

NOTICE

NOTICE is hereby given that 29th Annual General Meeting of the shareholders of M/s SGN Telecoms Limited will be held on Wednesday, the 30th day of September, 2015 at 9.00 A.M. at E-58-59, Indl. Area, Phase – VIII, S.A.S. Nagar, Distt. Mohali, Punjab to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mrs. Parminder Kaur (DIN 00030025), who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint Auditors and to fix their remuneration and for this purpose 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 provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, the retiring Auditors N. Kumar & Co. Chartered Accountants, #220 Sector 40-A, Chandigarh (Firm Regn. No. 014930N) be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration plus Service tax as applicable, to be fixed by the Board of Directors of the Company."

Place: Chandigarh

By order of the Board of Directors

Date: 05.09. 2015

for **SGN Telecoms Limited**

SD/-
SURINDER SINGH
(CHAIRMAN CUM MANAGING DIRECTOR)
DIN- 00030011

NOTES:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll instead of himself/herself. the proxy need not be a member of the company. a blank form of proxy is attached herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of 31st annual general meeting.
- (2) A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. however, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- (3) Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days notice in writing of the intention so to inspect is given to the company.
- (4) The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of item Nos. 5 to 9 of the Notice convening the Meeting is annexed hereto.
- (5) Location map of the Venue of the Annual General Meeting is attached to this Annual Report.

- (6) The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferees of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
- (7) The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with this Report, duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of AGM, members are requested to write to the Company at its Registered Office for issuing the duplicate of the same.
- (8) As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting
- (9) Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the AGM, is separately annexed hereto. The Directors seeking appointment/reappointment have furnished the declaration under Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 164(2) of the Companies Act, 2013 and other requisite declarations for their appointment / re-appointment
- (10) All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 am to 1.00 pm up to the date of AGM. The Register of Directors and Key Managerial Personnel & their Shareholding and the Register of Contracts & Arrangements in which Directors are interested shall be open for inspection at the meeting to any person having right to attend the meeting.
- (11) Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the RTA of the Company M/s Mas Services Ltd. the prescribed Form SH 13 for nomination and Form SH 14 for cancellation/ variation as the case may be. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.
- (12) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 26-09-2015 to 30-09-2015 (both days inclusive) for the purpose of AGM.
- (13) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (14) Members are advised to refer to the Shareholders General Information as provided in the Annual Report.
- (15) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (16) In terms of the provisions of Section 107 and 108 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Meeting.

Place: Chandigarh
Date: 05.09. 2015

By order of the Board of Directors
for **SGN TELECOMS LIMITED**

SD/-
SURINDER SINGH
(MANAGING DIRECTOR)
DIN- 00030011

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT, FORMING PART OF THE CORPORATE GOVERNANCE REPORT

Name of Director	Mrs. Parminder Kaur
Date of Original Appointment:	28.11.1996
Date of Birth:	23.01.1960
Designation:	Director

Mrs. Parminder Kaur, who is liable to retire by rotation and being eligible, is proposed to be re-appointed as the Director of the Company in the ensuing Annual General Meeting.

Expertise in Specific Functional Area:

Mrs. Parminder Kaur is post graduate.

List of other Directorships:

ASCENT SOLAR THERMAL PRIVATE LIMITED

Chairman/Member of the Committee

of the Directors of SGN Telecoms Ltd: 1. Member of Nomination & Remuneration Committee

Chairman/Member of the Committee of the Directors NIL
of other Companies:

Shareholding in the Company as on 997600 Equity Shares
the date of this report:

Relationship:- Mrs. Parminder Kaur is related to Mr. Surinder Singh, Managing Director of the Company.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting before you their 29th Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2015 .

I. FINANCIAL RESULTS :-

The financial results of the Company for the year under review are summarized for your consideration:

Particulars	2014-2015 (Rs. In Lacs)	2013-14 (Rs. In Lacs)
Gross Income	6.80	13.53
Profit Before Interest and Depreciation	(13.85)	(6.77)
Interest	1.89	2.56
Depreciation	6.29	6.72
Net Profit Before Tax	(22.03)	(16.05)
Provision for Tax	-	-
Net Profit After Tax	(22.03)	(16.05)

STATE OF COMPANY'S AFFAIRS/ BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/HIGHLIGHTS/OPERATIONS

During the year under review, Gross revenue from activities stood at Rs. 6.80 lacs /- which is less as compared to the previous year. The company suffered a net loss of Rs. 22.03 lacs due to adverse market conditions.

DIVIDEND :-

Your Directors have not declared any Dividend for the year under review.

DIRECTORS :-

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mrs. Parminder Kaur (00030025), Director of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer herself for re-appointment.

KEY MANAGERIAL PERSONNEL

Mr. Surinder Singh is Managing Director of the company.

SHARE CAPITAL

a. ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any shares with Differential Rights during the year under review.

b. ISSUE OF SWEAT EQUITY SHARE

The Company has not issued any Sweat Equity shares Employee Stock Options during the year under review.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes or commitments, effecting the Financial position of the Company happening between the end of the Financial Year of the Company and date of this Report.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

Nil

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The requisite information has been given by way of an Annexure D-1 to this Report.

CHANGES HAPPENING DURING THE FINANCIAL YEAR

Nil

CORPORATE GOVERNANCE :-

Your Company is committed to maintain the highest standards of Corporate Governance. As required under Clause 49 of the Listing Agreement with the Stock Exchange, Report on Corporate Governance is annexed herewith and forms a part of this Annual Report.

BUSINESS RESPONSIBILITY REPORT

Clause 55 of the Listing Agreement is not applicable to the Company.

POLICY ON DIRECTORS APPOINTMENT AND POLICY ON REMUNERATION

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, KMP and other employees is attached as Annexure D-2, which forms part of this report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Management Discussion & Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement is presented in a separate section as Annexure D-3 forming part of this Annual Report.

PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/EMPLOYEES:-

Directors or KMPs are not drawing any remuneration..

NUMBER OF MEETINGS OF BOARD

Four Board meetings held during the year.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Directors express their satisfaction with the evaluation process.

STATUTORY AUDITORS & AUDITORS REPORT:-

M/s N Kumar & Co., Chartered Accountants, Chandigarh, was appointed as Statutory Auditor.

The Auditors' Report being self-explanatory requires no comments from the Directors. Further, there are no reservations, qualifications or adverse remarks in the Audit Report given by them in respect of the Financial Year 2014-15.

SECRETARIAL AUDITORS REPORT

Mr. Kanwaljit Singh (FCS 5901), a Company Secretary in practice having CP no. 5870, was appointed as Secretarial Auditor of the Company for the financial year 2014-15 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by him in the prescribed form MR- 3 is attached as Annexure D-5 and forms part of this report.

There are qualifications or observations or other remarks by the Secretarial Auditors in the Report issued. The financial position of the company is not good and company will comply with all the pending requirements shortly.

FRAUDS REPORTED BY AUDITORS

There are no frauds reported by auditors under sub-section (12) of section 143 including those which are reportable to the Central Government.

COST AUDIT

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

CONSOLIDATED FINANCIAL STATEMENTS

The Company does not have any Subsidiary.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The company has due Internal Control system.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

There are no immediate risk to the company.

SUBSIDIARIES/ASSOCIATES

The Company has no subsidiaries or Associates as defined in the Companies Act, 2013.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the Financial Year 2014-15 in terms of Chapter V of the Companies Act, 2013. Information in this regard, therefore, is nil.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

AUDIT COMMITTEE

Your Directors wish to inform that in Compliance with Section 177 of the Companies Act, 2013 and Clause 49 of listing agreement with the stock exchange, an audit committee has been duly constituted. The Audit Committee as on March 31, 2015 comprises of the following Independent Directors:

Mr. Inderjit Singh	Independent Director, Chairman
Mr. Rajiv Kishore	Independent Director, Member
Mr. Surinder Singh	Managing Director, Member

Details of the Audit Committee have been separately given in the corporate governance report. Further, all recommendations of Audit Committee were accepted by the Board of Directors.

NOMINATION & REMUNERATION COMMITTEE

In terms of Clause 49 of the Listing Agreement and pursuant to the provisions of Companies Act, 2013, Nomination & Remuneration Committee as on March 31, 2015 comprises of the following Directors:

Mr. Inderjit Singh	Independent Director, Chairman
Mr. Rajiv Kishore	Independent Director, Member
Mrs. Parminder Kaur	Director, Member

The details of Remuneration Policy and the Committee are furnished in the Report on Corporate Governance, which is annexed herewith.

STAKEHOLDERS RELATIONSHIP COMMITTEE

In terms of Clause 49 of the Listing Agreement, the Company has constituted Stakeholders Relationship Committee with following composition as on March 31, 2015:-

Mr. Inderjit Singh	Independent Director, Chairman
Mr. Rajiv Kishore	Independent Director, Member
Mr. Surinder Singh	Managing Director, Member

CSR COMMITTEE

Section 135 of the Companies Act, 2013, is not applicable to the company.

CHANGE IN CAPITAL STRUCTURE AND LISTING OF SHARES

There is no change in the Capital Structure of the Company during the year under review. The shares of the Company are regularly traded on Bombay Stock Exchange.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return as on March 31, 2015 in the prescribed Form No. MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as Annexure D-4 and forms part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments under Section 186 of the Act as at end of the Financial Year 2014-15 are attached as Annexure D-6 which forms part of this report.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

Nil

VIGIL MECHANISM

The Company has established a Vigil Mechanism cum Whistle Blower Policy.

DIRECTORS' RESPONSIBILITY STATEMENT:-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the 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 and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT:-

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

For & On Behalf of the Board

CHAIRMAN

PLACE: MOHALI

Date: 05.09.2015

ANNEXURE D-1 TO THE DIRECTORS' REPORT:-

A. Conservation of Energy :

The company is not doing much of the manufacturing activity. Still it is doing its best to conserve the energy.

B. Technology Absorption :

The Company continues to absorb and upgrade modern technologies in its operations and back end support functions like Accounts, Human Resource Management, Operations and Compliance functions.

C. Foreign exchange earnings and outgo:

The Company has not earned any income or incurred any expenditure in foreign exchange during the financial year.

ANNEXURE D- 2 TO THE DIRECTORS' REPORT

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Objective:

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.
- The above criteria and policy are subject to review by the Nomination & Remuneration committee & the Board of Directors of the Company
- The Board is authorized to deviate from the Remuneration Policy in deserving case.