfy the tests of accountability, transparency and fair play. The company believes that all its operations and actions must be directed towards overall share holder value.

2.BOARD OF DIRECTORS :

The Board of Directors consists of Eight Directors.

The composition of Board of Directors and other relevant details are given below :

Name of the Director	Category	No. of Board Meetings attended	Attendance at last AGM	No. of directorships other	No. of Board Committees
Devender Singh	Managing Director	4	Yes	Nil	Nil
Surinder Singh	Jt. Managing Director	5	Yes	Nil	1
Parminder Kaur	Director	5	Yes	Nil	Nil
Paramjit Kaur	Director	5	Yes	Nil	Nil
Inderjit Singh	Director	1	No	Nil	3
Balvinder Singh	Director	1	No	Nil	3
Nirmaljit Singh	Director	1	No	Nil	2
Rajiv Kishore	Director	1	No	Nil	Nil

During the financial year ended 31.03.2009, 5 Board Meetings were held. One AGM was held on 30.09.2008 and One Extra Ordinary General Meeting was held.

3 AUDIT COMMITTEE :

The Board has defined the scope of Audit committee to cover the all areas provide in Companies Act, 1956 and Listing Agreement with the Stock Exchange. The terms of reference of the Audit Committee are given below :

- (a) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.