

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.

ANNEXURE D-3 TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION & ANALYSIS REPORT

FINANCIAL PERFORMANCE

The financial performance of the Company for the financial year ended March 31, 2015 is given as under:-

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)

Opportunities, threats and risks:

We operate in a competitive environment as our principal products, wires and cables are produced by a large number of other manufacturers in India and abroad. Players in this market generally compete with each other on key attributes such as technical competence, quality of products and services, pricing and track record. We compete with our competitors on the basis of our track record of quality, technical competence and distribution channels.

Internal Control System:

The company has very effective internal control system. All the assets of the Company are properly safeguarded. The use of assets is properly recorded. The internal control system is properly documented. The system is reviewed and updated by the management periodically. The finding and suggestions of internal control are reviewed by the Board of Directors & Audit Committee and they make sure that internal control system is properly complied with

Human Resources and Industrial relation:

The company is maintaining very cordially relations with all concerned people. With the change in management, new faces have been inducted in the company. The relations with banks and other statutory departments are also very cordial.

Responsibility for the management discussion and analysis report

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

ANNEXURE 4 TO THE DIRECTORS' REPORT

The extract of Annual Return – MGT 9

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L64200PB1986PLC006807
2	Registration Date	16/04/1986
3	Name of the Company	S G N TELECOMS LIMITED
4	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Govt. company
5	Address of the Registered office & contact details	E-58, Phase-VIII, ELTOP, SAS Nagar, Mohali
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S MAS SERVICES LIMITED, T-34, 2ND FLOOR, OKHLA INDUSTRIAL AREA, PHASE-II, NEW DELHI – 110020 PH NO. : 01126387281/82/83
8	Email Id of the Company	sgntelecom@rediffmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of Product/service	% to total turnover of the company
1	All types of Power, Control and Data Cables	2732	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

	NAME AND ADDRESS OF	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	% OF SHARES HELD	Applicable Section
	NIL				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]	No. of Shares held at the end of the year [As on 31-March-2015]	% Change during the year							
			Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
A. Promoters										
(1) Indian										
a) Individual/HUF	11790000	8000000	19790000	24.49	11790000	8000000	19790000	24.49		
b) Central Govt	-	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	--	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	11790000	8000000	19790000	24.49	11790000	8000000	19790000	24.49		
B. Public Shareholding										
1. Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	10000	-	10000	0.01	10000	-	10000	0.01		
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total (B) (1):-	10000	-	10000	0.01	10000	-	10000	0.01		

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3407808	-	3407808	4.22	3424387	1750	3426137	4.24	
ii) Overseas	-	-	-	-	-	-	-	-	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	45834110	178700	46012810	56.94	45881768	176950	46058718	57.00	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	8781160	-	8781160	10.87	8777024	-	8777024	10.86	
c) Others (specify)	-	-	-	-	-	-	-	-	
Non Resident Indians	63700	2018000	2081700	2.58	63700	2018000	2081700	2.58	
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	
Foreign Nationals	-	-	-	-	-	-	-	-	
Clearing Members	726422	-	726422	0.90	666321	-	666321	0.82	-0.08
Trusts	-	-	-	-	-	-	-	-	
Foreign Bodies - D R	-	-	-	-	-	-	-	-	
Sub-total (B)(2):-	58813200	2196700	61009900	75.50	58813200	2196700	61009900	75.50	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	58823200	2196700	61019900	75.51	58823200	2196700	61019900	75.51	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	70613200	10196700	80809900	100.00	70613200	10196700	80809900	100.00	-

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	PARMINDER KAUR	997600	1.23	-	997600	1.23	-	-
2	PARAMJIT KAUR	58000	0.07	-	58000	0.07	-	-

3	ANUREET	3527200	4.36	-	3527200	4.36	-	-
4	SURINDER SINGH	10734100	13.28	-	10734100	13.28	-	-
5	DAVINDER SINGH	48000	0.06	-	48000	0.06	-	-
6	AMAN DEEP SINGH	4425100	5.48	-	4425100	5.48	-	-

C) Change in Promoters' Shareholding (please specify, if there is no change)

No Ch Change in promoter Shareholding during the year

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year				

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mohamed Shauka Thulla	994000	1.23	994000	1.23
	At the beginning of the year	-	-	994000	1.23
	Bought during the year	994000	1.23	994000	1.23
	Sold during the year				
	At the end of the year				
2	Ramesh Kumar	900000	1.11	900000	1.11
	At the beginning of the year	-	-	900000	1.11
	Bought during the year	900000	1.11	900000	1.11
	Sold during the year				
	At the end of the year				
3	Angel Broking Limited				

		622690	0.77	622690	0.77
	At the beginning of the year	-	-	622690	0.77
	Bought during the year	-	-	622690	0.77
	Sold during the year	622690	0.77	622690	0.77
	At the end of the year				
4	Religare securities Ltd.	411289	0.51	411289	0.51
	At the beginning of the year	-	-	411289	0.51
	Bought during the year	-	-	411289	0.51
	Sold during the year	411289	0.51	411289	0.51
	At the end of the year				
5	Ramnanth Anant Goli ShanBhag	419685	0.52	419685	0.52
	At the beginning of the year	-	-	419685	0.52
	Bought during the year	-	-	419685	0.52
	Sold during the year	419685	0.52	419685	0.52
	At the end of the year				
6	MTL Share and stock Broker Ltd.	152888	0.19	152888	0.19
	At the beginning of the year	-	-	152888	0.19
	Bought during the year	-	-	152888	0.19
	Sold during the year	152888	0.19	152888	0.19
	At the end of the year				
7	Toshar Khushru Mondegarian	378000	0.74	378000	0.47
	At the beginning of the year	-	-	378000	0.47
	Bought during the year	-	-	378000	0.47
	Sold during the year	378000	0.47	378000	0.47
	At the end of the year				
8	Harsh Vardhan Nahar	328805	0.41	328805	0.41
	At the beginning of the year	-	-	328805	0.41
	Bought during the year	-	-	328805	0.41
	Sold during the year	328805	0.41	328805	0.41
	At the end of the year				
9	Mohamed Shaukathulla	325000	0.40	325000	0.40
	At the beginning of the year	-	-	325000	0.40
		-	-	325000	0.40

	Bought during the year	325000	0.40	325000	0.40
	Sold during the year				
	At the end of the year				
10	Trilokkumar Bothra	322200	0.40	322200	0.40
	At the beginning of the year	-	-	322200	0.40
	Bought during the year	322200	0.40	322200	0.40
	Sold during the year				
	At the end of the year				

E) **Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Parminder Kaur				
	At the beginning of the year	997600	1.23	997600	1.23
	Bought during the year	-	-	997600	1.23
	Sold during the year	-	-	997600	1.23
	At the end of the year	997600	1.23	997600	1.23
	Surinder Singh				
	At the beginning of the year	10734100	13.28	10734100	13.28
	Bought during the year	-	-	10734100	13.28
	Sold during the year	-	-	10734100	13.28
	At the end of the year	10734100	13.28	10734100	13.28

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1369415.46	15148510.43	-	16517925.89
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	1369415.46	15148510.43		16517925.89
Change in Indebtedness during the financial year				
* Addition		573060.00		573060.00
* Reduction	-181547.06			-181547.06
Net Change	-181547.06	573060.00		391512.94
Indebtedness at the end of the financial year				

i) Principal Amount	1187868.40	15721570.43	-	16909438.83
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	1187868.40	15721570.43		16909438.83

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- NIL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	---	----	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, specify...					
5	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

B. Remuneration to other directors-NIL

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	---	----	---	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Remuneration Managerial					
	Overall Ceiling as per the Act					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD
NIL**

SN	Particulars of Remuneration	Key Managerial Personnel
----	-----------------------------	--------------------------

		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, If any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ANNEXURE 5 TO THE DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
S G N Telecoms Limited
E-58, Phase- VIII, ELTOP
S A S Nagar, Mohali
Punjab

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by S G N TELECOMS LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the S G N TELECOMS LIMITED'S books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by S G N TELECOMS LIMITED ("the Company") for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- Not applicable as the company has not issued any securities during the financial year under review.
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- Not applicable as the company has not granted any options to its employees during the financial year under review.
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not applicable as the company has not issued any debt securities during the financial year under review.
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- Not applicable as the company has not delisted any securities from any stock exchange during the financial year under review.
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not applicable as the company has not bought back any of its securities during the financial year under review.

I have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India- Not notified hence not applicable for the audit period.

b) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review the Company has generally complied with the provisions of the act, rules, regulations, guidelines, standards, etc. mentioned above.

Based on our examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions are carried through majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.
4. The company has proper board processes.

Based on the compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the Company Secretary/ Officers and taken on record by the board of directors in their meeting(s), I am of an opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that:

1. *The Company has not appointed Company Secretary, Chief Financial Officer and Internal Auditor as per the requirements of Companies Act, 2013, the company has not filed the necessary returns in Form MGT-14 in respect of Disclosure of Interest by directors, Approval of Annual Accounts for the year 2013-14, Approval of Directors' report for the year 2013-14, Appointment of Secretarial Auditor, Special Resolution for alteration in Articles of Association, Special Resolutions passed under Section 180(1)(a) & Section 180(1)(c) and approval of un-audited financial results for all the quarters except for December 31, 2014 and the company does not have a proper functional website as per the requirements of Clause 54 of the Listing Agreement. Further, the dispatch and delivery of the Annual Reports for the year 2013-14, to the members could not be verified.*

I further report that during the audit period,

1. The company passed a Special Resolution under Section 14(1) of Companies Act, 2013 amending its Articles of Association in compliance with the provisions of Companies Act, 2013.
2. The company passed a Special Resolution under Section 180(1)(a) of Companies Act, 2013 to authorise the directors to create a charge or mortgage on the property of the company.
3. The company passed a special resolution under Section 180(1)(c) of Companies Act, 2013 to authorise the directors to exercise borrowing powers upto a limit of Rs. 25.00 Crores over and above the aggregate of the paid-up share capital and free reserves of the company.

Apart from the instance stated above, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.

- (ii) Redemption / buy-back of securities.
- (iii) Merger / amalgamation / reconstruction etc.
- (iv) Foreign technical collaborations.

Place: Chandigarh
Date : 05.09.2015

KANWALJIT SINGH THANEWAL
FCS: 5901
C.P. No. 5870

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

To,

The Members,
S G N Telecoms Limited
E-58, Phase- VIII, ELTOP
S A S Nagar, Mohali
Punjab

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records, based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the extent of verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chandigarh
Date : 05.09.2015

KANWALJIT SINGH THANEWAL
FCS: 5901
C.P. No. 5870

REPORT ON CORPORATE GOVERNANCE

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

(i) Composition and category of Directors

The strength of Board was 4 (Four) Directors as on 31st March 2015. The Board consisted of One Managing Director, two non-Executive non-independent Director, one Non-Executive Director.

1. Mr. Surinder Singh - Executive Chairman cum Managing Director
2. Mrs. Parminder Kaur - Non-Executive Director
3. Mr. Inderjit Singh - Non-Executive Independent Director
4. Mr. Rajiv Kishore - Non Executive Independent Director

(ii) The attendance at Board Meetings and at the Last Annual General Meeting and the No. of Other Directorships and Committee Memberships/Chairmanships of Directors is given below :-

NAME	Surinder Singh	Parminder Kaur	Inderjit Singh	Rajiv Kishore
CATEGORY	Executive	Executive	Independent & Non Executive Director	Independent & Non Executive Director
Attendance at the AGM held on 27.09.2014	YES	YES	No	No
*No. of other Boards in which Member or chairperson	NIL	NIL	NIL	NIL
No. of other Board Committees in which Member or Chairperson	Member	2	NIL	3
	Chairperson	NIL	NIL	3

None of the Directors of the Board serve as Member of more than 10 Committees nor do they Chair more than 5 Committees.

(iii) Number of Board Meetings held, dates on which held:

Total 4 Board meetings were held during the period from 1st April, 2014 to March 31, 2015 on the following dates:

30.05.2014, 13.08.2014, 14.11.2014 & 14.02.2015

During the year under review, the gap between two meetings did not exceed 120 days as per Clause 49 of the Listing Agreement and Section 173 of the Companies Act, 2013.

3. AUDIT COMMITTEE

TERMS OF REFERENCE:**Powers of the Audit Committee**

The powers of the Audit Committee shall include the following:

1. To investigate any activity within the terms of reference
2. To seek information from any employee
3. To obtain outside legal or other professional advice
4. To secure attendance of outsiders with relevant expertise, if it considers necessary

Composition of Audit Committee

As on 31.03.2015, the Audit Committee of the Company comprises of 3 non-executive Independent Directors, who are well qualified and financially literate. Following is the composition of the Audit Committee:

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

Meetings of Audit Committee and attendance during the year 2014-15

4 meetings of the Audit Committee have been held during the year 2014-15 on the following dates:

30.05.2014, 13.08.2014, 14.11.2014 & 14.02.2015

The attendance at the Audit Committee Meetings during the period from 01.04.2014 till 31.03.2015 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Inderjit Singh	Independent Director and Chairman of Committee	4	4
Mr. Rajiv Kishore	Independent Director, Member	4	4
Mr. Surinder Singh	Managing Director, Member	4	4

5. NOMINATION AND REMUNERATION COMMITTEE**COMPOSITION:-**

Following was the composition of the Nomination and Remuneration Committee as on 31-03-2015:

Name	Title
Mr. Inderjit Singh	Independent Director and Chairman of Committee
Mr. Rajiv Kishore	Independent Director, Member
Ms. Parminder aur	Director, Member

4. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Board has been constituted to look into complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of Annual Report etc. The Committee is headed by Mr. Inderjit Singh, who is a Non Executive Independent Director. Mr. Rajiv Kishore, Non-executive Independent Director and Mr. Surinder Singh, Managing Director are other Members of the Committee.

NAME AND DESIGNATION OF COMPLIANCE OFFICER

The Managing Director Mr. Surinder Singh, is the Compliance Officer of the Company. The Compliance Officer can be contacted at:

sgntelecom@rediffmail.com

TEL: 0172- 5063378

FAX: 0172- 4663378

COMPOSITION:

Following is the composition of the Stakeholders' Relationship Committee:

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

6. GENERAL BODY MEETINGS

(i) Location and time of Annual General Meetings held in the last 3 years:

YEAR	2012	2012	2013	2014
Type of Meeting	EGM	AGM	AGM	AGM
Date	19.01.2012	30.09.2012	30.09.2013	27.09.2014
Venue	Plot No. 58-59, Industrial Area, Phase VIII-B, SAS Nagar, Mohali	Plot No. 58-59, Industrial Area, Phase VIII-B, SAS Nagar, Mohali	Plot No. 58-59, Industrial Area, Phase VIII-B, SAS Nagar, Mohali	Plot No. 58-59, Industrial Area, Phase VIII-B, SAS Nagar, Mohali
Time	9.00 AM	9.00 AM	9.00 AM	9.00 AM
Special Resolution passed	Yes	No	No	YES

(ii) Details of the Special Resolutions passed in the last three Annual General Meetings

Year 2014

- 1.** Amendment in Article 86 & 117 of Articles of Association
- 2.** Appointment of Mr. Inderjit Singh (DIN 01974844) as an Independent Director of the Company.
- 3.** To accord consent to the Board of Directors to borrow any sum of money not exceeding Rupees Twenty Five crores u/s 180(1)(c) of the Company's Act 2014.
- 4.** To accord consent to the Board of Directors to mortgage/charge/ hypothecate the property of the company which may not exceed Twenty Five crores u/s 180(1)(a) of the Company's Act,2013.

The voting process has already been explained in the Notes to the Notice of the Annual General Meeting.

8. DISCLOSURES

(i) **Related Party Transactions**

No material significant related party transactions have taken place during the year under review that may have potential conflict with the interests of the Company at large.

(ii) **Details of Non-Compliances:**

There is no non-compliance by the Company and there are no penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital markets, during the last three years.

(iii) **Compliance With Mandatory Requirements Of Clause 49**

The Company has complied with all the mandatory conditions of Corporate Governance and is planning to adopt non-mandatory requirements also in a phased manner.

(iv) **Disclosure of Accounting Treatment**

The Financial statement of Company are prepared as per the prescribed Accounting standards and reflects true and fair view of the business transactions in the Corporate Governance.

(v) **Reconciliation Of Share Capital Audit**

A reconciliation of Share Capital Audit was carried out by a qualified practicing Company secretary on quarterly basis for reconciling the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued & listed capital. The audit inter alia confirms that the total issued/paid up capital is in agreement with the total number of shares held in physical form and the total number of dematerialized shares with NSDL & CDSL.

(vi) **Material Subsidiaries**

The Company does not have any material subsidiary as defined under Clause 49 of the Listing Agreement. In fact, the Company has no subsidiary Company.

(vii) **Disclosure Regarding Appointment Or Re-appointment Of Directors:**

Mrs. Parminder Kaur, Director of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer herself for re-appointment. Her brief Resumes are already given as part of the Notice of Annual General Meeting.

(viii) **RELATIONSHIP OF DIRECTORS INTER SE**

- Mr. Surinder Singh is the Managing Director of the Company.
- Mrs. Parminder Kaur is the wife of Mr. Surinder Singh.
- No other directors are related to each other in any manner.

(ix) **Proceeds from public issues, rights issues, preferential issues, etc.**

During the year under review, no money has been raised by the Company by way of Public Issues, Rights Issues, Preferential Issues Etc.

9. **Management Discussion & Analysis Report:**

Management Discussion & Analysis Report forms part of the Annual Report and include discussions on various matters specified under Clause 49 of the Listing Agreement.

10. **MEANS OF COMMUNICATIONS**

1.a. **Quarterly Results :**

The Quarterly, Half yearly and Annual Results of the Company are sent to Bombay Stock Exchange in accordance with the Listing Agreement. The said Results are normally published in English and Punjabi newspaper.

1.b. **Presentations to the Institutional Investors or to the Analysts:**

No presentations have been made to institutional investors or to the analysts during the year under review.

11. **GENERAL SHAREHOLDER INFORMATION**

AGM : Date, time	Wednesday, the 30 th day of September, 2015 at 11.00 A.M.																																										
AGM venue	Plot No. 58-59, Industrial Area, Phase VIII-B, SAS Nagar, Mohali																																										
Financial year	April 1 st , 2014 to March 31 st , 2015																																										
Date of Book closure	26-09-2015 to 30-09-2015 (both days inclusive)																																										
Dividend Payment Date	N/A																																										
Listing on Stock Exchanges	Bombay Stock Exchange																																										
ISIN	INE266C01023																																										
Scrip Code	531812																																										
Market Price Data: High, Low during each month in last financial year	<table border="1"> <thead> <tr> <th>Month</th> <th>High</th> <th>Low</th> </tr> </thead> <tbody> <tr> <td>14-Mar-14</td> <td>0.12</td> <td>0.07</td> </tr> <tr> <td>14-Apr-14</td> <td>0.19</td> <td>0.09</td> </tr> <tr> <td>14-May-14</td> <td>0.22</td> <td>0.16</td> </tr> <tr> <td>14-Jun-14</td> <td>0.31</td> <td>0.23</td> </tr> <tr> <td>14-Jul-14</td> <td>0.36</td> <td>0.28</td> </tr> <tr> <td>14-Aug-14</td> <td>0.35</td> <td>0.29</td> </tr> <tr> <td>14-Sep-14</td> <td>0.32</td> <td>0.23</td> </tr> <tr> <td>14-Oct-14</td> <td>0.31</td> <td>0.28</td> </tr> <tr> <td>14-Nov-14</td> <td>0.3</td> <td>0.23</td> </tr> <tr> <td>14-Dec-14</td> <td>0.35</td> <td>0.27</td> </tr> <tr> <td>15-Jan-15</td> <td>0.36</td> <td>0.17</td> </tr> <tr> <td>15-Feb-15</td> <td>0.18</td> <td>0.12</td> </tr> <tr> <td>15-Mar-15</td> <td>0.15</td> <td>0.11</td> </tr> </tbody> </table>	Month	High	Low	14-Mar-14	0.12	0.07	14-Apr-14	0.19	0.09	14-May-14	0.22	0.16	14-Jun-14	0.31	0.23	14-Jul-14	0.36	0.28	14-Aug-14	0.35	0.29	14-Sep-14	0.32	0.23	14-Oct-14	0.31	0.28	14-Nov-14	0.3	0.23	14-Dec-14	0.35	0.27	15-Jan-15	0.36	0.17	15-Feb-15	0.18	0.12	15-Mar-15	0.15	0.11
Month	High	Low																																									
14-Mar-14	0.12	0.07																																									
14-Apr-14	0.19	0.09																																									
14-May-14	0.22	0.16																																									
14-Jun-14	0.31	0.23																																									
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14-Sep-14	0.32	0.23																																									
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14-Nov-14	0.3	0.23																																									
14-Dec-14	0.35	0.27																																									
15-Jan-15	0.36	0.17																																									
15-Feb-15	0.18	0.12																																									
15-Mar-15	0.15	0.11																																									
Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.	NIL																																										
Registrar and Transfer Agents	MAS Services Ltd ,AB-4, Safdarjung Enclave, New Delhi,New Delhi,Delhi,110029, Tel.: 011- 26387281-83																																										
Share Transfer System	<p>To expedite the share transfer process in the physical segment, the process is undertaken by Common Registry M/s Mas Services. Ltd., New Delhi. Share Transfers are processed and approved by them and taken note of by Share Transfer Committee, i.e. Stakeholders' Relationship Committee. The said Committee of the Company meets on regular basis to review the work of Transfer, transmission and issue of duplicate share certificates etc. The shares of the Company are traded in dematerialized form only.</p> <p>Presently, the share transfers, which are received in physical form, are processed and the share certificates returned within a period of 15 days from the date of receipt by the RTA, subject to documents being valid and complete in all respects.</p> <p>All requests for dematerialization of shares are processed and the confirmation is given to the Depositories within 15 days by RTA subject to documents being valid and complete in all respects. Grievances received from Members and other miscellaneous correspondence on change of address, mandates etc. are processed by the Registrar within 15 days.</p>																																										
Dematerialization of shares and liquidity	Liquidity:- 87% of the shareholding of the Company have been dematerialized as on 31.03.2015 and there is sufficient liquidity in the stock.																																										
Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments																																										
Plant Locations	E-58, 59, 64, 65, Phase- VIII, ELTOP, S.A.S. Nagar, Mohali-106055																																										
Address for correspondence	The Managing Director, Plot No. 58-59, Industrial Area, Phase VIII-B, SAS Nagar, Mohali II. Ph. 0172- 5063378, Fax 0172- 4663378 email: sgntelecom@rediffmail.com																																										

Shareholding Pattern as on 31st March, 2015:-

Category	No. of Shares held
Promoters	19790000
Institutional Investors	0
Mutual Funds & UTI	0
Banks, Financial Institutions and Insurance Companies	10000
FII's	0
Others	0
Private Corporate Bodies	3426137
Indian Public	57583763
NRIs/OCBs	0
Trust	0

12. CEO CERTIFICATION

In terms of the requirements of Clause 49 (V) of the Listing Agreement, the Managing Director and the CFO have submitted necessary certificate to the Board of Directors stating the particulars specified under the said Clause. The certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

(13) SUBSIDIARY COMPANIES

The Company has no Subsidiary Company. As such information and compliance in this regard is NIL.

(14) FAMILIARISATION PROGRAMME

Your Company follows a structured orientation and familiarization programme through various programs / presentations for Independent Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

DECLARATION OF THE MANAGING DIRECTOR

This is to certify that the Company has laid down code of conduct for all Board Members and Senior Management of the Company. Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the code applicable to them during the year ended March 31, 2015.

Place: Mohali
Date:05.09.2015

SURINDER SINGH
Managing Director

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members of SGN telecoms Limited

We have examined the compliance of conditions of Corporate Governance by SGN Telecoms Limited for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month with the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Date: 05.09.2015
Place: Chandigarh

(Narinder Kumar)
Chartered Accountant

SD/-

Independent Auditors' Report

**TO THE MEMBERS OF,
SGN TELECOMS LIMITED,**

Report on the Financial Statements

We have audited the accompanying financial statements of **SGN TELECOMS LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating electively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material mis-statement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

a) The Company has accumulated losses and its Net worth has been substantially eroded, the Company has incurred a net loss/net cash loss during the current year and previous year(s). These conditions, along with other matters, indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note.

Our opinion is not modified in respect of these matters.

Report on other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report that:

a)

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b)

In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us]

c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements or the Company does not have any pending litigations which would impact its financial position

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long term contracts including derivative contracts.

iii. In view of the losses in our opinion the company is not required to transfer any funds to investor education protection fund.

Place: .KHARAR

Date: 26.05.2015.

For N.KUMAR & COMPANY.

Chartered Accountants

(Narinder kumar)

Prop.

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) The Company has not granted loans to three bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (iii) The Company has not accepted any deposits from the public.
- (iv) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vi) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, service tax and value added tax have not been deposited by the Company on account of disputes:
- (C) According to the information and explanations given to us the Company is not liable to transfer any fund to Investor Education and Protection fund.
- (Vii) The Company has outstanding accumulated losses at the end of the financial year and has incurred cash losses in the financial year and in the immediately preceding financial year.
- (Viii) The Company did not have any outstanding dues to financial institutions, banks or financial institutions.
- (ix) In our opinion and according to the information and the explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (x) The company did not have any term loans outstanding during the year.
- (xi) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

Place:-Kharar
Date:-26.05.2015

For N.KUMAR AND COMPANY

CHARTERED ACCOUNTANTS

(Narinder Kumar)
Prop.
M.No-080287

M/s SGN TELECOMS LTD
BALANCE SHEET AS AT 31.03.2015

PARTICULAR	ANNEXURE	(AMOUNT IN Rs.) 31.03.2015	(AMOUNT IN Rs.) 31.03.2014
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDER'S FUNDS			
(a) Share Capital	A	80809900.00	80809900.00
(b) Reserves and Surplus	B	-2203433.72	0.00
(c) Money received against share warrants			
(2) Share application money pending allotment			
(3) NON-CURRENT LIABILITIES			
(a) Long-term borrowings	C	15721570.43	15148510.43
(b) Deferred tax liabilities (Net)			
(c) Other Long term liabilities			
(d) Long term provisions			
(4) CURRENT LIABILITIES			
(a) Short-term borrowings	D	1187868.40	1369415.46
(b) Trade payables	E	370452.30	370452.30
(c) Other current liabilities	F	60500.00	72500.00
(d) Short-term provisions			
TOTAL		95946857.41	97770778.19
II.Assets			
(1) NON CURRENT ASSETS			
<i>(a) Fixed assets</i>			
(i) Tangible assets	G	15039538.27	15667930.17
(ii) Intangible assets			
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments			
(c) Deferred tax assets (net)			
(d) Long term loans and advances			
(e) Other non-current assets	H	42959711.44	42959711.44
(2) CURRENT ASSETS			
(a) Current investments			
(b) Inventories	I	22509101.00	23387038.00
(c) Trade receivables	J	4607205.74	4023222.74
(d) Cash and cash equivalents	K	323939.02	1225513.90
(e) Short-term loans and advances	L	10507361.94	10507361.94
(f) Other current assets			
TOTAL		95946857.41	97770778.19

AUDITOR'S REPORT

(As per seaprte report of even date attached)

For SGN TELECOMS LTD

For N.KUMAR & COMPANY
(Chartered Accountants)

DIRECTOR

DIRECTOR

(Narinder Kumar)
Prop.
M.No.080287

Place:KHARAR
Date:-26.05.2015

**M/S SGN TELECOMS LTD
TRADING AND PROFIT &
LOSS STATEMENT FOR
THE YEAR ENDED
31.03.2015**

PARTICULAR	NOTE NO	(AMOUNT IN Rs.) 31.03.2015	(AMOUNT IN Rs.) 31.03.2014
I. Revenue from operations			
II. Other Income	N	679600.00	929600.00
III. Total Revenue (I +II)		0.00	421802.40
<i>IV. Expenses:</i>		679600.00	1351402.40
Cost of materials			
Purchase of Stock-in-Trade		60053.06	306396.00
Changes in inventories of finished goods, work-in- progress and Stock-in- Trade	O		
Employee benefit expense	P	819884.00	439961.00
Financial costs		418000.00	575500.00
Depreciation and amortization expense	Q	188800.76	256014.80
Other expenses		628391.90	671927.23
Total Expenses	R	767904.00	709469.45
		2883033.72	2959268.48
V. Profit before exceptional and extraordinary items and tax	(III - IV)	-2203433.72	-1607866.08
VI. Exceptional Items			
VII. Profit before extraordinary items and tax (V - VI)		-2203433.72	-1607866.08
VIII. Extraordinary Items			
IX. Profit before tax (VII - VIII)			
		-2203433.72	-1607866.08
X. Tax expense: (1) Current tax (2) Deferred tax			
XI. Profit(Loss) from the period from continuing operations			
XII. Profit/(Loss) from discontinuing operations	(VII-VIII)	-2203433.72	-1607866.08
XIII. Tax expense of discounting operations			
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)			

XV. Profit/(Loss) for the period (XI + XIV)		
XVI. Earning per equity share:		
(1) Basic	-2203433.72	-1607866.08
(2) Diluted		

AUDITOR'S REPORT

(As per seaprte report of even date attached)

For SGN TELECOMS LTD

For N.KUMAR & COMPANY
(Chartered Accountants)

(Narinder Kumar)
Prop.
M.No.080287

DIRECTOR

DIRECTOR

Place:KHARAR
Date:-26.05.2015

1. SHAREHOLDERS FUND

(A) SHARE CAPITAL

ANNEXURE-A

PARTICULAR	31.03.2015	31.03.2014
AUTHORISED SHARE CAPITAL (300000000 Equity Share of Rs. 1/- each)	300000000.00	300000000.00
ISSUED , SUBSCIBED AND PAID-UP-CAPITAL (80809900 Equity Shares of Rs. 1/- Each)	80809900.00	80809900.00
TOTAL	80809900.00	80809900.00

(B) RESERVE & SURPLUS

ANNEXURE-B

PARTICULAR	31.03.2015	31.03.2014
RESERVE & SURPLUS	0.00	2052689.95
ADD:- APPLICATION MONEY SHARE WARRANTS	0.00	0.00
ADD:-PROFIT & LOSS DURING THE YEAR	-2203433.72	-1607866.08
less:-transfer to non current assets	0.00	444823.87
TOTAL	-2203433.72	0.00

M/S SGN TELECOMS LTD

2. NON-CURRENT LIABILITIES

(a) LONG -TERM BORROWING

ANNEXURE-C

PARTICULAR	31.03.2015	31.03.2014
FROM NON BANKING FINANCIAL		
SH. SURINDER SINGH	15721570.43	15148510.43
TOTAL	15721570.43	15148510.43

3. CURRENT LIABILITIES

(a) SHORT -TERM BORROWING

ANNEXURE-D

PARTICULAR	31.03.2015	31.03.2014
TERMS LOANS FROM BANK		
ICICI BANK-LTD	508876.40	386169.46
ICICI BANK LTD-L/A NO-19634	289538.00	473029.00
ICICI BANK-96653	389454.00	510217.00

TOTAL	1187868.40	1369415.46
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(b) TRADE PAYABLE

PARTICULAR	ANNEXURE-E	
	31.03.2015	31.03.2014
SUNDRY CREDITORS (AS PER LIST)	370452.30	370452.30
TOTAL	370452.30	370452.30

(c) OTHER CURRENT LIABILITIES

PARTICULAR	ANNEXURE-F	
	31.03.2015	31.03.2014
AUDIT FEES PAYABLE	25000.00	25000.00
SALARY & WAGES PAYABLE	35500.00	47500.00
TOTAL	60500.00	72500.00

M/S SGN TELECOMS LTD

II. ASSETS

M/S SGN TELECOM

(a) OTHER NON CURRENT ASSETS

PARTICULAR	ANNEXURE-H	
	31.03.2015	31.03.2014
LOSS PREVIOUS YEAR	35501195.45	35946019.32
LEES :- TRANSFER FROM RESERVE	0.00	444823.87
NET LOSS C/F	35501195.45	35501195.45
PRELIMINARY EXP	7458515.99	7458515.99
TOTAL	42959711.44	42959711.44

(b) INVENTORIES

PARTICULAR	ANNEXURE-I	
	31.03.2015	31.03.2014
RAW MATERIAL	11483205.00	11541258.00
SEMI FINISHED /FINSSHED	11025896.00	11845780.00
TOTAL	22509101.00	23387038.00

(c) TRADE RECEIVABLE

ANNEXURE-J

PARTICULAR	31.03.2015	31.03.2014
LESS THAN SIX MONTH	0.00	4023222.74
MORE THAN SIX MONTH	4607205.74	0.00
OTHER DOUBTFUL DEBTS	0.00	0.00
TOTAL	4607205.74	4023222.74

(d) CASH & CASH EQUIVALENTS

PARTICULAR	31.03.2015	ANNEXURE-K 31.03.2014
CASH IN HAND	279946.01	1225101.07
BANK BALANCE	43993.01	412.83
TOTAL	323939.02	1225513.90

(e) SHORT-TERM LOANS AND ADVANCES

PARTICULAR	31.03.2015	ANNEXURE-L 31.03.2014
<u>ADVANCES RECOVERABLE IN CASH OR IN KAND OR FOR VALUE TO BE RECEIVED</u>	7603021.65	7603021.65
EXCISE DUTY RECOVERABLE	370668.92	370668.92
ITC RECOVERABLE	0.00	0.00
PSCPL EARNEST MONEY	1002500.00	1002500.00
<u>DEPOSITS WITH GOVT AND OTHER</u>	1531171.37	1531171.37
TOTAL	10507361.94	10507361.94

M/S SGN TELECOMS LTD
1. REVENUE FROM OPERATIONS

PARTICULAR	ANNEXURE-N	
	31.03.2015	31.03.2014
SALE	679600.00	929600.00
TOTAL	679600.00	929600.00

2. OTHER INCOME

PARTICULAR	ANNEXURE-N	
	31.03.2015	31.03.2014
MISC. INCOME	0.00	421802.40
TOTAL	0.00	421802.40

II. EXPENSES

COST OF GOODS SOLD

PARTICULAR	ANNEXURE-O	
	31.03.2015	31.03.2014
OP. STOCK	11541258.00	11847654.00
ADD:- MATERIAL PURCHASED	2000.06	0
LEES:-CLOSING STOCK	11483205.00	11541258.00
TOTAL	60053.06	306396.00

**CHANGE IN RAW MATERIAL STOCK IN PROCESS
AND FINISHED GOODS**

PARTICULAR	ANNEXURE-P	
	31.03.2015	31.03.2014
FINISHED GOODS		
OPENING STOCK	11845780.00	12285741.00
CLOSING STOCK	11025896.00	11845780.00
VARIATION	819884.00	439961.00
TOTAL	819884.00	439961.00

EMPLOYEE BENEFIT EXPENSES

PARTICULAR	ANNEXURE-P	
	31.03.2015	31.03.2014
SALARY & WAGES	418000.00	575500.00
STAFFWELFARE	0.00	0.00
	418000.00	575500.00

FINANCIAL COSTS

PARTICULAR	ANNEXURE-Q	
	31.03.2015	31.03.2014
BANK CHARGES& INTEREST	188800.76	256014.80
TOTAL	188800.76	256014.80

OTHER EXPENSES

PARTICULAR	ANNEXURE-R	
	31.03.2015	31.03.2014
ADMINISTRATIVE & SELLING EXPENSES		
ACCOUNTING CHARGES	30000.00	30000.00
AUDIT FEES	25000.00	25000.00
ADVERTISEMENT EXPENSES	72991.00	28049.00
POSTAGE & COURIER	3250.00	1250.00
PRINTING & STATIONERY	3550.00	0.00
TELEPHONE EXPENSES	15439.00	17477.00
COMPUTER STATIONERY	4560.00	0.00
INSURANCE CHARGES	56.00	0.00
VEHICAL R/M EXPENSES	144653.00	0.00
BUSINESS PROMOTION	0.00	3350.00
DISCOUNT	0.00	60895.45
ELECTRCITY & WATER CHARGES	463405.00	315510.00
MACHINERY REPAIR	0.00	8780.00
OFFICE EXPENSES	0.00	40410.00
STOCK EXCHAGE FEES	0.00	63550.00
TRAVELLING & CONVEYANVCE	0.00	85245.00
FEES, RATES AND TAXES	5000.00	29953.00
TOTAL	767904.00	709469.45

: NOTES TO ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES :

a) Method of Accounting :

The accounts are prepared on Historical cost concept on an accrual basis and accounting principles generally accepted in India.

b) Fixed Assets & Depreciation :

Fixed assets are stated at original cost including freight, duty, taxes and other incidental and pre-operative expenses relating to the acquisition, installation on appropriate basis. Depreciation has been charged on a straight line method as per the rates and in the manner prescribed by Schedule XIV of the Companies Act, 2013.

c) Inventories :

Closing stocks are valued at cost or market price whichever is less and cost is ascertained on FIFO Method Basis.

d) Gratuity and leave encashment is accounted for on cash basis.

e) Investment :

Long term investment are stated at cost less permanent diminution in value if any.

f) Misc. Expenses :

(To the extend not written off) : These are written off over ten years.

2. Estimated amount of contracts remaining to be executed on capital account not provided for as on 31-3-2015 is Nil (Pre.Year Nil) (as certified by M.D.)

3. Balance on account of various parties are still subject to confirmation / Reconciliation.

4. The figures have been rounded off to the nearest rupee and the figures for the previous year have been re-arranged wherever considered necessary.

5. Current Assets loans & advances are approximately of the value stated in the Balance Sheet if realized in the ordinary course of business.

6.	Payment to Directors		Current Year	Previous Year
	Remuneration	(Amount in Rs.)	(Amount in Rs.)	
	----- NIL -----	NIL	----- NIL -----	

7.	Discloser of related parties/related parties transactions		
	Name	Relationship	Amount
	-----NIL-----		

8.	EARNING PER SHARE (AS 20)	<u>2014-2015</u>	<u>2013-2014</u>
a)	Weighted average number of equity Shares of Rs. 1 each.		
i)	Number of shares at the beginning of year	8,08,09,900	8,08,09,900
ii)	Number of shares at the end of year	8,08,09,900	8,08,09,900
	Weighted average number of equity shares outstanding during the year		
b)	Net profit after tax available for Equity shares holder (Rs. in lacs)	----	----
c)	Basic and diluted earning per share (in rupees)		

9. SEGMENT INFORMATION

Company is engaged only in one business segment.

10. Payment of Auditors

--- Audit Fee 25,000 25,000

11. Expenditure in Foreign Currency

A.	Travelling Expenses	--	--
B.	Value of Imports on CIF Value (Capital Items)	--	--
C.	Souvenir expenses	--	--

12. Quantitative information to the extent available and applicable :

Current Year Previous Year
(Amount in Rs.) (Amount in Rs.)

A.	Capacity :		
	Licensed (Boxes)		
	Installed (Boxes)	3750 Km	3750 Km

Note : Installed capacity is as certified by Managing Director.

B.	Production Turnover Stock :		
	Product	Quantity	Value (Rs. in lacs)
	Stock of Finished goods-Opening		
	Production for the year	Not complied	Not Complied
	Stock of Finished Goods-Closing		

1. Previous year figures are in brackets

For and on behalf of the Boards of Directors

For N.KUMAR & COMPANY	(SURINDER SINGH)	(PARMINDER KAUR)
Chartered Accountants	JT Managing Director	Director
(Narinder Kumar)		
Prop.		
M.No. 80287		

Place : KHARAR
Date : 26.05.2015

SGN TELECOMS LIMITED

Registered Office: E-58-59, INDUSTRIAL AREA, PHASE 8, MOHALI, Pb.
(In case of Member is unable to be present in person at the Meeting this form may be used)

Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

- 1.CIN: L64200PB1986PLC006807
- 2. Name of the company: S G N Telecoms Limited
- 3. Registered office: E-58, Phase VIII, EL Top, S A S Nagar, Mohali
- Name of the member (s):
- Registered address:
- E-mail Id:
- Folio No/ Client Id:
- DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

- 1. Name:
- Address:
- E-mail Id:
- Signature:....., or failing him

2. Name:

- Address:
- E-mail Id:
- Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual general meeting of the company, to be held on the 30th day of September, 2015 At 9.00 A.M. at Registered Office at E-58, Phase VIII, EL Top, S A S Nagar, Mohali, and at any adjournment thereof in respect of such resolutions as are indicated below:

- Resolution No.
- 1.....
- 2.....
- 3.....
- 4.....
- 5.....

Signed this..... day of..... 2015

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48hours before the commencement of the Meeting.

S.G.N. TELECOMS LIMITED
Registered Office: E-58-59, INDUSTRIAL AREA, PHASE 8, MOHALI

ATTENDANCE SLIP

for the 29th Annual General Meeting
to be handed over at the registration counter

Folio No./ DPID & Client ID:

Name:

Address:

I/ We hereby record my/our presence at the 29thAnnual General Meeting of the company on Wednesday, September 30, 2015 at 9.00 A.M at the registered office of the company at E-58-59, Phase VIII, S A S Nagar, Mohali.

.....
Name of the Member/ Proxy

.....
Signature of the member/proxy

Note:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance slip and hand it over at the entrance.
2. Name of the Proxy in block letters.....(in case the proxy attends the meeting).
3. Members are requested to bring their copies of the Annual Report to the meeting .