

## **NOTICE**

NOTICE is hereby given that 33<sup>rd</sup> Annual General Meeting of the shareholders of M/s SGN Telecoms Limited will be held on Saturday, the 28<sup>th</sup> day of September, 2019 at 1.00 p.m. at E-58-59, Industrial 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 31<sup>st</sup> March 2019 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 himself for reappointment.

### **SPECIAL BUSINESS:**

3. **TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:**

**RESOLVED THAT** pursuant to the Provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force and Regulation 26 of the Listing Regulations, Mr. Ramesh Kumar (DIN 08290247), who was appointed as an additional Director of the Company on 29.11.2018 by the Board of Directors, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 (1) of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation to hold office for 5 (Five) consecutive years for a term upto the Annual General Meeting to be held for the Financial Year 2023-24.

Place: Chandigarh  
Date: 14.08.2019

By order of the Board of Directors  
for **SGN Telecoms Limited**

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

**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**  
**ITEM NO 3:**

Mr. Ramesh Kumar (DIN 08290247) was appointed as an Additional Director of the Company with effect from 29.11.2018. In terms of Section 161 (1) of the Companies Act, 2013, Mr. Ramesh Kumar (DIN 08290247) holds office only upto the date of the forthcoming Annual General Meeting but she is eligible for appointment as a Director. A Notice under Section 160(1) of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Ramesh Kumar's appointment as Director of the Company for five years.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

**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 33<sup>rd</sup> 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 SEBI (LODR) Regulations, 2015 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

(10) (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

(11) 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.

(12) 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.

(13) 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 24-09-2019 to 28-09-2019 (both days inclusive) for the purpose of AGM.

(14) 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.

(15) Members are advised to refer to the Shareholders General Information as provided in the Annual Report.

(16) 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.

(17) 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: 14.08.2019

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 REGULATION 27 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS, FORMING PART OF THE CORPORATE GOVERNANCE REPORT**

<b>Name of Director</b>	Mrs. Parminder Kaur
<b>Date of Original Appointment:</b>	28.11.1996
<b>Date of Birth:</b>	23.01.1960
<b>Designation:</b>	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
------------------------------	--------------------------------------

**Names of other listed entities in which person also holds the directorship** NIL

<b>Chairman/Member of the Committee of the Directors of SGN Telecoms Ltd:</b>	Member of Nomination & Remuneration Committee
---	---

<b>Chairman/Member of the Committee of the Directors of other Companies:</b>	NIL
--	-----

<b>Shareholding in the Company as on the date of this report:</b>	997600 Equity Shares
---	----------------------

**Relationship between directors inter-se and relationship with Manager and other KMP:-** Mr. Surinder Singh is related to Mrs. Parminder Kaur and not related with Manager and other KMP

Terms of reappointment: Re-appointed as Non-executive Non-independent Director liable to retire by rotation

Remuneration: NIL

Remuneration sought to be paid: NIL

No. of meetings of Board attended during the FY 2018-19: 5

Justification for appointment and Remuneration: Mrs. Parminder Kaur is post graduate and has experience in administration.

**INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 27 OF THE LISTING REGULATIONS, FORMING PART OF THE CORPORATE GOVERNANCE REPORT**

<b>Name of Director</b>	Mr. Ramesh Kumar
<b>Date of Original Appointment:</b>	29.11.2018
<b>Date of Birth:</b>	20.03.1962
<b>Designation:</b>	Director

<b>Expertise in Specific Functional Area:</b>	<b>Sales</b>
---	--------------

<b>Qualification:</b>	<b>Graduate</b>
-----------------------	-----------------

List of other Directorships:	NIL
------------------------------	-----

<b>Names of other listed entities in which person also holds the directorship</b>	<b>NIL</b>
---	------------

<b>Chairman/Member of the Committee of the Directors of SGN Telecoms Ltd:</b>	1. Member of Nomination & Remuneration Committee
	2. Nomination and Remuneration Committee
	3. Shareholders / Investors Grievance Committee

<b>Chairman/Member of the Committee of the Directors of other Companies:</b>	NIL
--	-----

<b>Shareholding in the Company as on the date of this report:</b>	NIL
---	-----

**Relationship between directors inter-se and relationship with Manager and other KMP:-** Mr. Ramesh Kumar is not related to any director, Manager and other KMP of the company

Remuneration: NIL

Remuneration sought to be paid: NIL

No. of meetings of Board attended during the FY 2018-19: 2

Justification for appointment and Remuneration: Having experience in sales management.

## **DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting before you their 33<sup>rd</sup> Annual Report together with the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2019.

### **FINANCIAL RESULTS :-**

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

<b>Particulars</b>	<b>2018-2019 (Rs. In Lacs)</b>	<b>2017-2018 (Rs. In Lacs)</b>
Total Revenue	20.72	18.11
Total Expenses	55.69	105.20
Interest	0.52	0.68
Depreciation	-	3.16
Net Profit Before Tax	(35.49)	(90.93)
Provision for Tax	-	-
Net Profit After Tax	(35.49)	(90.93)

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

During the year under review, Total revenue from activities stood at Rs. 20.72 lacs which is very low as compared to the previous year. The company suffered a net loss of Rs. 35.49 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 himself for re-appointment.

### **KEY MANAGERIAL PERSONNEL**

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Surinder Singh	Managing Director
Ms. Manjit Kaur	Chief Financial Officer
Mrs. Swarnalata Behera	Company Secretary

#### **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 Regulation 27 of SEBI (LODR) Regulations, 2015, Report on Corporate Governance is annexed herewith and forms a part of this Annual Report.

**BUSINESS RESPONSIBILITY REPORT**

Regulation 34 (2) (f) the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Part B of Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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**

During the year 2018-19, 6 Board Meetings were held including one meeting of Independent Directors.

Date of Board Meeting	Attendance of Directors
30.05.2018	4
13.08.2018	4
14.11.2018	4
14.02.2019	4
14.02.2019(Ind. DirectorMeeting)	2
01.03.2019	2

### **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 Aneet & Associates & Co., Chartered Accountants, Chandigarh, was appointed as Statutory Auditors of the Company in the last Annual General Meeting to hold office till the conclusion of Annual General Meeting to be held in the year 2022.

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 2018-19.

### **SECRETARIAL AUDITORS REPORT**

Mr. Anil Negi (FCS 46547), a Company Secretary in practice having CP no. 17213, was appointed as Secretarial Auditor of the Company for the financial year 2018-19 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 2017-18 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 Regulation 18 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an audit committee has been duly constituted. The Audit Committee as on March 31, 2019 comprises of the following Independent Directors:

Mr. Inderjit Singh	Independent Director, Chairman
Mr. Ramesh Kumar	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 Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of section 178 of the Companies Act, 2013, Nomination & Remuneration Committee as on March 31, 2019 comprises of the following Directors:

Mr. Inderjit Singh	Independent Director, Chairman
Mr. Ramesh Kumar	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 Regulation 20 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Stakeholders Relationship Committee with following composition as on March 31, 2019:-

Mr. Inderjit Singh	Independent Director, Chairman
Mr. Ramesh Kumar	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, 2019 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**