

NOTICE

NOTICE is hereby given that 34th Annual General Meeting of the shareholders of M/s SGN Telecoms Limited will be held on Monday, the 28th day of December, 2020 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 31st March 2020 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 Mr. Surinder Singh (DIN 00030011), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. Appointment and payment of Remuneration to Mr. Surinder Singh as Chairman cum Managing Director and to consider and, if thought fit, to pass with or without modification, if any, the following Resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, consent of the Company be and is hereby accorded to the appointment of Mr. Surinder Singh (DIN 00030011) as Chairman cum Managing Director of the Company for a period of five years with effect from 4th December, 2020 for a period of five years on such other terms and conditions as may be mutually agreed to between Mr. Surinder Singh and the Company from time to time and as per the provisions of the Companies Act, 2013 and Rules framed thereunder, as applicable to the Company for the time being in force.

FURTHERV RESOLVED THAT Mr. Surinder Singh shall be paid a remuneration of Rs. 1,00,000 pm subject to provisions of Schedule V of the Act for a period of three years.

FURTHER RESOLVED THAT, notwithstanding anything contained in the aforesaid Resolution, in the absence or inadequacy of profits in any financial year during the tenure of Mr. Surinder Singh as aforesaid, the Company shall pay remuneration to Mr. Surinder Singh as per his entitlement as aforesaid for the time being in force and other Statutory Authorities concerned, provided that such remuneration shall not exceed the limits specified under Schedule V to the Companies Act, 2013 or such limits as may be prescribed by the Central Government from time to time.

FURTHER RESOLVED THAT notwithstanding the provisions contained in the Articles of Association of the Company, Mr. Surinder Singh, be and is hereby appointed as Chairman cum Managing Director, whose period of office shall be liable to determination by retirement of Directors by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary and expedient to give effect to the aforesaid Resolution.”

Place: Chandigarh
Date: 04.12.2020

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

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

Statement under Section 102 of the Companies Act, 2013:

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under each item of the accompanying notice.

Mr. Surinder Singh was appointed as Chairman cum Managing Director of the Company at the Board Meeting held on 4th December, 2020. In compliance with the provisions of Section 178 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee of the Board, the terms of appointment and payment of remuneration to Mr. Surinder Singh were approved by the Board.

Salient features of which are as under:

Salary: Upto Rs.100000/- per month.

As per the provisions of Companies Act, 2013 the remuneration shall be payable for a period of three years. The aforesaid remuneration of Mr. Surinder Singh falls within the maximum ceiling limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and provisions of the Rules framed thereunder.

The Board considered the knowledge, experience and expertise of Mr. Surinder Singh in the field of Management and is of the opinion that appointment of Mr. Surinder Singh as Chairman cum Managing Director shall be of immense benefit to the Company. The Board recommends Resolution Nos. 3 for approval by the Members.

Notes:

- I. Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- II. Notwithstanding the foregoing, where in any Financial Year during the currency of the tenure of the abovementioned directors, the Company has no profits or its profits are inadequate, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Companies Act, 2013, except with the approval of the Central Government.
- III. The limits specified above are the maximum limits and the Nomination and Compensation Committee / Board may in its absolute discretion pay to the abovementioned Directors lower remuneration and revise the same from time to time within the maximum limits stipulated above.
- IV. In the event of any re-enactment or recodification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.
- V. If at any time the above mentioned Directors cease to be in the employment of the Company for any cause whatsoever, he/she shall cease to be the Whole-time Director of the Company.
- VI. The Managing Director is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Managing Director is liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side. The Board recommends the resolutions as set out at item no. 3.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I. General Information:

1. Nature of Industry: Electric Equipments and other related parts. The company is also venturing into the business of solar energy.
2. Date or expected date of commencement of commercial production: Already commenced
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

Amount in Lacs

Particulars	Current Year	Previous Year
Total Income	21.57	20.72
Expenditure other than Interest and Depreciation	37.61	55.69
Interest (net)	0.56	0.52
Profit before Depreciation and Tax	(16.60)	(35.49)
Depreciation	-	-
Profit before Tax and Exceptional Items	(16.60)	(35.49)
Provision for Current Tax	-	-
Provision for Deferred Tax	-	-

Net Profit	(16.60)	(35.49)
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5. Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. Information about the Appointees:

1. Background Details: Mr. Surinder Singh is designated as the Chairman cum Managing Director of the Company. He is an Indian national and has been a Director since 1986. Mr. Surinder Singh has a degree in Engineering and has vast experience. He has been with the Company for over 34 years.

2. Past remuneration: He is not drawing any remuneration.

3. Recognition and Awards: NIL

4. Job profile Suitability: Looking after complete Administration and day to day activities of the company

5. Remuneration proposed: upto Rs. 1,00,000 p.m.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The remuneration being paid and proposed is very meager and lower than in Other Electric Equipment industry and solar industry of the size of the company and considering rich experience of the managerial personnel.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Mr. Surinder Singh is a director of the company. Except directorship of the company, no other pecuniary relationship directly or indirectly with company. Mr. Surinder Singh is the spouse of Mrs. Parminder Kaur, Director of the company

III. Other Information:

1. Reasons of loss or inadequate profits: In the earlier financial years, the revenue earning of the company was very less due to inadequate market conditions.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The company is venturing into the business of solar energy, which is expected to give good returns.

IV. Disclosures: The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report for the year ended March 31, 2020.

Mr. Surinder Singh is director in Ascent Solar Thermal Private Limited and does not hold Membership of Committees of the Board in any other company.

Mr. Surinder Singh and Mrs. Parminder Kaur is concerned or interested in Resolution No. 3 as contained in the Notice.

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 34th 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) In compliance with the MCA Circulars, the Company has published a public notice by way of an advertisement in Punjabi and in English, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
- (7) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice of Annual General Meeting, Audited Financial Statements for the year ended 31st March, 2020 together with Report of Directors and Auditors' Report are available on the website of the Company www.sgntelecomsltd.com, on the website of BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com.
- (8) Pursuant to MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to difficulties involved in dispatching of physical copies of the Notice of 34th AGM, Audited Financial Statements for the year ended 31st March, 2020 together with Report of Directors and Auditors' Report, are being sent only by e-mail to the Members.
- (9) In view of COVID-19 pandemic, the physical meeting of shareholders will be convened with all safety measures. In case any member wants to avail the facility of video conferencing(VC)/other audio video mode (OAVM) for attending the annual general meeting, such member shall intimate the company atleast 7 days before the meeting so that the facility of VC can be provided

- (10) 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.
- (11) 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.
- (12) 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
- (13) 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 (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
- (14) 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.
- (15) 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.
- (16) 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 24-12-2020 to 28-12-2020 (both days inclusive) for the purpose of AGM.
- (17) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Registrar and Share Transfer Agents of the Company (RTA) i.e. M/s MAS Services Limited in case the shares are held by them in physical form.
- (18) 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.

- (19) Members are advised to refer to the Shareholders General Information as provided in the Annual Report.
- (20) 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.
- (21) 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.
- (22) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 7 days before the date of AGM through email on sgntelecomsltd@gmail.com. The same will be replied by the Company suitably.
- (23) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sgntelecomsltd.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

(24) **E-VOTING:**

In terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules , 2014, the items of Business given in the Notice of Annual General Meeting may be transacted through electronic voting system and the Company is providing e-voting facility to the members who are members as on 21-12-2020 (End of Day) being the "Record/cut off Date" fixed for the purpose of exercising their right to vote at the Annual General Meeting by electronic means through the e-voting platform provided by Central Depository Services Limited (CDSL).

Remote e-voting period starts from, December 25, 2020 at 9:00 A.M. and ends on, December 27, 2020 at 5:00 P.M. The e-voting module will be disabled after 5:00 P.M. on December 27, 2020 for voting by shareholders.

Mr. Kanwaljit Singh , Membership number FCS 5901, a Practicing Company Secretary has been appointed as the Scrutinizer for conducting the e-voting process and voting at Annual General Meeting in a fair and transparent manner.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-
IN CASE OF MEMBERS RECEIVING AN E-MAIL:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.

- (iii) Now select the “Emerald Leasing Finance & Investment Company Limited” from the drop down menu and click on “SUBMIT”.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification Code as displayed and Click on Login.
- (vi) If You are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing passwords is to be used.
- (vii) If you are a first time user follow the steps given below.
Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB*	Enter the Date of Birth as recorded in your demat account or in the Company Records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. *Please enter the DOB or Dividend Bank Details in order to login. Incase both the details are not recorded with the depository and Company please enter the member id/folio number in the Dividend Bank Details field.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. Incase the sequence number is less than 8 digits enter the applicable numbers of 0's before the number after the first two characters of the name. **Sequence number has been provided as Serial number in the address Label.** eg. If your name is Ramesh Kumar with sequence number 1 then enter RA000000001 in the PAN filed.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat from 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 can also be used 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Clock on the Electronic Voting Sequence Number (EVSN) for the relevant “Emerald Leasing Finance & Investment Company Limited” on which you choose to vote.

- (xii) 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 NO implies that you dissent to the Resolution.
- (xiii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.
- (xviii) Institutional Shareholders
Institutional shareholders “(i.e., other than Individuals, UF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and mail the same to helpdesk.evoting@cdslindia.com or at scrutinizer's id kanwalcs@gmail.com.
- (xix) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sgntelecomsltd.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

Place: Chandigarh
Date: 12.11.2020

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

Name of Director	Mr. Surinder Singh
Date of Original Appointment:	16.04.1986
Date of Birth:	05.11.1953
Designation:	Managing Director

Mr. Surinder Singh, 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:

Mr. Surinder Singh is post graduate in Engg.

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 of other Companies: NIL

Shareholding in the Company as on the date of this report: 10734100 Equity Shares

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

Terms of reappointment: Re-appointed as Executive Director liable to retire by rotation

Remuneration:NIL

Remuneration sought to be paid:NIL

No. of meetings of Board attended during the FY 2019-20:4

Justification for appointment and Remuneration: Mr. Surinder Singh is graduate in engineering and has many years experience in the business.