



SGN TELECOMS LTD.

Manufacturers of : ALL TYPES OF POWER, XLPE, CONTROL, DATA CABLES AND AAAC, AAC & ACSR CONDUCTORS

Dated: 18/10/2018

To
General Manager,
Deptt of Corporate Services,
Bombay Stock Exchange Ltd.
PJ Tower, 25th Floor,
Dalal Street
Mumbai-400001

Sub: Submission of Annual Report for the year 2017-18

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Return of the company for the Financial Year 2017-18.

This is for your records please.

Yours truly
For SGN Telecoms Ltd.

(Surinder Singh)
MANAGING DIRECTOR
DIN: 00030011

NOTICE

NOTICE is hereby given that 32nd Annual General Meeting of the shareholders of M/s SGN Telecoms Limited will be held on Friday, the 28th day of September, 2018 at 9.00 A.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 2018 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.
3. To ratify the appointment of 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 the Rule 3(7) of the Companies (Audit & Auditors) Rules, 2014, the Company hereby ratified the appointment of M/s Aneet & Associates, Chartered Accountants, (Firm Registration no. 014815N) as the Statutory 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 as may be determined by the Board of Directors of the Company.”

Place: Chandigarh
Date: 14.08.2018

By order of the Board of Directors
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 32nd annual general meeting.

(2) A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

(3) Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days notice in writing of the intention so to inspect is given to the company.

(4) The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of item Nos. 5 to 9 of the Notice convening the Meeting is annexed hereto.

(5) Location map of the Venue of the Annual General Meeting is attached to this Annual Report.

(6) The Securities and Exchange Board of India has notified that the shareholders/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferees of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.

(7) The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with this Report, duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of AGM, members are requested to write to the Company at its Registered Office for issuing the duplicate of the same.

(8) As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting

(9) Details under SEBI (LODR) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the AGM, is separately annexed hereto. The Directors seeking appointment/reappointment have furnished the declaration under Rule 14 of the Companies (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 24-09-2018 to 28-09-2018 (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: 14.08. 2018

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, 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.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting before you their 32nd Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2018 .

FINANCIAL RESULTS :-

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

Particulars	2017-2018 (Rs. In Lacs)	2016-2017 (Rs. In Lacs)
Total Revenue	18.11	216.68
Total Expenses	105.20	239.01
Interest	0.68	0.82
Depreciation	3.16	3.55
Net Profit Before Tax	(90.93)	(26.70)
Provision for Tax	-	-
Net Profit After Tax	(90.93)	(26.70)

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

During the year under review, Total revenue from activities stood at Rs. 18.11 lacs which is very low as compared to the previous year. The company suffered a net loss of Rs. 90.93 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, Mr. Surinder Singh (00030011), Director of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer himself 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 Regulation 27 of SEBI (LODR) Regulations, 2015, Report on Corporate Governance is annexed herewith and forms a part of this Annual Report.

BUSINESS RESPONSIBILITY REPORT

Regulation 34 (2) (f) the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

POLICY ON DIRECTORS APPOINTMENT AND POLICY ON REMUNERATION

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

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Management Discussion & Analysis Report for the year under review, as stipulated under Part B of Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section as Annexure D-3 forming part of this Annual Report.

PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/EMPLOYEES:-

Directors or KMPs are not drawing any remuneration.

NUMBER OF MEETINGS OF BOARD

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 Aneet & Associates & Co., Chartered Accountants, Chandigarh, was appointed as Statutory Auditors of the Company in the last Annual General Meeting to hold office till the conclusion of Annual General Meeting to be held in the year 2022. Their reappointment is subject to ratification at every Annual General Meeting. Hence it is proposed to ratify their appointment from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

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 2017-18.

SECRETARIAL AUDITORS REPORT

Mr. Anil Negi (FCS 46547), a Company Secretary in practice having CP no. 17213, was appointed as Secretarial Auditor of the Company for the financial year 2017-18 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by him in the prescribed form MR- 3 is attached as Annexure D-5 and forms part of this report.

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

FRAUDS REPORTED BY AUDITORS

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

COST AUDIT

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

CONSOLIDATED FINANCIAL STATEMENTS

The Company does not have any Subsidiary.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The company has due Internal Control system.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

There are no immediate risk to the company.

SUBSIDIARIES/ASSOCIATES

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

DEPOSITS

The Company has neither accepted nor renewed any deposits during the Financial Year 2017-18 in terms of Chapter V of the Companies Act, 2013. Information in this regard, therefore, is nil.

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

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

AUDIT COMMITTEE

Your Directors wish to inform that in Compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an audit committee has been duly constituted. The Audit Committee as on March 31, 2018 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 Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of section 178 of the Companies Act, 2013, Nomination & Remuneration Committee as on March 31, 2018 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 Regulation 20 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Stakeholders Relationship Committee with following composition as on March 31, 2018:-

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, 2018 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 2017-18 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: 14.08.2018

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 SEBI (LODR) Regulations, 2015, 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, 2018 is given as under:-

Particulars	2017-2018 (Rs. In Lacs)	2016-2017 (Rs. In Lacs)
Total Revenue	18.11	216.68
Total Expenses	105.20	239.01
Interest	0.68	0.82
Depreciation	3.16	3.55
Net Profit Before Tax	(90.93)	(26.70)
Provision for Tax	-	-
Net Profit After Tax	(90.93)	(26.70)

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 31.03.2018

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 the Product/service	% to total turnover of the company
1	All types of Power, Control and Data Cables	2732	100
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	NAME AND ADDRESS	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	% OF SHARES	Applicable Section
1	NIL				
2					
3					

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-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	19790000	-	19790000	24.49	19790000	-	19790000	24.49	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	19790000	-	19790000	24.49	19790000	-	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	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	48926857	79250	49006107	60.64	48916857	68250	48985107	60.62	(0.02)
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	5630905	201300	5832205	7.22	5630905	212300	5843205	7.23	0.01
c) Others (specify)	4151588	2019000	6170588	7.64	4161588	2020000	6181588	7.65	0.01
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	58709350	2299550	61008900	75.50	58709350	2299550	61008900	75.50	-

Total Public Shareholding (B)=(B)(1)+(B)(2)	58719350	2299550	61018900	75.51	58719350	2299550	61018900	75.51	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	78509350	2299550	80809900	100.00	78509350	2299550	80809900	100.00	-

B) Shareholding of Promoter-

SN	Shareholder Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change shareholding during the year
		No. Shares	% of total Shares of the company	% of Pledged encumbered total shares	No. Shares	% of total Shares of the company	% of Pledged encumbered 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 Change in promoter Shareholding during the year

SN	Particulars	Shareholding at beginning of the year		Cumulative Shareholding during the year	
		No. shares	% of total shares of the company	No. shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease 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. shares	% of total shares of the company	No. 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
	Sold during the year	994000	1.23	994000	1.23
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
	Sold during the year	900000	1.11	900000	1.11
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
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
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
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
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
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				
	At the beginning of the year	325000	0.40	325000	0.40
	Bought during the year	-	-	325000	0.40
	Sold during the year	-	-	325000	0.40
	At the end of the year	325000	0.40	325000	0.40
10	Trilokkumar Bothra				
	At the beginning of the year	322200	0.40	322200	0.40
	Bought during the year	-	-	322200	0.40
	Sold during the year	-	-	322200	0.40
	At the end of the year	322200	0.40	322200	0.40

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. shares	% of total shares of the company	No. 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	504696.45	14454217.43	-	14958913.88
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	504696.45	14454217.43	-	14958913.88
Change in Indebtedness during the financial year				
* Addition				
* Reduction	330082.25	135436.00	-	465518.25

Net Change	330082.25	135436.00	-	465518.25
Indebtedness at the end of the financial year				
i) Principal Amount	174614.20	14318781.43		14493395.63
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	174614.20	14318781.43		14493395.63

VI. 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 Managerial Remuneration					
	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 / NCL 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					

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[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, EL TOP
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, 2018 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, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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, 2015;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the amendments thereof: Not Applicable as none of the securities of the company was delisted during the audit period.
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: Not Applicable as no instances of issue of securities during the year.
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014- Not Applicable as the company has not provided any share based benefits to the employees during the year.
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Chapter V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Not applicable as the company has not issued any listed debt securities during the financial year under review.
- (g) 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.
- (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.
- b) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, being listed on BSE Limited.

During the period under review the Company has 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. There were no changes in the composition of the Board during the year.
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, 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.**
- 2. The company has not offered e-voting facility to the members in terms of Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015.**
- 3. The company has no official website.**
- 4. One of the Independent Directors of the company does not have a valid DIN.**

I further report that during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Resolutions passed under Section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

Place: Shimla

Date : 30.05.2018

ANIL NEGI
MNO A46547
CP 17213

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, EL TOP
S A S Nagar, Mohali
Punjab

My 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. My responsibility is to express an opinion on these secretarial records, based on my audit.
2. I 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. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I 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. My 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: Shimla
Date : 30.05.2018

ANIL NEGI
MNO A46547
CP 17213

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 2018. 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 30.09.2017	YES	YES	Yes	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	1	NIL
	Chairpers on	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 5 Board meetings were held during the period from 1st April, 2017 to March 31, 2018 .

During the year under review, the gap between two meetings did not exceed 120 days as per SEBI (PODR) Regulations, 2015 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 31.03.2018, the Audit Committee of the Company comprises of 2 Non-executive Independent Directors, who are well qualified and financially literate and 1 Executive Director. 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 2017-18

4 meetings of the Audit Committee have been held during the year

The attendance at the Audit Committee Meetings during the period from 01.04.2017 till 31.03.2018 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 31-03-2018:

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	2015	2016	2017
Type of	AGM	AGM	AGM

Meeting			
Date	30.09.2015	30.09.2016	30.09.2017
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
Time	9.00 AM	9.00 AM	9.00 AM
Special Resolution passed	No	No	No

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

NIL

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 Regulation 27**

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:

Mr. Surinder Singh, Director of the Company retire by rotation in the ensuing Annual General Meeting and being eligible offer himself for re-appointment. His 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

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.

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	Friday, the 28 th day of September, 2018 at 9.00 A.M.
AGM venue	Plot No. 58-59, Industrial Area, Phase VIII-B, SAS Nagar, Mohali
Financial year	April 1 st , 2017 to March 31 st , 2018
Date of Book closure	24-09-2018 to 28-09-2018 (both days inclusive)
Dividend Payment Date	N/A
Listing on Stock Exchanges	BSE Limited
ISIN	INE266C01023
Scrip Code	531812
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:- 97% of the shareholding of the Company have been dematerialized as on 31.03.2018 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 Ph. 0172- 5063378, Fax 0172- 4663378 email: sgntelecom@rediffmail.com

Shareholding Pattern as on 31st March, 2018:-

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	6181588
Private Corporate Bodies	0

Indian Public	54828312
NRIs/OCBs	0
Trust	0

12. CEO CERTIFICATION

In terms of the requirements of Listing Regulations, the Managing Director has submitted necessary certificate to the Board of Directors stating the particulars specified under the Regulations. 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, 2018.

Place: Mohali
Date:05.09.2018

SURINDER SINGH
Managing Director

Independent Auditor's Report

To the Shareholders of S G N TELECOMS LIMITED

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **S G N TELECOMS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss (Including Other Comprehensive income), the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management and Board of Directors of the Company is responsible for the matters stated in Section 134(5) of the Companies Act 2013 ("The Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (including other comprehensive income) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with relevant rules issued there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS 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 of Ind AS financial statements 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management and Board of Directors of the Company, as well as evaluating the overall presentation of the Ind AS 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 Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2018, its profit (financial performance including other comprehensive income) and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- i. 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;
- ii. 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;

- iii. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- iv. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued there under.
- v. On the basis of written representations received from the Directors, as on 31st March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
- vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- vii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer note 2.30 to the financial statements;
 - b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - c) There was no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

Annexure to the Auditors’ Report

The annexure referred to in our report to the members of **S G N TELECOMS LIMITED**(‘the company’) for the year ended 31st March 2018. We report that

(i) Regarding Fixed Assets:

- a. The Company has maintained proper records to show full particulars, including quantitative details and situation of Fixed Assets;
- b. The fixed assets have not been physically verified by the management during the year but the company has a system of periodic verification of fixed assets. In our opinion, the frequency of verification is at reasonable intervals considering the size of the company.
- c. The title deeds of immovable properties are held in the name of the company.

(ii) Regarding Inventory:

- a. There are no operations or activity carried by the company during the year. There are no stocks lying in the company.
- b. Since there are no stocks .There is no need of any physical verification of stocks.

(iii) Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Act. There are Advances amounting to Rs. 7603021.65. The detail of which has not been furnished to us.

(iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.

(v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

(vi) There are not stock lying so no need to maintain cost account.

(vii) Regarding Statutory Dues:

- a) The Company has been regular during the year in depositing undisputed dues with Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Excise & Custom duty and other statutory dues with the appropriate authorities. According to the information given to us, there were

no undisputed unpaid statutory dues outstanding as at 31st March 2018 for a period of more than six months from the date they became payable.

- b) There are no disputes with Income Tax and Excise Authorities.
 - c) No TDS has been deducted on Payment to Profesional charges Rs. 50000/-.
- (viii) In our opinion and on the basis of records produced before us, the Company has not defaulted in the repayment of dues to Banks, Financial Institutions, Government or debenture holders.
- (ix) The company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Hence, the provisions of clause 3 (ix) of the Order are not applicable to the Company and not commented upon.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Financial Statements as required by the applicable Indian Accounting Standards.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

S G N TELECOMS LIMITED

1. COMPANY'S OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Company's overview

S G N TELECOMS LIMITED is a public limited company incorporated and domiciled in India. S G N TELECOMS LIMITED has its works / principal place of business at E -58 Phase- VIII Indl area Mohali India and registered office at E -58 Phase- VIII Indl area Mohali, Punjab, India.

S G N TELECOMS LIMITED is in the business of manufacturing Cable components and but no activity has taken place during the year.

The Shares of the Company are listed on BSE Limited

1.2 Basis of Preparation and Presentation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 *First time adoption of Indian Accounting Standards*. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

The financial statements are approved by the Company's Board of Directors and authorised issue on 25th May 2018.

1.3 Property Plant and Equipment

- i) Properties, Plant & Equipment are carried at cost of construction or acquisition less depreciation. Costs directly attributable to acquisition are capitalized until the Property, Plant & Equipment are ready to use.

- ii) When an asset is scrapped, or otherwise disposed off, the cost and related depreciation are removed from the books of account and resultant profit (including capital profit) or loss, if any, is reflected in Profit and Loss Account.
- iii) Depreciation on Tangible Assets (except Land) is provided on Straight Line Method, pro-rata monthly rests, as per the life prescribed in Schedule II of the Companies Act, 2013 except for fixed assets mentioned in para (iv) below.
- iv) In the following cases, Lower useful life is considered than those prescribed in Schedule II of the Companies Act, 2013

<u>Nature of Assets</u>	<u>Life adopted in Accounts</u>
a) Patterns, Blocks and Dies	4 Years
b) Vehicles	4 Years

- v) The assets' residual value, useful lives and methods of depreciation are reviewed at each financial year end, and adjustment if any, is made prospectively.

1.4 Investment Properties

Investment Properties are properties held to earn rentals and/or for capital appreciation. Investment properties are measured at cost and the same is derecognized upon disposal or when it is permanently withdrawn from use with no future economic benefits are expected from the disposal.

Depreciation is provided on Straight Line Method, pro-rata monthly rests, as per the life prescribed for Building in Schedule II of the Companies Act, 2013.

1.5 Inventories

There are no inventories with the Company.

1.6 Foreign currency transactions

There are no foreign currency transactions.

1.7 Employee Benefit

No Contributions to ESI or PF have been made by the Company.

1.8 Revenue Recognition

Sale of Goods

There is no activity carried on by the company.

Dividend and Interest Income

There is no dividend or interest Income during the year.

1.9 Intangible Assets

Intangible assets are carried at cost and amortized on Straight line method, so as to reflect the pattern in which the assets economic benefits are consumed.

- i) 1/5 of deferred revenue expenditure amounting to Rs.8591942.29 have been written off in profit and loss account.

1.10 Taxes on Income

Current tax is determined as the amount of tax payable in respect of the taxable income for the year.

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period

1.11 Financial Instruments

Financial assets and financial liabilities are recognized when an entity becomes a party to the contractual provisions of the instruments. All Financial Assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price.

- 1.12 Accounting policies not specifically referred above are consistent with generally accepted accounting practices.

SGN TELECOMS LTD

Balance Sheet as at 31st March 2018

	Notes	As at 31st March 2018	As at 31 March 2017
Equity and liabilities			
Shareholders' funds			
Share capital	3	80,809,900.00	80,809,900.00
Reserves and surplus	4	(15,210,923.46)	(6,117,239.29)
		65,598,976.54	74,692,660.71
Non-current liabilities			
Long-term borrowings	5	14,493,395.63	14,958,913.88
Deferred tax liabilities (net)	6	-	-
		14,493,395.63	14,958,913.88
Current liabilities			
Short-term borrowings	7	-	-
Trade payables	8	120,457.30	141,755.30
Other current liabilities	9	240,241.00	63,500.00
Short-term provisions	10	-	-
		360,698.30	205,255.30
Total		80,453,070.47	89,856,829.89

Assets			
Non-current assets			
Fixed assets			
Tangible assets	11(a)	10,079,824.30	10,753,887.22
Intangible assets	11(b)	-	-
Capital work-in-progress		-	-
Non-current investments	12	-	-
Long-term loans and advances	13	10,293,410.94	10,293,410.94
Other Non Current Assets	14	34,367,769.15	42,959,711.44
		54,741,004.39	64,007,009.60
Current assets			
Inventories	15	-	-
Trade receivables	16	25,244,604.74	25,394,602.74
Cash and bank balances	17	467,461.34	455,217.55
Short-term loans and advances	18	-	-
Other current assets	19	-	-
		25,712,066.08	25,849,820.29
Total		80,453,070.47	89,856,829.89

Notes 1 to 27 form integral part of these Financial Statement

SGN TELECOMS LTD

Statement of Profit and Loss for the year ended 31st March 2018

	Notes	Year ended 31st March 2018	Year ended 31 March 2017
Revenue			
Revenue from operations	20		21,407,896.00
Other income	21	-	260,590.00
		1,811,058.00	
Total revenue		1,811,058.00	21,668,486.00
Cost of Material Consumed			
Cost of Material Consumed	22	-	11,332,947.00
Changes in Inventories of Finished Goods And Work-In-Progress		-	10,929,576.00
Employee Benefit Expense	23	684,000.00	530,060.00
Finance Cost	24	68,511.26	82,297.50
Depreciation	25	315,729.78	355,236.51
Other Expenses	26	9,836,501.13	1,108,903.12
Total expenses		10,904,742.17	24,339,020.13
Profit before tax		(9,093,684.17)	(2,670,534.13)
Tax expense			
Current tax		-	-
Deferred tax		-	-
MAT credit entitlement		-	-
Profit for the year		(9,093,684.17)	(2,670,534.13)
Earnings per equity share			
Basic		(0.11)	(0.03)
Diluted		(0.11)	(0.03)

Notes 1 to 27 form intergral part of these Financial Statements

This is the Statement of Profit and Loss as referred to in our report of even date

SGN TELECOMS LTD

Notes to the financial statements for the year ended
31st March 2018

		As at 31st March 2018	As at 31st March 2017
3	Share capital		
		Number	Number
		Amounts	Amounts
	Authorised share capital		
	Equity shares of Rs. 1 each	300,000,000.00	300,000,000.00
		300,000,000.00	300,000,000.00
	Issued, subscribed and fully paid up		
	Equity shares of Rs. 1 each	80,809,900.00	80,809,900.00
	Add: Shares Forfeited	-	-
		80,809,900.00	80,809,900.00
		80,809,900.00	80,809,900.00
4	Reserves and surplus		
	General Reserve		
	Opening Balance	-	-
	Add :Profit Transferred from Statement of Profit & Loss	-	-
	Closing Balance	-	-
	Profit & Loss Balance		
	Opening Balance	(6,117,239.29)	(3,446,705.16)
	Add :Profit Transferred from Statement of Profit & Loss	(9,093,684.17)	(2,670,534.13)
	Less: Expenses related to earlier years	-	-
	Less : Appropriations	-	-
	--Adjustment to Fixed Assets	-	-
	--Proposed Dividend on Equity Shares	-	-
	--Tax on Dividend	-	-
	Closing Balance	(15,210,923.46)	(6,117,239.29)
		(15,210,923.46)	(6,117,239.29)
		As at 31st March 2018	As at 31st March 2017
5	Long-term borrowings		
	Secured		

Term Loans From Banks/Financial Institutions	174,614.20	504,696.45
Unsecured		
-From Banks	-	-
-From Others	14,318,781.43	14,454,217.43
	14,493,395.63	14,958,913.88
	As at 31st March 2018	As at 31st March 2017
6 Deferred tax liabilities (net)		
A Deferred tax liabilities		
	-	-
B Deferred Tax Assets Arising On Account Of :		
	-	-
	-	-
	-	-
Deferred tax liabilities(TAX IMPACT)	-	-
	As at 31st March 2018	As at 31st March 2017
7 Short term borrowings		
Working capital borrowings from banks (secured)	-	-
	-	-
8 Trade payables		
Dues to micro small and medium enterprises (refer note 27.5(i))	-	-
Dues to others	120,457.30	141,755.30
	120,457.30	141,755.30
9 Other current liabilities		
Current maturities of long term debts		
Secured Loans From Banks/Financial Institutions	-	-
Unsecured Vehicle Loans from Banks	-	-
Unsecured Vehicle Loans from Others	-	-
Advance Payments & Deposits	123,000.00	-
Payable for Capital Goods and Others	-	-
Statutory Remittances	-	-

	Other payables	117,241.00	63,500.00
		240,241.00	63,500.00
10	Short-term provisions		
		-	-
		As at 31st March 2018	As at 31st March 2017
12	Non-current investments		
		-	-
		-	-
		-	-
13	Long-term loans and advances (unsecured considered good, unless otherwise stated)		
	Advances	7,603,021.65	7,603,021.65
	Balances with Revenue Authorities	300,667.92	300,667.92
	PSPCL EARNEST MONEY	1,002,500.00	1,002,500.00
	Security Deposit	1,387,221.37	1,387,221.37
		10,293,410.94	10,293,410.94
		As at 31st March 2018	As at 31st March 2017
14	Other Non Current Assets		
	Deferred Revenue Expenditure	42,959,711.44	42,959,711.44
	Less : Written off during the year (refer note no 25)	8,591,942.29	-
		34,367,769.15	42,959,711.44
15	Inventories		
	Raw Material	-	-
	Finished Goods	-	-
	Work In Progress	-	-

		-	-
16	Trade receivables		
	Unsecured, Considered Good		
	Outstanding for a period exceeding six months from due date	25,244,604.74	25,394,602.74
	Others	-	-
		25,244,604.74	25,394,602.74
	Unsecured considered doubtful		
	Outstanding for a period exceeding six months from due date	-	-
	Less: Provision	-	-
		-	-
		25,244,604.74	25,394,602.74
17	Cash and bank balances		
	Cash in Hand	467,461.34	452,601.54
	Balances with Banks	-	2,616.01
	FDRs with Banks	-	-
		467,461.34	455,217.55
18	ADAVNCES	0	0
		-	-
19	Other current assets		
		-	-

SGN TELECOMS LTD**Notes to the financial statements for the year ended 31st March 2018***(All amounts in Rs. Lacs unless stated otherwise)*

	Year ended 31st March 2018	Year ended 31st March 2017
20 Revenue		
Revenue from Operations		
Sale of Products	-	21,407,896.00
	-	21,407,896.00
21 Other income		
Miscellaneous income	-	260,590.00
Rent Received	1,811,058.00	-
	1,811,058.00	260,590.00
22 Cost of Raw Material Consumed		
Opening stock	-	11,332,947.00
Add : Purchases during the year	-	-
	-	-
Less : Closing stock	-	-
	-	11,332,947.00
Changes in Inventories of Finished Goods And Work-In-Progress		
Stock at commencement- Work in Process	-	-
Stock at commencement-Finished	-	10,929,576.00
	-	10,929,576.00
Stock at Close- Work in Process	-	-
Stock at Close-Finished	-	-
	-	-

	-	
(Increase)/Decrease in stock	-	10,929,576.00
23 Employee benefits expense		
Salaries and Wages	684,000.00	530,060.00
	684,000.00	530,060.00
24 Finance costs		
Interest expenses	68,511.26	82,297.50
Other Borrowing Cost	-	-
	68,511.26	82,297.50
25 Depreciation and amortisation		
Depreciation of tangible assets (refer note 11)	347,392.31	355,236.51
Amortisation Expenses (refer note 11 & 14)	-	-
	347,392.31	355,236.51
26 Other expenses		
Manufacturing Expenses :		
Fuel, Electricity & Power	-	-
Job Work Charges	-	-
Excise Duty Consumed	-	-
Administrative Expenses :		
Preminery exp written/off	8,591,942.29	-
Audit Fees	25,000.00	25,000.00
Accounting charges	14,000.00	30,000.00
Advertisement Exp	36,153.20	41,607.00
Printing & Stationery	17,850.00	12,200.00

Telephone & Communications	34,407.50	76,871.12
Computer stationery	-	2,910.00
Insurance charges	19,748.00	18,565.00
Vehicle Running & Maintenance	232,534.00	115,250.00
Misc. Exp	7,553.00	-
Electricity & Water Exp	396,916.00	477,120.00
Professtional charges	85,000.00	75,000.00
Subscription	5,000.00	5,062.00
Travelling & Conveyance Expenses	72,750.00	-
Fees, Rates and Taxes	-	150,000.00
Newspaper Exp	4,104.00	3,600.00
Property Taxes	87,908.00	17,728.00
Staffwelfare Exp	71,550.00	57,990.00
Loss on sale of Car	134,085.14	-
	9,836,501.13	-
		1,108,903.12

SGN TELECOMS LTD

Cash Flow Statement for the year Ended 31st March 2018

(All amounts in Rs. unless stated otherwise)

	Year ended 31st March 2018	Year ended 31st March 2017
A. Cash flow from operating activities:		
Profit for the year before tax and prior period items	(501,741.88)	(2,670,534.13)
Adjustments for :		
Depreciation	315,729.78	355,236.51
Dividend Income	-	-
Provision for doubtful debts	-	-
Provision for doubtful advances	-	-
Dividend income	-	-
Loss on Sale of Fixed Assets	134,085.14	-
Profit on Sale of Fixed Assets	-	-
Profit on Sale of Mutual Funds	-	-
Interest expense	68,511.26	82,297.50
Miscellaneous Income	1,811,058.00	260,590.00
Interest Income	-	-
Operating profit before prior period items and working capital changes	1,827,642.30	(1,972,410.12)
Adjustment for prior period income/(expense)	-	-
Operating profit before working capital changes	1,827,642.30	(1,972,410.12)
Adjustments for:		
Trade and other receivables	(149,998.00)	(20,787,397.00)
Inventories	-	22,262,523.00
Loans and advances	-	-
Trade and other payables	155,443.00	4,971.00
Provision movement	-	-
Other Non Current Assets	-	-
Cash generated from operations	1,833,087.30	(492,313.12)

Income taxes paid (Including tax dedcuted at source)	-	-
Net cash from operating activities	1,833,087.30	(492,313.12)
B. Cash flow from investing activities:		
Purchase of fixed assets/ capital work-in-progress	(355,752.00)	(900,311.40)
Proceeds from disposal of fixed assets	748,418.48	-
Purchase of Investments	-	-
Interest received	-	-
Dividend received	-	-
Miscellaneous income	(1,811,058.00)	(260,590.00)
Net cash (used)/Genretated in investing activities	(1,418,391.52)	(1,160,901.40)
C. Cash flow from financing activities:		
Proceeds/(repayment) of long term borrowings	(470,963.25)	1,758,193.00
Proceeds/(repayment) of short term borrowings	-	172,189.62
Dividend Paid	-	-
Interest paid	68,511.26	82,297.50
Net cash (used)/generated in financing activities	(402,451.99)	2,012,680.12
Net Decrease in cash and cash equivalentents (A)+(B)+(C)	12,243.79	359,465.60
Cash and cash equivalentents at the beginning of the year	455,217.55	95,751.95
Cash and cash equivalentents at the end of the year	467,461.34	455,217.55
Components of cash and cash equivalentents		
Cash in hand	467,461.34	452,601.54
Balances with scheduled banks	-	-
In current accounts	-	2,616.01
In Fixed Deposits	-	-
Cash & cash equivalentents in cash flow statement:	467,461.34	455,217.55

- a) Cash flow statement has been prepared under the 'Indirect method' as set out in Accounting Standard -3 on Cash Flow Statements notified by Companies (Accounting Standards) Rules, 2006 (as amended)
- b) Negative figures have been shown in brackets.

Notes 1 to 27 form integral part of these Financial Statements

This is the cash flow statement referred to in our report of even date

SGN TELECOMS LTD

Notes to the financial statements for the year ended 31 March 2018

Note - 11

Particulars	Gross book			Accumulated depreciation and amortisation				Net book	
	As at 1 April 2017	Additions during the year	Sales / adjustment during the year	As at 31 Mar 2018	As at 1 April 2017	For the year	Sales / Adjustment during the year	As at 31 Mar 2018	As at 31 March 2017
Tangible assets (a)									
Land & Development	€ 0%	€ 366,908.69	-	€ 366,908.69	-	-	-	€ 366,908.69	€ 366,908.69
Buildings	€ 30%	€ 7,760,403.62	€ 25,322.22	€ 7,785,725.84	€ 92,622.22	-	€ 92,622.22	€ 7,693,103.61	€ 5,662,871.69
Furniture & Fixtures	€ 30%	€ 351,931.62	-	€ 351,931.62	€ 325,351.68	-	€ 325,351.68	-	-
Plant and Machinery	40%	€ 1,362,301.59	-	€ 1,362,301.59	€ 218,576.33	-	€ 218,576.33	-	-
Computer Equipment	40%	€ 271,634.62	-	€ 271,634.62	€ 30,216	-	€ 30,216	€ 1,000.00	€ 1,311.5
Motor Vehicles	€ 30%	€ 362,301.63	-	€ 362,301.63	€ 177,122.56	-	€ 177,122.56	-	-
Office Equipment	40%	€ 1,040,000	-	€ 1,040,000	€ 421,686	-	€ 421,686	€ 174,487	€ 2,007.2
Plant	40%	€ 5,723.67	-	€ 5,723.67	€ 2,722.80	€ 14.28	€ 2,737.08	€ 2,814.89	€ 2,852.27
Leasehold Improvement	40%	€ 162,600.00	-	€ 162,600.00	€ 48,845	-	€ 48,845	€ 83,823.60	€ 30,382.11
Car	€ 30%	€ 330,000.00	-	€ 330,000.00	€ 78,744.66	-	€ 78,744.66	€ 48,584.55	€ 27,355.4
Motor Vehicle	€ 30%	€ 163,900.00	€ 24,500.00	€ 188,400.00	€ 68,354	-	€ 68,354	€ 27,214.3	€ 22,753.46
Computer	€ 30%	€ 393,530.00	-	€ 393,530.00	€ 49,839.93	-	€ 49,839.93	€ 100	€ 744,710.7
Telephone	40%	€ 50,000.00	-	€ 50,000.00	€ 28,791	-	€ 28,791	€ 180,842	€ 1,822.9
Total		€ 32,730,059.19	€ 355,752.00	€ 33,085,811.19	€ 22,321,303.93	€ 365,729.78	€ 22,687,033.71	€ 10,079,624.30	€ 10,753,287.22
Pre-asset									
Intangible assets (b)									
Product development									
Total									

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:.....,

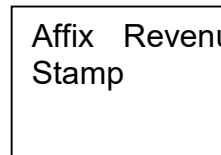
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual general meeting of the company, to be held on the 29th day of September, 2018 At 9.00 A.M. at Registered Office at E-58, Phase VIII, EL Top, S A S Nagar, Mohali, and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Signed this..... day of..... 2018

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.

SGN TELECOMS LIMITED

Registered Office: E-58-59, INDUSTRIAL AREA, PHASE 8, MOHALI

ATTENDANCE SLIP

for the 32nd 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 32nd Annual General Meeting of the company on Saturday, September 29, 2018 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.