S G N TELECOMS LTD.
Manufacturers of : ALL TYPES OF POWER, XLPE, CONTROL, DATA CABLES AND AAAC, AAC & ACSR CONDUCTORS

Dated: 04/12/2020

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 2019-20

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 2019-20.

This is for your records please.

Yours truly
For SGN Telecoms Ltd.

(Surinder Singh)
MANAGING DIRECTOR
DIN: 00030011

Regd. Office & Works : E-58, 59, 64, 65 Phase-VIII, ELTOP, S.A.S. Nagar, Mohali (PUNJAB), PIN - 160 071.
Tel.: 0172-5063378, 4663378 Fax : 0172-5093378
E-mail : sgntelecom@rediffmail.com
sgntelecomsltd@gmail.com

NOTICE

NOTICE is hereby given that 34th Annual General Meeting of the shareholders of M/s SGN Telecoms Limited will be held on Monday, the 28th day of December, 2020 at 1.00 p.m. at E-58-59, Industrial Area, Phase – VIII, S.A.S. Nagar, Distt. Mohali, Punjab to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020 and the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditor's thereon.

2. To appoint a Director in place of Mr. Surinder Singh (DIN 00030011), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

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

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

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

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

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

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

Place: Chandigarh
Date: 04.12.2020

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

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

Statement under Section 102 of the Companies Act, 2013:

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

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

Salient features of which are as under:

Salary: Upto Rs.100000/- per month.

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

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

Notes:

I. Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.

II. II. Notwithstanding the foregoing, where in any Financial Year during the currency of the tenure of the abovementioned directors, the Company has no profits or its profits are inadequate, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Companies Act, 2013, except with the approval of the Central Government.

III. The limits specified above are the maximum limits and the Nomination and Compensation Committee / Board may in its absolute discretion pay to the abovementioned Directors lower remuneration and revise the same from time to time within the maximum limits stipulated above.

IV. In the event of any re-enactment or recodification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

V. If at any time the above mentioned Directors cease to be in the employment of the Company for any cause whatsoever, he/she shall cease to be the Whole-time Director of the Company.

VI. The Managing Director is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Managing Director is liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side. The Board recommends the resolutions as set out at item no. 3.

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

I. General Information:

1. Nature of Industry: Electric Equipments and other related parts. The company is also venturing into the business of solar energy.

2. Date or expected date of commencement of commercial production: Already commenced

3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial Performance based on given indicators:

Amount in Lacs

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

Net Profit	(16.60)	(35.49)

5. Foreign Investments and Collaborations: The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. Information about the Appointees:

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

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

3. Recognition and Awards: NIL

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

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

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

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

III. Other Information:

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

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

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

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

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

NOTES:

(1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll instead of himself/herself. the proxy need not be a member of the company. A blank form of proxy is attached herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of 34th annual general meeting.

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

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

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

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

(6) In compliance with the MCA Circulars, the Company has published a public notice by way of an advertisement in Punjabi and in English, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.

(7) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice of Annual General Meeting, Audited Financial Statements for the year ended 31st March, 2020 together with Report of Directors and Auditors' Report are available on the website of the Company www.sgntelecomsltd.com, on the website of BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com.

(8) Pursuant to MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to difficulties involved in dispatching of physical copies of the Notice of 34th AGM, Audited Financial Statements for the year ended 31st March, 2020 together with Report of Directors and Auditors' Report, are being sent only by e-mail to the Members.

(9) In view of COVID-19 pandemic, the physical meeting of shareholders will be convened with all safety measures. In case any member wants to avail the facility of video conferencing(VC)/other audio video mode (OAVM) for attending the annual general meeting, such member shall intimate the company atleast 7 days before the meeting so that the facility of VC can be provided

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

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

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

(13) Details under SEBI (LODR) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the AGM, is separately annexed hereto. The Directors seeking appointment/reappointment have furnished the declaration under Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 164(2) of the Companies Act, 2013 and other requisite declarations for their appointment / re-appointment

(14) All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 am to 1.00 pm up to the date of AGM. The Register of Directors and Key Managerial Personnel & their Shareholding and the Register of Contracts & Arrangements in which Directors are interested shall be open for inspection at the meeting to any person having right to attend the meeting.

(15) Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the RTA of the Company M/s Mas Services Ltd. the prescribed Form SH 13 for nomination and Form SH 14 for cancellation/ variation as the case may be. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.

(16) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 24-12-2020 to 28-12-2020 (both days inclusive) for the purpose of AGM.

(17) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Registrar and Share Transfer Agents of the Company (RTA) i.e. M/s MAS Services Limited in case the shares are held by them in physical form.

(18) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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

(20) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

(21) In terms of the provisions of Section 107 and 108 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Meeting.

(22) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 7 days before the date of AGM through email on sgntelecomsltd@gmail.com. The same will be replied by the Company suitably.

(23) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sgntelecomsltd.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

(24) **E-VOTING:**

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

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

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

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

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

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

(iii) Now select the "Emerald Leasing Finance & Investment Company Limited" from the drop down menu and click on "SUBMIT".

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID.
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification Code as displayed and Click on Login.

(vi) If You are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing passwords is to be used.

(vii) If you are a first time user follow the steps given below.

Now, fill up the following details in the appropriate boxes:

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

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

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat from will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Clock on the Electronic Voting Sequence Number (EVSN) for the relevant "Emerald Leasing Finance & Investment Company Limited" on which you choose to vote.

(xii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and NO implies that you dissent to the Resolution.

(xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.

(xviii) Institutional Shareholders

Institutional shareholders "(i.e., other than Individuals, UF, NRI, etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and mail the same to helpdesk.evoting@cdslindia.com or at scrutinizer's id kanwalcs@gmail.com.

(xix) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sgntelecomsltd.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

Place: Chandigarh
Date: 12.11.2020

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

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

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

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

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

Expertise in Specific Functional Area:

Mr. Surinder Singh is post graduate in Engg.

List of other Directorships: ASCENT SOLAR THERMAL PRIVATE LIMITED

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

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

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

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

Terms of reappointment: Re-appointed as Executive Director liable to retire by rotation
Remuneration:NIL
Remuneration sought to be paid:NIL
No. of meetings of Board attended during the FY 2019-20:4
Justification for appointment and Remuneration: Mr. Surinder Singh is graduate in engineering and has many years experience in the business.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting before you their 34th Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2020.

FINANCIAL RESULTS :-

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

Particulars	2019-2020 (Rs. In Lacs)	2018-2019 (Rs. In Lacs)
Total Revenue	21.57	20.72
Total Expenses	37.61	55.69
Interest	0.56	0.52
Depreciation	-	-
Net Profit Before Tax	(16.60)	(35.49)
Provision for Tax	-	-
Net Profit After Tax	(16.60)	(35.49)

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. 21.57 lacs which slightly increased as compared to the previous year. The company suffered a net loss of Rs. 16.60 lacs due to adverse market conditions.

IMPACT OF COVID-19

Covid-19 pandemic has significantly impacted the prospectus of business operations of the Company. The management was contemplating entering into solar business but the onset of pandemic has adversely effected the same.
The Company has evaluated the impact of this pandemic on its business operations, financial position, internal financial reporting and controls, etc. and is considering to take appropriate mitigating measures.

However, the assessment of Covid-19 impact on business operations is a continuing process given the uncertainties associated with its nature and duration. Accordingly, the actual impact on the operational and financial performance may differ from that estimated. The Company will continue to closely monitor any material changes to the future business conditions and financial performance.

DIVIDEND:-

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

GENERAL RESERVE:

The Company has not transferred any amount to any reserves.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply to the Company as there were no amounts due to be transferred to the fund during the year under review.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations.

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

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

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

SHARE CAPITAL

During the year under review, there is no change in the Share Capital of the Company. The Authorised capital of the Company is Rs. 30,00,00,000 comprising of 30,00,00,000 equity shares of Rs. 1/- each. Issued, paid up and subscribed Share Capital of the Company is Rs. 8,08,09,900 comprising of 8,08,09,900 shares of Rs. 1/- each.

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

Your Company has zero tolerance policy in case of sexual harassment at workplace and is committed to provide a healthy environment to each and every employee of the Company. The Company has in place "Policy for Prevention and Redressal of Sexual Harassment" in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (hereinafter referred to as 'the said Act') and Rules made there under. As per the provisions of Section 4 of the said Act, the Board of Directors has constituted the Internal Complaints Committee (ICC) at the Registered Office of the Company to deal with the Complaints received by the Company pertaining to gender discrimination and sexual harassment at workplace.

Further, as per the provisions of Section 21& 22 of the aid Act, the Report in details of the number of cases filed under Sexual Harassment and their disposal for the financial year under review, is as under:

Sr. No	No. of cases pending as on the beginning of the financial year under review	No. of complaints filed during the financial year under review	No. of cases pending as on the end of the financial year under review
1.	NIL	NIL	NIL

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

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.

MAJOR CHANGES HAPPENING DURING THE FINANCIAL YEAR

Your Directors wish to inform that there have not been any changes during the Financial Year under review:

a. In the nature of Company's business

b. Generally in the class of business in which the Company has an interest.

LISTING AND LISTING REGULATIONS

The equity shares of the company are listed on the BSE Limited (BSE). The Company has also formulated the Policies as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The company is regular in paying the listing fee.

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

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

INSIDER TRADING

The Board of Directors has adopted The Code Of Conduct For Prevention Of Insider Trading in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider trading policy of the Company lays down guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation.

CORPORATE GOVERNANCE :-

Though the provisions of corporate governance are not applicable to the company but Your Company is still committed to maintain the highest standards of Corporate Governance. The company is voluntarily complying with the majority of the provisions of corporate governance. A copy of corporate governance is attached as Annexure 7.

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 -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 -3 forming part of this Annual Report.

PARTICULARS OF REMUNERATION OF DIRECTORS / KMP / EMPLOYEES:-

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Companies Act 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard. The details under Section 197 (12) of the Companies Act, 2013 read with Rules 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as Annexure -8.

NUMBER OF MEETINGS OF BOARD

During the year 2019-20, 5 Board Meetings were held including one meeting of Independent Directors.

Date of Board Meeting	No. of Directors	Attendance of Directors
30.05.2019	4	4
14.08.2019	4	4
14.11.2019	4	4
13.02.2020	4	4
14.02.2020 (Ind.Director Meeting)	2	2

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors. Accordingly, following is the criteria for evaluation:-

a. Criteria for evaluation of the Board of Directors as a whole :
    i. The Frequency of Meetings
    ii. Quantum of Agenda
    iii. Administration of Meetings

iv. Flow and quantity of Information from the Management to the Board
v. Number of Committees and their role.
vi. Overall performance of the Company

b. Criteria for evaluation of the Individual Directors including Independent Directors;
i. Experience and ability to contribute to the decision making process
ii. Problem solving approach and guidance to the Management
iii. Attendance and Participation in the Meetings
iv. Personal competencies and contribution to strategy formulation
v. Contribution towards Statutory compliances, monitoring of controls and Corporate Governance

The Independent Directors had met separately on 14.02.2020 without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director`s performance. The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires. The Directors express their satisfaction with the evaluation process.

STATUTORY AUDITORS & AUDITORS REPORT:-

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

The Auditors' Report being self-explanatory requires no comments from the Directors. Further, there are no reservations, qualifications or adverse remarks in the Audit Report given by them in respect of the Financial Year 2019-20.

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 2019-20 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 -6 and forms part of this report.

There are qualifications or observations or other remarks by the Secretarial Auditors in the Report issued. The company could not comply with certain requirements of the law. 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

Consolidation of financial statement In terms of Rule 6 of Companies (Accounts) Rules, 2014, are not applicable as Company does not have any subsidiary or associates.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

As required pursuant to provisions of section 134(1) (e) of the Act, the Company has a well placed, proper and adequate internal financial control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is well defined in the Organization. The internal financial control system ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company has in place comprehensive risk assessment and minimization procedures, which are reviewed by the Board periodically. During the year, as per the requirements of Listing Agreement with the Stock Exchanges, a Risk Management Committee was constituted by the Board of Directors with responsibility of preparation of Risk Management Policy, reviewing and monitoring the same on regular basis, to identify and review critical risks on regular basis The risks faced by the Company and their minimization procedures are assessed by the Board. Further, the Company identifies risks, and control systems are instituted to ensure that the risks in each business process are mitigated. The Board provides oversight and reviews the Risk Management Policy on a regular basis. In the opinion of the Board there has been no identification of elements of risk that may threaten the existence of the Company.

SUBSIDIARIES/ASSOCIATES

The Company does not have any Subsidiary / Joint Ventures / Associate Companies. Hence, the provisions regarding incorporation of a separate segment for disclosure of the financial positions and performance of the Subsidiary, Associate and Joint Venture companies is not applicable to the Company

DEPOSITS

The Company has neither accepted nor renewed any deposits during the Financial Year 2019-20 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, 2020 comprises of the following Independent Directors:

Mr. Inderjit Singh	Independent Director, Chairman
Mr. Ramesh Kumar	Independent Director, Member
Mr. Surinder Singh	Managing Director, Member

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

NOMINATION & REMUNERATION COMMITTEE

In terms of Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of section 178 of the Companies Act, 2013, Nomination & Remuneration Committee as on March 31, 2020 comprises of the following Directors:

Mr. Inderjit Singh	Independent Director, Chairman
Mr. Ramesh Kumar	Independent Director, Member
Mrs. Parminder Kaur	Director, Member

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

In terms of Regulation 20 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Stakeholders Relationship Committee with following composition as on March 31, 2020:-

Mr. Inderjit Singh	Independent Director, Chairman
Mr. Ramesh Kumar	Independent Director, Member
Mr. Surinder Singh	Managing Director, Member

CSR COMMITTEE

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

EXTRACT OF ANNUAL RETURN

The extract of Annual Return as on March 31, 2020 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 -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 2019-20 are attached as Annexure -5 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 in terms of Section 177 (10) of the Companies Act, 2013 and also in terms of Listing regulations, 2015.

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.

COMPLIANCE

The Company has devised proper systems to ensure compliance of all laws applicable to the Company and the compliance reports issued by the Departmental Heads are placed before the Board every Quarter confirming compliance by the Company with all applicable Laws.

CEO / CFO CERTIFICATION

In accordance with Regulation 17 (8) read with Part B of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the CFO have submitted necessary certificate to the Board of Directors stating the particulars specified under the said Regulation. The Certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

DEMATERIALIZATION OF SHARES

As mentioned in Company's earlier Annual Reports, the Company's Equity Shares are in compulsory Demat mode in terms of SEBI Guidelines. This has been facilitated through arrangement with NSDL and CDSL. About 87.4% of the shares of the Company are already in dematerialized form. M/s Mas Services Limited, New Delhi is acting as the Registrar and Share Transfer Agents for this purpose and acts as common share agency in terms of SEBI Guidelines.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of familiarization programme for Independent Directors in respect of their roles, rights & responsibilities, nature of the industry in which Company operates, business model of the Company and related matters are communicated to the Independent Directors from time to time and are available on the website of the company.

INDUSTRIAL RELATIONSHIPS

Relations between the Management and the employees at all levels have been cordial and the Directors wish to express their appreciation for the cooperation and dedication of the employees of the Company.

SUSTAINABILITY INITIATIVE

Your Company is conscious of its responsibility towards preservation of natural resources and continuously takes initiatives to reduce consumption of electricity and water.

SUMS DUE TO MICRO, SMALL & MEDIUM ENTERPRISES

There is no liability towards principal and interest payable to Micro, Small & Medium Enterprises as on 31st March, 2020.

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

No Insolvency resolution process has been initiated/ filed by a financial or operational creditor or by the company itself under the IBC before the NCLT.

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

PLACE: MOHALI

Date: 04.02.2020 SD/-

CHAIRMAN

ANNEXURE -1 TO THE DIRECTORS' REPORT:-

A. **Conservation of Energy** :

The company is not doing much of the manufacturing activioty. 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 - 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.

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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 -3 TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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.

OTHER KEY INDICATORS

Ratios	2019-20	2018-19	% Increase/ Decrease	Reason for change
DEBTORS TURNOVER RATIO	NA	NA	NA	
INVENTORY TURNOVER RATI	NA	NA	NA	
INTEREST COVERAGE RATIO	NA	NA	NA	
CURRENT RATIO	2.08	6.72	-69.05%	Due to advances
DEBT EQUITY RATIO	0.09	0.18	50%	Repayment of debt
OPREATING PROFIT MARGIN	0	0	0	
NET PROFIT RATIO	0	0	0	

ANNEXURE 4 TO THE DIRECTORS' REPORT

The extract of Annual Return – MGT 9

As on financial year ended on 31.03.2020

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 OF THE COMPANY	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	% OF SHARES HELD	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-2019]				No. of Shares held at the end of the year[As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(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) FIIs	-	-	-	-	-	-	-	-	-
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	48916857	66350	48983207	60.62	51729245	189964	51919209	64.25	(3.63)
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	5630905	212200	5843105	7.23	4937563	-	4937563	6.11	1.12
c) Others (specify)	4161588	2022000	6183588	7.65	2160128	1993000	4153128	5.14	2.51
Non Resident Indians	-	-	-	-	-	-	-	-	
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	**58709350**	**2299550**	**61009900**	**75.50**	**58826936**	**2299550**	**61009900**	**75.50**	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	58719350	2299550	61019900	75.51	58719350	2299550	61019900	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's Name	Shareholding at the beginning of t year			Shareholding at the end of the year			% change shareholding during the year
		No. Shares	% of tota Shares o the compa	%of Shar Pledged encumbered total shares	No. Shares	% of total Share of the company	%of Shar 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 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
	At the beginning of the year				
	Date wise Increase / Decrease in Promote Shareholding during the year specifying t reasons for increase / decrease (e 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 share	% of total shares of the company	No. of share	% of total shares of the company
1	Mohamed Shauka Thulla At the beginning of the year Bought during the year Sold during the year At the end of the year	 1319000 - - 1319000	 1.63 - - 1.63	 1319000 1319000 1319000 1319000	 1.63 1.63 1.63 1.63
2	Majestic Holdings & Fininvest Pvt Ltd At t beginning of the year Bought during the year Sold during the year At the end of the year	 275000 - - 275000	 0.34 - - 0.34	 275000 275000 275000 275000	 0.34 0.34 0.34 0.34
3	VIMAL C SHAH HUF At the beginning of the year Bought during the year Sold during the year At the end of the year	 500000 - - 500000	 0.62 - - 0.62	 500000 500000 500000 500000	 0.62 0.62 0.62 0.62
4	NITIN S THAKUR At the beginning of the year Bought during the year Sold during the year At the end of the year	 227135 - - 227135	 0.28 - - 0.28	 227135 227135 227135 227135	 0.28 0.28 0.28 0.28
5	VIJAY RAMNATH SHANBHAG At the beginning of the year Bought during the year Sold during the year At the end of the year	 404685 - - 404685	 0.50 - - 0.50	 404685 404685 404685 404685	 0.50 0.50 0.50 0.50
6	BHANU GUPTA At the beginning of the year	 657415	 0.81	 657415	 0.81

	Bought during the year Sold during the year At the end of the year	- - 657415	- - 0.81	657415 657415 657415	0.81 0.81 0.81
7	Toshar Khushru Mondegarian At the beginning of the year Bought during the year Sold during the year At the end of the year	378000 - - 378000	0.74 - - 0.47	378000 378000 378000 378000	0.47 0.47 0.47 0.47
8	Harsh Vardhan Nahar At the beginning of the year Bought during the year Sold during the year At the end of the year	328805 - - 328805	0.41 - - 0.41	328805 328805 328805 328805	0.41 0.41 0.41 0.41
9	ANISA ALNASIR GILANI At the beginning of the year Bought during the year Sold during the year At the end of the year	262427 - - 262427	0.32 - - 0.32	262427 262427 262427 262427	0.32 0.32 0.32 0.32
10	Trilokkumar Bothra At the beginning of the year Bought during the year Sold during the year At the end of the year	322200 - - 322200	0.40 - - 0.40	322200 322200 322200 322200	0.40 0.40 0.40 0.40

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

SN	**Shareholding of each Directors and ea 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 Sold during the year At the end of the year	- - 997600	- - 1.23	997600 997600 997600	1.23 1.23 1.23
	Surinder Singh At the beginning of the year Bought during the year Sold during the year At the end of the year	10734100 - - 10734100	13.28 - - 13.28	10734100 10734100 10734100 10734100	13.28 13.28 13.28 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	293640.90	13868781.43		14162422.33
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	**293640.90**	**13868781.43**		**14162422.33**
Change in Indebtedness during the financial year				
* Addition	104194	-		104194
* Reduction	-	-6543377.65	-	-6543377.65
Net Change	**104194**	**-6543377.65**	**-**	**-6439183.65**
Indebtedness at the end of the financial year				
i) Principal Amount	397834.90	7325403.78		7723238.68
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	**397834.90**	**7325403.78**		**7723238.68**

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

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	-	180000	204000	384000
	(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		**180000**	**204000**	**384000**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	**Section of t Companies Act**	**Brief Description**	**Details of Penalty Punishment/ Compounding fe imposed**	**Authority [RD / NCL COURT]**	**Appeal mad 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: NOT APPLICABLE

Details of Loans			
Sr. No.	Name of Entity/Person	Amount (in Rs.)	Purpose
1	No Loan have been given during the Financial year 2019-20		
2			
	TOTAL		

Details of Guarantees			
Sr. No.	Name of Entity/Person	Amount	Purpose
1	No Guarantees have been given during the Financial year 2019-20		

Details of Investments			
Sr. No.	Name of Entity/Person	Amount	Purpose
1	No Investments have been made during the Financial year 2019-20		

ANNEXURE 6 TO THE DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[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, 2020 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, 2020 under the provisions of below mentioned regulations, which were shared with me. It is informed that due to prevailing nationwide lockdown in light of COVID-19, I was not able to carry out physical inspection of the said records::

(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 to the extent applicable;

(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 were delisted during the audit period.

d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
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 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, 2018- 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. The changes in the composition of the Board of Directors of the company during the year were carried out in compliance with the applicable regulations.

2. As per information available, 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 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 : 19.08.2020

UDIN: A046547B000594743

ANIL NEGI
M. No. 46547
C.P. NO. 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.

"Annexure-A"

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 : 19.08.2020

UDIN: A046547B000594743

ANIL NEGI
M. No. 46547
C.P. NO. 17213

ANNEXURE 7 TO THE DIRECTORS' REPORT

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. Though the provisions of corporate governance are not applicable to the company but Your Company is still committed to maintain the highest standards of Corporate Governance.

2. BOARD OF DIRECTORS

(i) **Composition and category of Directors**

The strength of Board was 4 (Four) Directors as on 31st March 2020. 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. Ramesh Kumar - 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**	**Ramesh Kumar**
CATEGORY	Executive	Executive	Independent & Non Executive Director	Independent & Non Executive Director
Attendance at the AGM held on 28.09.2019	YES	YES	Yes	Yes

***No. of other Boards in which Member or chairperson**		NIL	NIL	NIL	NIL
Names of the listed entities where the person is a director and the category of directorship		NIL	NIL	NIL	NIL
No. of other Board Committees in which Member or Chairperson	**Member**	NIL	NIL	NIL	NIL
	Chairperson	NIL	NIL	NIL	NIL

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, 2019 to March 31, 2020.

30.05.2019, 14.08.2019, 14.11.2019 and 13.02.2020 and Independent Director's meeting was held on 14.02.2020

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.

(iv) Chart on the Core skills/expertise/competence of Directors

Name of Director	**Category**	**Core skills/expertise/competence**
Surinder Singh	Managing Director	Technical/Management
Parminder Kaur	Non-executive Non-independent Director	General Management
Inderjit Singh	Non-executive Independent Director	General Management
Ramesh Kumar	Non-executive Independent Director	Sales /General Management

(v) Shareholding of Non Executive Directors: None of the Non-executive Directors hold shares in the Company.

(vi) Opinion of the Board about Independent Directors: In the opinion of the Board, the Independent Directors satisfy the criteria to be appointed as such in the company.

(vi) Information placed before the Board

The Agenda is circulated well in advance to the Board Members. The items in the Agenda are backed by comprehensive background information to facilitate meaningful discussions and to enable the Board to take efficient decisions. The Board of the company is presented with all relevant information on various vital matters affecting the working of the Company in addition to the matters set out in the SEBI (LODR), Regulations, 2015. Also, extensive information is provided on various critical matters such as Risk Assessment, Growth, Expansion, Related party transactions, sales, financial performance, foreign exchange exposure, Appointment of Key Management personnel, legal proceedings, share transfer compliance, quarterly financial results, significant labour and human relation matters.

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 31.03.2020, 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. Ramesh Kumar	Independent Director, Member
Mr. Surinder Singh	Managing Director, Member

Meetings of Audit Committee and attendance during the year 2019-20

4 meetings of the Audit Committee have been held during the year on 30.05.2019, 14.08.2019, 14.11.2019 and 13.02.2020

The attendance at the Audit Committee Meetings during the period from 01.04.2019 till 31.03.2020 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. Ramesh Kumar	Independent Director, Member	4	1
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 31-03-2020:

Name	Title
Mr. Inderjit Singh	Independent Director and Chairman of Committee
Mr. Ramesh Kumar	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. Ramesh Kumar, Non-executive Independent Director and Mr. Surinder Singh, Managing Director are other Members of the Committee.

COMPOSITION:

Following is the composition of the Stakeholders' Relationship Committee:

Mr. Inderjit Singh	Independent Director, Chairman
Mr. Ramesh Kumar	Independent Director, Member
Mr. Surinder Singh	Managing Director, Member

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: 01725063378

sgntelecom@rediffmail.com

TEL: 0172- 5063378
FAX: 0172- 4663378

Pecuniary relationships of directors with the company: None of the Directors hold any pecuniary relationship with the company.

Bifurcation of the remuneration paid to the executive directors:

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					

6. GENERAL BODY MEETINGS

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

YEAR	2017	2018	2019
Type of Meeting	AGM	AGM	AGM
Date	30.09.2017	28.09.2018	28.09.2019
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	Yes

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

AGM 2019

1. RE-APPOINTMENT OF MR. INDERJIT SINGH (DIN: 01974844) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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 Depositary 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.

c. BSE Corporate Compliance and Listing Centre:-

All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Quarterly Results etc. are filed electronically with the Listing Centre of BSE. Company is also regular in paying annual listing fee.

11. GENERAL SHAREHOLDER INFORMATION

AGM : Date, time	Tuesday, the 15th day of September, 2020 at 1.00 p.m.
AGM venue	Plot No. 58-59, Industrial Area, Phase VIII-B, SAS Nagar, Mohali
Financial year	April 1st, 2019 to March 31st, 2020
Date of Book closure	10-12-2020 to 15-10-2020 (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	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.

	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. 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.
Dematerialization of shares and liquidity	Liquidity:- 87.40% of the shareholding of the Company have been dematerialized as on 31.03.2020 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

(a) **Distribution of Shareholding (No. of Shares) as on March 31, 2020 is as under :-**

No. of Shares	No. of Shareholders	% of Shareholders	Total No. of Shares	% of Holding
1 – 5000	8621	80.084	14970164	18.525
5001 – 10000	1145	10.636	9900825	12.252
10001 – 20000	518	4.812	7890228	9.764
20001 – 30000	203	1.886	5216465	6.455
30001 – 40000	77	0.715	2754120	3.408
40001 – 50000	57	0.529	2728889	3.377
50001 – 100000	82	0.762	6182303	7.650
100001 and above	62	10.576	31166906	38.568
Total	**10765**	**100.000**	**80809900**	**10.000**

Shareholding Pattern as on 31st March, 2019:-

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	4153128
Private Corporate Bodies	0
Indian Public	56856772
NRIs/OCBs	0
Trust	0

12. Total Fees for all services paid by the listed and its subsidiaries.

The detail of payment of total fees to the Statutory Auditor is as under:

Statutory Audit	Rs.15,000/-
Tax Audit	Rs.10,000/-
Total	Rs.25,000/-

13. 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 Reglations. The certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

14 SUBSIDIARY COMPANIES

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

15 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.

16. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report.

Comply duly complies with all the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report.

ANNEXURE-8 TO DIRECTORS REPORT

DETAILS UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2019-20, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2019-2020.

Sr. No.	Name of Director/KMP	Designation	The Ratio of the remuneration of each Director to the median remuneration of the employees	The percentage increase in remuneration
1	Surinder Singh	Managing Director	NIL	NA
2	Manjit Kaur	CFO	NA	NIL
3	Swarnalata Behra	CS	NA	NIL

ii. The percentage increase in the median remuneration of Employees for the financial year was 0%

iii. The Company has 5 permanent Employees on the rolls of Company as on 31st March, 2020.

iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year, its comparison with the percentile increase in the managerial remuneration, justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase made in the salaries of Employees other than the managerial personnel in the financial year was 0%.

v. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is affirmed that the remuneration is as per the 'Remuneration Policy for Directors, Key Managerial Personnel and other employees' adopted by the Company.

VIGIL MECHANISM CUM WHISLTE BLOWER POLICY

1. General

SGN Telecoms Limited (the Company) expects its Directors, Officers, Employees, and other representatives to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Company, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism –
- Every Listed Company;
- Every other Company which accepts deposits from the public;
- Every Company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Further, Listing Regulations, 2015 provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistleblower Policy' for Directors and Employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy.

2. Definitions

The definitions of some of the key terms used in this Policy are given below.

a. **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Listing Regulations, 2015
b. **"Employee"** means every employee of the Company including the Directors in the employment of the Company.
e. **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
c. **"Whistleblower"** means an employee or director making a Protected Disclosure under this Policy.

3. Reporting Responsibility

It is the responsibility of all directors, officers, and employees to report Wrongful Conduct in accordance with this Whistleblower Policy.

4. Wrongful Conduct

"Wrongful Conduct" is defined in this Whistleblower Policy to includes a serious violation of Company's policy; a violation of applicable state and federal law; or the use of Company's property, resources, or authority for personal gain or other non organization-related purpose except as provided under the policy

This definition of Wrongful Conduct is not intended to be an exclusive listing of the illegal or improper activity encompassed by the Whistleblower Policy. Rather, the Whistleblower Policy is intended to serve as a means of reporting all serious improprieties that potentially impact the integrity and effective operation of the Company.

5. No Retaliation

No Director, Officer, or Employee who in good faith reports Wrongful Conduct will suffer harassment, retaliation or adverse employment consequence. Any Director, officer, or employee who retaliates against anyone who has reported Wrongful Conduct in good faith is subject to discipline up to and including termination of employment or removal from the board or directors, as applicable. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company prior to seeking resolution outside the Company.

6. Reporting Wrongful Conduct

SGN Telecoms Limited encourages its Directors, Officers, and Employees to share their questions, concerns, suggestions, or complaints with someone who can address them properly. Any Director, officer, or employee may report Wrongful Conduct to the Executive Director or the Chairman of the Board of Directors / Audit committee. If the Wrongful Conduct implicates one or both of the Executive Director or the Chairman of the Board of Directors / Audit Committee, or if the reporting individual is not comfortable speaking with or not satisfied with response of the foregoing individuals, the issue may be reported to any member of the Board of Directors. The Executive Director, Chairman of the Board of Directors, and all members of the Board of Directors to whom a report of Wrongful Conduct is made are required to immediately advise the full Board of Directors of such report of Wrongful Conduct.

7. Acting in Good Faith

Anyone filing a complaint of Wrongful Conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates Wrongful Conduct. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

8. Confidentiality

Reports of Wrongful Conduct or suspected Wrongful Conduct may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of Wrongful Conduct or suspected Wrongful Conduct will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

9. Handling of Reported Wrongful Conduct

A representative of the Board of Directors will notify the sender and acknowledge receipt of the reported Wrongful Conduct or suspected Wrongful Conduct within five business days, unless such report was submitted anonymously. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

10. Retention of documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

11. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to the Employees and Directors in writing.

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, 2020.

Place: Mohali
Date:22.06.2020

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, 2020, as stipulated in Regulation 27 of the Listing Regulations. The same is not applicable to the company but the company is voluntarily complying with the provisions of corporate governance.

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 Regulation 27 of the Listing Regulations.

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: 04.12.2020
UDIN: **F005901B001401174**

Sd
Kanwaljit Singh
M. No. 5901
C.P. NO. 5870

CEO and CFO DECLARATION

The Board of Directors of,
SGN Telecoms Ltd.,
E 58 PHASE VIII, ELTOP,
SAS NAGAR MOHALI

Date: 22.06.2020

We hereby certify that for the financial year ending 31-03-2020, on the basis of review of financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

1. These Statements of SGN Telecoms Limited for the Financial year ending 31-03-2020, do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and we have taken steps from time to time to rectify these deficiencies.
5. We further certify that we have indicated to the Auditors and the Audit Committee that:
   a) there have been no significant changes in internal control over financial reporting during the year;
   b) there have been no significant changes in accounting policies during the year and
   c) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
Surinder Singh
(Managing Director)

Sd/-
Manjit Kaur
(Chief Financial Officer)

Disclosures under Para A of Schedule V of Listing Regulations

SR. NO.	In the account of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	• Loans and advances in the nature of loans to subsidiaries by name and amount. • Loans and advances in the nature of loans to associates by name and amount. • Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount. NA
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary company. **NA**
3	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan. **NIL**

For details of transactions of the Company with the person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company, if any, kindly refer to “Related Party Transaction” provided in notes to financial statements.

Sd/-
Place: CHANDIGARH **Surinder Singh**
Date: 22.06.2020 **Managing Director**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of
SGN Telecoms Ltd.,
E 58 PHASE VIII, ELTOP,
SAS NAGAR MOHALI

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SGN Telecoms Company** Limited having CIN L64200PB1986PLC006807 and having registered office at E 58 PHASE VIIIELTOP SAS NAGAR MOHALI and (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	SURINDER SINGH	00030011	16/04/1986
2.	PARMINDER KAUR	00030025	28/11/1996
3.	INDERJIT SINGH	01974844	30/04/2002
4.	RAMESH KUMAR	08290247	29/11/2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chandigarh
Date : 04.12.2020

UDIN : **F005901B001401141**

Sd/-
Kanwaljit Singh
M. No. 5901
C.P. NO. 5870

INDEPENDENT AUDITOR'S REPORT

To the Members of,

M/S SGN TELECOMS LIMITED
Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of SGN TELECOMS LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2020,and the statement of Profit and Loss,(statement of changes in equity)and statement of cash flows for the year the ended ,and no test the financial statements, including a summary of significant accounting policies and other explanatory information.

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 conform it with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit (changes in equity) and its cash flows for the year ended on that date.

Basis for Opinion

WeconductedourauditinaccordancewiththeStandardsonAuditing(SAs)specifiedundersection 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further describedintheAuditor'sResponsibilitiesfortheAuditoftheFinancialStatementssectionofour report.WeareindependentoftheCompanyinaccordancewiththeCodeofEthicsissuedbythe InstituteofCharteredAccountantsofIndiatogetherwiththeethicalrequirementsthatarerelevant to our audit of the financial statements under the provisions of the Companies Act,2013 and the Rules there under ,and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KAM on *Related Party Transactions*	
Key Audit Matter	As a part of the business activity, the Company deals with entities which are related parties and significant revenue sources are from related parties only.

	The Arm's length pricing go the transactions with Related Parties ,risks of material misstatement associated with related party relationships and transactions may have significant impact on the interest of the Company and true and fair presentation of related party relationships and transactions in the financial statements of the Company. **Reference to related disclosures:** Refer Note 2.29 to the Financial Statements.

Principal Au Procedures	We performed following audit procedures relating to related party relationships and transactions.
	
	• We inquired of management regarding:
	  • The identity of the Company's related parties ,including changes from the prior period;
	  • The nature of the relationships between the Company and related parties; and
	  • The type and purpose of the transactions with related parties.
	
	  • Identify, account for, and disclose related party relationships and transactions In accordance with the applicable financial reporting framework;
	
	• Confirmations obtained from related parties for an outstanding balances as part of our audit procedures;
	• Performed appropriate substantive audit procedures relating to identified related parties and related party transactions.
	• Evaluate the terms of the related party transactions that these are consistent with management's explanations.
	• Ensured that all Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature.

	• Inquired that the Company has adopted a Related Party Transactions Policy approved by the Board and transactions are as per the policy. **Conclusion:** Our procedures did not identify any material exceptions.
KAM on Migration to new information systems	
Key Audit Matter	***Information Technology (IT)systems and controls*** During the year, the company implemented SAP, a new Enterprise Resource Planning (ERP) system. The new system is a fully integrated financial accounting and reporting system. The implementation of a new system has an inherent risk of loss of integrity of key financial data being migrated, and the breakdown in operation or monitoring of IT dependent controls within critical business processes such as purchasing selling and recording of transaction, which could lead to financial errors or misstatements and inaccurate financial reporting. The Company's financial accounting and reporting systems are heav dependent on the new system and there is a risk that automated accounti procedures and related IT dependent manual controls are not designed a operating effectively.
Principal Au Procedures	We have reviewed the information systems migration process and Information Technology General Controls(ITGC)with the assistance of IT audit specialists, our procedures included: • Testing General IT Control s: Testing general IT controls around system access, change management and computer operations with in specific applications pertinent to the financial statements by assessing appropriate policies are in place and adhered to by

	inspecting supporting evidence. Also assessed the operation of control so very changes or transactions being recorded In the systems and testing manual compensating controls ,such as reconciliations between systems and other information sources, through re- performance or inspection. • Testing Data Migration: Were viewed the management's planning and processes around systems migration in order as certain how controls in existing information systems are mapped into new information systems .We also independently tested completeness, validity and accuracy of transaction and master data migrated to new information system. Extended scope: Where general IT controls and compensating manual controls where inadequate or ineffective, we performed additional substantive testing, such as using extended sample sizes and performing data analysis routines over impacted accounts to test the integrity of the transactional level data that is flowing into the Company's financial statements. **Conclusion:** Our procedures did not identify any material exceptions.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standard on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material If, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standard on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit.

We also:

i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained,

whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure-A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 it appears from our examination of those books.
   (c) The Balance Sheet, the Statement of Profit and Loss, and the 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 the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors,

none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) 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".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) 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:
   i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 2.30 to the financial statements;
   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
   iii. There were no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

For ANEET & ASSOCAITES
Chartered Accountants
Firm Regn No: 0014815N

Propreitor
M.No:- 090380
Place : Mohali
Date : 30.06.2020

ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) In respect of its Fixed Assets:

a) The Company has maintained proper records showing 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) In respects of 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.

(i) 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.

(ii) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and I86 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.

(iii) 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.

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

(iii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Customs Duty, Excise Duty, Value Added Tax, Cess, Goods and Service tax and other material statutory dues applicable to it to the appropriate authorities. Also refer Note 2.31 to financial statements.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess, Goods and Service tax and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.

(c) The details of dues of Income Tax & Excise duty which have not been deposited as on March 31, 2020 on account of disputes are given below:

(Rs. In Lakhs)

Statute	**Nature**	**Forum whe dispute is pending**	**Period to which t Amount relates**	**Amount involved**
nil	nil	nil	nil	nil

(iv) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to Banks, Financial Institutions, and Government or debenture holders.

(v) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order are not applicable to the Company and not commented upon.

(vi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(vii) 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.

(viii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

(ix) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(x) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

(xi) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its 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.

(xii) In our opinion, the Company is not required to be registered under section 45-1 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.

For ANEET & ASSOCAITES
Chartered Accountants
Firm Regn No: 0014815N

Propreitor
M.No:- 090380
Place : Mohali
Date : 30.06.2020

M/S SGN TELECOMS LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2020

Amount in Rs.

Particulars	Note	31.03.2020	31.03.2019
I ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	2.1	10251147.69	10018300.29
(b) Capital Work-in-Progress	-	0.00	0.00
(c) Investment Property	2.2	0.00	0.00
(d) Intangible Assets	2.3	0.00	0.00
(e) Intangible Assets under Development	-	0.00	0.00
(f) Other Non-current Assets	2.4	0.00	44661180.10
Total Non-Current Assets		10251147.69	54679480.39
Current Assets			
(a) Inventories	2.5	0.00	0.00
(b) Financial Assets			
(i) Investments	2.6	0.00	0.00
(ii) Trade Receivables	2.7	25155103.74	25155103.74
(iii) Cash and Cash Equivalents	2.8	70640.04	13610.04
(iv) Other Bank Balances	2.8	0.00	0.00
(v) Other Financial Assets	2.9	0.00	0.00
(c) Other Current Assets	2.1	198786.00	108390.00
Total Current Assets		25424529.78	25277103.78
TOTAL ASSETS		35675677.47	79956584.17
II EQUITY AND LIABILITIES			

Equity				
(a)	Equity Share Capital	2.11	80809900.00	80809900.00
(b)	Other Equity (Refer SOCE)		-65082033.21	-18760048.16
Total Equity			15727866.79	62049851.84
Liabilities				
Non-Current Liabilities				
(a)	Long Term Provisions	2.12	7723238.68	14162422.33
(b)	Deferred Tax Liabilities (Net)	2.13	0.00	0.00
Total Non-Current Liabilities			7723238.68	14162422.33
Current Liabilities				
(a)	Financial Liabilities			
	(i) Trade Payables	2.14		
	- Total Outstanding dues of micro and small enterprises		0.00	0.00
	- Total Outstanding dues of other than micro and small enterprises		0.00	0.00
	(ii) Other Financial Liabilities	2.15	0.00	0.00
(b)	Short Term Provisions	2.16	0.00	0.00
(c)	Other Current Liabilities	2.17	12224572.00	3744310.00
Total Current Liabilities			12224572.00	3744310.00
TOTAL EQUITY AND LIABILITIES			35675677.47	79956584.17
Significant Accounting Policies		1		
Notes on Accounts		2		

As per our report of even date attached

The Notes referred to above form an integral part of these financial statements

For ANEET AND ASSOCAITES
Chartered Accountants
Firm Registration No. 0014815N
CA ANEET GOEL

FOR AND ON BEHALF OF THE BOARD

Company Secretary

Chairman

PROPREITOR
Membership No. 090380
20090380AAAAAN5349

Chief Financial Officer

Whole Time Director & Chief Executive Officer

M/S SGN TELECOMS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Amount in Rs.

Particulars	**Note**	**31.03.2020**	**31.03.2019**
Revenue from Operations	2.18	0.00	0.00
Other Income	2.19	2156856.00	2072656.00
Total Income		2156856.00	2072656.00
EXPENSES			
Cost of Raw Materials Consumed	2.2	0.00	0.00
Changes in stock of Finished Goods and Work-in-Progress	2.21	0.00	0.00
Excise duty on Sales		0.00	0.00
Employee Benefits Expense	2.22	682943.75	724488.00
Finance Costs	2.23	55840.00	52747.70
Depreciation and Amortisation Expense	2.1, 2.2 & 2.3	0.00	0.00
Other Expenses	2.24	13372288.15	4844545.00
Total Expenses		14111071.90	5621780.70
Profit Before Exceptional Items and Tax		-11954215.90	-3549124.70

Exceptional Items			0.00	0.00
Profit Before Tax			-11954215.90	-3549124.70
Tax Expense				
-1	Current tax	2.13	0.00	0.00
-2	Deferred tax	2.13	0.00	0.00
Total Tax Expense			0.00	0.00
Profit After Tax			-11954215.90	-3549124.70
Other Comprehensive Income			0.00	0.00
A	(i) Items that will not be reclassified to profit and loss		0.00	0.00
	(ii) Income tax related to above		0.00	0.00
B	(i) Items that may be reclassified to profit and loss		0.00	0.00
	(ii) Income tax related to above		0.00	0.00
Total Comprehensive Income for the period			-11954215.90	-3549124.70
Earning per Equity Share :				
-1	Basic Earning Per Share	2.25	-0.15	-0.04
-2	Diluted Earning Per Share	2.25	-0.15	-0.04
Significant Accounting Policies		1		
Notes on Accounts		2		

As per our report of even date attached
For ANEET AND ASSOCAITES
Chartered Accountants
Firm Registration No. 0014815N

The Notes referred to above form an integral part of these financial statements
FOR AND ON BEHALF OF THE BOARD

CA ANEET GOEL
PROPREITOR
Membership No. 090380
20090380AAAAAN5349

Company Secretary

Chairman

Chief Financial Officer

Whole Time Director &

M/S SGN TELECOMS LIMITED
STATEMENT OF CHANGES IN EQUITY (SOCE) FOR THE YEAR ENDED 31ST MARCH, 2020

A. Changes in Equity share capital

Amount in Rs.

Particulars	31.03.2020	31.03.2019
Outstanding at the beginning	0	0
Add : Shares issued on exercise of employee stock options	80809900	80809900
Less : Shares bought back	0	0
Outstanding at the end	80809900	80809900

b. Changes in Other Equity

For the year ended 31.03.2020

Amount in Rs.

Particulars	Reserves and Surplus							
	Retained Earnings	General	Securities Premium	Capital Reserve	Capital Redemption	Other Reserve-Employee Stock Option	Other Comprehensive	Total

		Reserve			Reserve	Outstanding Reserve	Income-Actuarial Gain/(Loss)	
As at 1st April 2018	-18760048.16	0	0	0	0	0	0	-18760048.16
Profit / (Loss) for the Year	-11954215.90	0	0	0	0	0	0	-11954215.9
Dividend paid on Equity Shares	0	0	0	0	0	0	0	0
Dividend Distribution Tax	0	0	0	0	0	0	0	0
Options exercised during the period	0	0	0	0	0	0	0	0
transfer during the year	-34367769.15	0	0	0	0	0	0	-34367769.15
Options expensed during the period	0	0	0	0	0	0	0	0
As at 31st March, 2019	-65082033.21	0	0	0	0	0	0	-65082033.21

For the year ended 31st March 2019

Amount in Rs.

Particulars	Reserves and Surplus							
	Retained Earnings	General Reserve	Securities Premium	Capital Reserve	Capital Redemption Reserve*	Other Reserve-Employee Stock Option Outstanding Reserve	Other Comprehensive Income-Actuarial Gain/(Loss)	Total
As at 1st April 2018	-15210923.46	0.00	0.00	0.00	0.00	0.00	0.00	-15210923.46
Profit / (Loss) for the Year	-3549124.70	0.00	0.00	0.00	0.00	0.00	0.00	-3549124.70
Dividend paid on Equity Shares	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Dividend Distribution Tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Buy Back of Equity Shares	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Amount transferred to Capital Redemption Reserve upon buy-back	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Options exercise during the period	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Options expensed during the period	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
As at 31st March, 2019	-18760048.16	0.00	0.00	0.00	0.00	0.00	0.00	-18760048.16

20090380AAAAAN5349

FOR AND ON BEHALF OF THE BOARD

Company Secretary

Chairman

Chief Financial Officer

Whole Time Director &
Chief Executive Officer

M/S SGN TELECOMS LIMITED
STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2020

Amount in Rs

Particulars	**31.03.2020**	**31.03.2019**
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Exceptional Items and Tax	-11954215.90	-3549124.70
Adjustments for:		
Depreciation and Amortisation	0.00	0.00
Employee Stock Compensation	0.00	0.00

Interest (Received) / Paid (Net)	55840.00	52747.70
Return on Mutual Fund Investment (Net)	0.00	0.00
(Profit)/Loss on disposal of Property, Plant and Equipment	0.00	0.00
(Gain)/Loss on Investments carried at fair value through Profit and Loss	0.00	0.00
Misc Income	2156856.00	2072656.00
Operating Profit Before Working Capital Changes	-9741519.90	-1423721.00
Movements in working capital:		
(Increase)/decrease in Trade and Other Receivables (Non-Current/Current)	10203014.95	-385982.11
(Increase)/decrease in Inventories	0.00	0.00
(Decrease)/increase in Trade and Other Payables (Non-Current/Current)	8480262.00	3383611.70
Cash generated from Operations	8941757.05	1573908.59
Income taxes paid	0.00	0.00
Net cash generated from Operating Activities	8941757.05	1573908.59
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investments Sales / (Purchase) -Net	-256271.00	-3976.00
Bank Deposit (Placed) / Matured - Net	0.00	0.00
Other Corporate Deposits (Placed)/Matured - Net	0.00	0.00
Misc	-2164342.00	-1811058.00
Return on Mutual Fund Investment - Net	0.00	0.00
Purchase of Property, Plant and Equipment^	0.00	0.00
Increase in Ear Marked Balances	0.00	0.00
Proceeds from disposal of Property, Plant and Equipment	23423.60	65500.00
Net cash (used in) / generated from Investing Activities	-2397189.40	-1749534.00
(^excludes Capital Advances)		
C. CASH FLOW FROM FINANCING ACTIVITIES		
repayment long term borrowing	-6543377.65	-330973.30
Equity Shares issued under ESOP	0.00	0.00
Buy Back of Equity Share Capital	0.00	0.00

Interest and Finance Charges paid	55840.00	52747.70
Net cash used in Financing Activities	-6487537.65	-278225.60
Net Increase / (Decrease) in Cash and Cash Equivalents	57030.00	-453851.01
Cash and Cash Equivalents at the beginning of the year	13610.04	467461.05
Cash and Cash equivalents at the end of the year	70640.04	13610.04

Note : Previous year figures have been regrouped wherever found necessary.

As per our report of even date attached

FOR AND ON BEHALF OF THE BOARD

Chairman

Company Secretary

Chief Financial Officer

Whole Time Director &
Chief Executive Officer

M/S SGN TELECOMS LIMITED
Notes to the
Financial Statements
for the year ended
31.03.2020

2.1 Property, Plant
and Equipment

(Refer Note 1.4)

Following are the changes in the carrying value of Property, Plant and Equipment for the year ended 31st March, 2020

Amount in Rs.

	Description of Assets	Land	Buildings	Plant and Equipment	Office Equipment	Furniture and Fixtures	Computer	Vehicles	Car	Air conditioner	Car innova	Welding Set	mobile	Testing Equipment	GENSET	Total
	Gross Carrying Value as at 1st April, 2019	3366909.69	12035631.60	1135019.98	227624.62	615090.60	101400.00	1652901.63	16180000.00	133500.00	659550.00	15000.00	5728.07	62760.00	0.00	31844287.19
Ind AS 16.73(e)(i)	Additions during the year	0.00	86267.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	170004.00	256271.00
Ind AS 16.73(e)(ii)	Disposals/Adjustments during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	23423.60	0.00	23423.60
	Gross Carrying Value as at31.03.2020 (A)	3366909.69	12121898.60	1135019.98	227624.62	615090.60	101400.00	1652901.63	16180000.00	133500.00	659550.00	15000.00	5728.07	39336.40	170004.00	32077134.59
	Accumulated depreciation as at 1st April, 2019	0.00	6356135.29	1213657 6.13	167003.16	635636.08	99655.13	1791102.96	8690 35.45	10778.52	0.00	3396.56	2913.18	39336.40	0.00	22111568.86
Ind AS 16.73(e)(vii)	Depreciation expense for the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Ind AS 16.73(e)(ii)	Accumulated depreciation on disposal/adjustment during the year	0.00	0.00	786385.15	0.00	20545.48	0.00	138201.33	0.00	0.00	0.00	0.00	0.00	0.00	0.00	945131.96
	Accumulated depreciation as at 31.03.2020	0.00	6356135.29	1135019 0.98	167003.16	615090.60	99655.13	1652901.63	8690 35.45	10778.52	0.00	3396.56	2913.18	39336.40	0.00	21166436.90
	Carrying Value as at 31.03.2020 (A - B)	**3366909.69**	**5765763.31**	**0.00**	**60621.46**	**0.00**	**1744.87**	**0.00**	**7489 64.55**	**12272 1.48**	**0.00**	**1160 3.44**	**2814. 89**	**0.00**	**170004.00**	**10251147.69**

Following are the changes in the carrying value of Property, Plant and Equipment for the year ended 31st March, 2019

Amount in

Rs.

Description of Assets	Land	Buildings	Plant and Equipment	Office Equipment	Furniture and Fixtures	Computer	Vehicles	Car	Air conditioner	Car innova	Welding Set	mobile	Testing Equipment	Total
Gross Carrying Value as at 1st April, 2018	3366909.69	12031655.60	1135019.98	227624.62	615090.60	101400.00	1652901.63	1618000.00	133500.00	659550.00	15000.00	5728.07	128260.00	31905811.19
Additions during the year	0.00	3976.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3976.00
Disposals/Adjustments during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00						65500.00	65500.00
Gross Carrying Value as at 31st March, 2019 (A)	3366909.69	12035631.60	1135019.98	227624.62	615090.60	101400.00	1652901.63	1618000.00	133500.00	659550.00	15000.00	5728.07	62760.00	31844287.19
Accumulated depreciation as at 1st April, 2018	0.00	6356135.29	1213657 6.13	167003.16	635636.08	99655.13	1791102.96	869035.45	10778.52	525464.86	3396.56	2913.18	39336.40	22637033.72
Depreciation expense for the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Accumulated depreciation on disposals/adjustments during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	525464.86	0.00	0.00	0.00	0.00
Accumulated depreciation as at 31st March, 2019 (B)	0.00	6356135.29	1213657 6.13	167003.16	635636.08	99655.13	1791102.96	869035.45	10778.52	0.00	3396.56	2913.18	39336.40	22111568.86
Carrying Value as at 31st March, 2019 (A-B)	**3366909.69**	**5679496.31**	**0.00**	**60621.46**	**0.00**	**174.87**	**0.00**	**7489 64.55**	**12272 1.48**	**0.00**	**1160 3.44**	**28 14. 89**	**23423.60**	**10018300.29**

* Amount paid towards enhanced compensation

M/S SGN TELECOMS LIMITED
Notes to the Financial Statements for the year ended 31.03.2020

2.2 Investment Property
(Refer Note 1.5)

Following are the changes in the carrying value of Investment Property for the year ended 31.03.2020

Description of Assets		Amount in Rs. Investment Property
Gross Carrying Value as at 1st April, 2019		0
Additions during the year		0
Disposals/Adjustments during the year		0
Gross Carrying Value as at 31.03.2020	(A)	0
Accumulated depreciation as at 1st April, 2019		0
Depreciation expense for the year		0
Accumulated depreciation on disposals/adjustments during the year		0
Accumulated depreciation as at 31.03.2020	(B)	0
Carrying Value as at 31.03.2020	(A-B)	0

Following are the changes in the carrying value of Investment Property for the year ended 31st March, 2019:

Description of Assets		Amount in Rs. Investment Property
Gross Carrying Value as at 1st April, 2018		0
Additions during the year		0
Disposals/Adjustments during the year		0
Gross Carrying Value as at 31st March, 2019	(A)	0
Accumulated depreciation as at 1st April, 2018		0
Depreciation expense for the year		0
Accumulated depreciation on disposals/adjustments during the year		0
Accumulated depreciation as at 31st March, 2019	(B)	0
Carrying Value as at 31st March, 2019	(A-B)	0

Fair value disclosure on Company's Investment Properties
Part of Company's administrative building/block is letted out and the same is classified as Investment Property based on the nature, characteristics and risks.

M/S SGN TELECOMS LIMITED
Notes to the Financial Statements for the year ended 31.03.2020

2.3 Intangible Assets
(Refer Note 1.10)

Following are the changes in the carrying value of Intangible Assets for the year ended 31.03.2020

Amount in Rs.

Description of Assets		Computer Software	Development Expenditure	Total
Gross Carrying Value as at 1st April, 2019		0	0	0
Additions during the year		0	0	0
Disposals/Adjustments during the year		0	0	0
Gross Carrying Value as at 31.03.2020	(A)	0	0	0
Accumulated Amortisation as at 1st April, 2019		0	0	0
Amortisation expense for the year		0	0	0
Accumulated Amortisation on disposals/adjustments during the year		0	0	0
Accumulated Amortisation as at 31st March, 2020	(B)	0	0	0
Carrying Value as at 31.03.2020	(A - B)	0	0	0

Following are the changes in the carrying value of Intangible Assets for the year ended 31st March, 2019

Amount in Rs.

Description of Assets	Computer Software	Development Expenditure	Total

Gross Carrying Value as at 1st April, 2018		0	0	0
Additions during the year		0	0	0
Disposals/Adjustments during the year		0	0	0
Gross Carrying Value as at 31st March, 2019	(A)	0	0	0
Accumulated Amortisation as at 1st April, 2018		0	0	0
Amortisation expense for the year		0	0	0
Accumulated Amortisation on disposals/adjustments during the year		0	0	0
Accumulated Amortisation as at 31st March, 2019	(B)	0	0	0
Carrying Value as at 31st March, 2019	(A-B)	0	0	0

M/S SGN TELECOMS LIMITED
Notes to the Financial Statements for the year ended 31.03.2020.

2.4 Other Non-Current assets

	Amount in Rs.	
Particulars	**31.03.2020**	**31.03.2019**
Capital Advances - Considered Good		
Secured	0.00	0.00
Unsecured	0.00	0.00
Security Deposits-Considered Good		
Unsecured	0.00	2690389.30
Other Advances -Considered Good		7603021.65
Income Tax (Net of Provisions)	0.00	0.00
Others (Deferred Revenue Expenditure	0.00	34367769.15
Total	**0.00**	**44661180.10**

2.5 Inventories
(Refer Note 1.6)

	Amount in Rs.	
Particulars	**31.03.2020**	**31.03.2019**
Raw Materials & Components*	0.00	0.00
Work-in-Progress	0.00	0.00
Finished Goods	0.00	0.00
Stores and Spares	0.00	0.00
Loose Tools	0.00	0.00
Total	**0.00**	**0.00**

2.6 Investments - Current

			Amount in Rs.		
		31.03.2020		**31.03.2019**	
Particulars	**Face Value per unit (in Rs.)**	**Number**	**Amounts**	**Number**	**Amounts**

M/S SGN TELECOMS LIMITED

Notes to the financial statements for the year ended 31.03.2020

2.11 Equity Share Capital

	Rs. in Lakhs	
Particulars	**31.03.2020**	**31.03.2019**
Authorised:		
Equity Shares, Rs. 1/- par value	300000000.00	300000000.00
300,000,000 (2018 : 300,000,000) Equity Shares		
Issued, Subscribed and Paid-Up:	80809900.00	80809900.00

Equity Shares, Rs. 1/- par value 8,08,09,900 (2018 : 8,08,09,900) Equity Shares fully paid-up		
	80809900.00	80809900.00

M/S SGN TELECOMS LIMITED

Notes to the Financial Statements for the year ended 31.03.2020

2.12 Long Term Provisions

		Amount in Rs.
Particulars	**31.03.2020**	**31.03.2019**
Provision for Employee Benefits (Refer Note 1.8)		
- Provision for Leave Encashment	0.00	0.00
Others		
Loans from directors and realtives	7325403.78	13868781.43
term loan	397834.90	293640.90
Total	7723238.68	14162422.33

2.13 Income Taxes

(Refer Note 1.11)

(a) Deferred Tax

		Amount in Rs.
Particulars	**31.03.2020**	**31.03.2019**
Deferred Tax Liabilities		
- On Property, Plant & Equipment	0.00	0.00

- On Financial Assets carried at Fair Value through Profit and Loss	0.00	0.00
Deferred Tax Assets		
- On Employee benefits	0.00	0.00
Deferred Tax Liabilities / (Assets)	**0.00**	**0.00**

(b) Income Tax recognised in Profit and Loss

		Amount in Rs.
Particulars	**31.03.2020**	**31.03.2019**
Current Tax	0.00	0.00
Deferred Tax		
- In respect of current year origination and reversal of temporary difference	0.00	0.00
- In respect of changes in tax rate	0.00	0.00
Total Income Tax expense	**0.00**	**0.00**

(c) Reconciliation of income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarised below :

		Amount in Rs.
Particulars	**31.03.2020**	**31.03.2019**
Profit before tax	-11954215.90	-3549124.70
Income tax expense calculated at 34.94% (2018: 34.61 % incl. Sur & Cess)	0.00	0.00
Income not considered for tax purposes	0.00	0.00
Effect of estimated non deductible expenses	0.00	0.00
Change in tax rate	-	0.00
Others (including temporary difference)	0.00	0.00
Income Tax expense recognised in profit and loss	0.00	0.00

2.14 Trade Payables

	Amount in Rs.	
Particulars	31.03.2020	31.03.2019
Trade payable - Micro, Small and Medium enterprises (Refer Note 2.36)	0.00	0.00
Trade payable - Other than Micro, Small and Medium enterprises	0.00	0.00
Accruals	0.00	0.00
Total	**0.00**	**0.00**

2.15 Other Financial Liabilities

	Amount in Rs.	
Particulars	**31.03.2020**	**31.03.2019**
Current Liabilities at Carrying Value		
Capital Purchases	0.00	0.00
Others	0.00	0.00
Deposits & Retention Money	0.00	0.00
Unpaid / Unclaimed Dividend*	0.00	0.00
Total	**0.00**	**0.00**

2.16 Short Term Provisions

Particulars	31.03.2020	Amount in Rs. 31.03.2019
Provision for Employee Benefits (Refer Note 1.8)		
- Provision for Gratuity (Refer Note 2.28)	0.00	0.00
- Provision for Leave Encashment	0.00	0.00
Others		
- Provision for Warranty (Refer Note 2.37)	0.00	0.00
Total	0.00	0.00

2.17 Other Current Liabilities

Particulars	31.03.2020	Amount in Rs. 31.03.2019
Advances received from customers	11880000.00	3000000.00
Statutory dues	15000.00	0.00
other liabilities	329572.00	744310.00
Total	12224572.00	3744310.00

2.18 Revenue from Operations*
(Refer Note 2.34)

Particulars	31.03.2020	Amount in Rs. 31.03.2019
Revenue from sale of products (Gross)	0.00	0.00
Revenue from rendering of services	0.00	0.00
Other operating revenue	0.00	0.00
Total	0.00	0.00

2.19 Other Income

		Amount in Rs.
Particulars	**31.03.2020**	**31.03.2019**
Interest Income	1320.00	0.00
Rental income from Investment property	2155536.00	2072656.00
Total	**2156856.00**	**2072656.00**

2.20 Cost of Materials Consumed

		Amount in Rs.
Particulars	**31.03.2020**	**31.03.2019**
Opening stock	0.00	0.00
Add: Purchases	0.00	0.00
	0.00	0.00
Less:		
Closing Stock	0.00	0.00
Total	**0.00**	**0.00**

2.21 Changes in Inventories of Finished Goods and Work-in-Progress

		Amount in Rs.
Particulars	**31.03.2020**	**31.03.2019**

Inventories at the end of the year:		
Finished Goods	0.00	0.00
Work-in-Progress	0.00	0.00
	0.00	0.00
Inventories at the beginning of the year:		
Finished Goods	0.00	0.00
Work-in-Progress	0.00	0.00
	0.00	0.00
Net (Increase) / Decrease	**0.00**	**0.00**

2.22 Employee Benefits Expense

(Refer Note 1.8)		**Amount in Rs.**
Particulars	**31.03.2020**	**31.03.2019**
Salaries and Wages	617727.00	684000.00
Staff welfare expenses	65216.75	40488.00
Total	**682943.75**	**724488.00**

2.23 Finance Cost

		Amount in Rs.
Particulars	**31.03.2020**	**31.03.2019**

Bank Charges	17097.00	0.00
Interest Expense*	38743.00	52747.70
Total	**55840.00**	**52747.70**

2.24 Other Expenses

		Amount in Rs.
Particulars	**31.03.2020**	**31.03.2019**
Audit Fees	25,000.00	25,000.00
Accounting charges	32,500.00	30,000.00
Advertisment Exp	34,946.00	34,558.00
Printing & Stationery	23,725.00	26,621.00
Telephone & Communications	36,080.00	22,588.00
Repair & Maintance	18,305.00	25,670.00
Insurance charges	13,425.00	15,280.00
Vehicle Running & Maintenance	99,313.60	193,430.00
Misc. Exp	31,269.60	500.00
Electricty & Water Exp	634,958.00	663,016.00
Professtional charges	252,000.00	-
Subscription	7,115.00	16,974.00
Travelling & Conveyance Expenses	124,520.00	151,673.00
Fees, Rates and Taxes	1,406,535.00	3,523,916.00
Newspaper Exp	1,381.00	1,830.00
Property Taxes	16,179.00	113,489.00
Diwali exp	34,125.00	-
Commission charges	287,500.00	-
Bad Debts written off	10,293,410.95	-

Total	**13,372,288.15**	**4,844,545.00**

2.25 Earning per Share
(Refer Note 1.16)

Particulars	**31.03.2020**	**Amount in Rs. 31.03.2019**
Profit for the year	-11954215.90	-3549124.70
Profit for the year for diluted earning per share	-11954215.90	-3549124.70
Weighted average number of Ordinary Equity Shares used in Computing basic earning per share	80809900.00	80809900.00
Effect of potential Ordinary Equity shares on employee stock options	0.00	0.00
Weighted average number of Ordinary Equity Shares used in Computing diluted earning per share	80809900.00	80809900.00
Basic earning per share (Rs.) (Face Value of Rs. 1 per share)	-0.15	-0.04
Diluted earning per share (Rs.)	-0.15	-0.04

2.26 Financial Instruments
(Refer Note 1.12)

Capital management

Company's capital management objectives are to:

- ensure the company's ability to continue as a going concern

- provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

For the purposes of the Company's Capital Management, capital includes issued capital and all other equity reserves. Company manages its capital structure and makes adjustments in the light of
changes in economic environment and the requirements of the financial covenants.

Amount in Rs.

Particulars	**31.03.2020**	**31.03.2019**

Equity Share Capital	80809900.00	80809900.00
Other Equity Reserves	0.00	0.00
Total	**80809900.00**	**80809900.00**

Categories of Financial Assets and Financial Liabilities

As at 31.03.2020 — **Amount in Rs.**

Particulars	**Amortised Costs**	**Fair Value through Profit or Loss**	**Fair Value through OCI**	**Total carrying value**	**Total Fair value**
Current Assets					
Investments	0	0	0	0	0
Trade Receivables	25155103.74	0	0	25155103.74	25155103.74
Cash and Cash Equivalents	70640.04			70640.04	70640.04
Other Bank Balances	0	0	0	0	0
Other Financial Assets	0	0	0	0	0
Total Financial Assets	25225743.78	0	0	25225743.78	25225743.78
Current Liabilities					
Trade Payables	0	0	0	0	0
Other Financial Liabilities	12224572	0	0	12224572	12224572
Total Financial Liabilities	**12224572**	**0**	**0**	**12224572**	**12224572**

As at 31st March 2019 — **Amount in Rs.**

Particulars	**Amortised Costs**	**Fair Value through Profit or Loss**	**Fair Value through OCI**	**Total carrying value**	**Total Fair value**
Current Assets					
Investments	0	0	0	0	0
Trade Receivables	25155103.74	0	0	25155103.74	25155103.74
Cash and Cash Equivalents	13610.04			13610.04	13610.04
Other Bank Balances	0	0	0	0	0
Other Financial Assets	0	0	0	0	0
Total Financial Assets	25168713.78	0	0	25168713.78	25168713.78
Current Liabilities					
Trade Payables	0	0	0	0	0

Other Financial Liabilities	3744310	0	0	3744310	3744310
Total Financial Liabilities	**3744310**	**0**	**0**	**3744310**	**3744310**

Financial Risk Management Framework

Credit risk on cash and cash equivalents is limited as Company generally invest in deposits with banks. Further, Investments are primarily in debt based liquid mutual funds only and the same are fairly spread across various schemes.

Liquidity Risk

(i) Liquidity Risk Management

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and by continuously monitoring forecast & actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(ii) Maturities of Financial Liabilities

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the earliest date on which the Company can be required to pay. Financial Liabilities includes Trade Payables, Capital Purchases, Unpaid/Unclaimed Dividend etc. which are in the normal course of business having maturity plan of less than 1 year and non-interest bearing.

Amount in Rs.

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
31st March, 2020				
Trade Payables	0	0	0	0
Other Financial Liabilities	0	0	0	0
Total	0	0	0	0
31st March, 2019				
Trade Payables	0	0	0	0
Other Financial Liabilities	0	0	0	0
Total	0	0	0	0

As at 31st March 2018, the Company had a working capital of Rs. 129.13 crores including cash and bank balance & bank deposits of Rs. 80.53 crores and investment of Rs. 76.1 crores and other corporate deposits of Rs. 20.00 crores.

Accordingly, company do not perceive any liquidity risk.

(iii) Financing arrangements
The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

		Amount in Rs.
Particulars	31.03.2020	31.03.2019
Secured Bank Overdraft facility		
- Expiring within one year	0	0
- Expiring beyond one year	0	0

M/S SGN TELECOMS LIMITED
Notes to the Financial Statements for the year ended 31.03.2020

2.27 Fair Value Measurement

The fair values of the Financial Assets and Liabilities are included in the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique

Level 1 - Quoted (unadjusted prices) in active markets for identical assets or liabilities

Level 2 - Other Techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3 - Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

Fair Valuation Techniques and Inputs used - recurring Items

Amount in Rs.

Financial Assets/ Financial Liabilities measured at Fair value	Fair value as at 31.03.2020	31.03.2019	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)
Financial Assets					
Investments in Mutual Fund	0	0	Level 2	As on Date NAV of the Unquoted Fund	-
Total Financial Assets	0	0			

M/S SGN TELECOMS LIMITED
Notes to the financial statements for the year ended 31.03.2020

2.28 Employee benefits
(Refer Note 1.8)

Defined benefit plans – as per Actuarial Valuation on 31st March, 2020

Amount in Rs.

	Gratuity - Funded	
Particulars	**31.03.2020**	**31.03.2019**
I. Expenses Recognised in the Statement of Profit & Loss Account		
1. Current Service Cost	0.00	0.00
2. Past Service Cost	0.00	0.00
3. Interest	0.00	0.00
4. Expected Return on plan assets	0.00	0.00
5. Total Expense	0.00	0.00
II. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March		

1. Present value of defined benefit obligation as at 31st March	0.00		0.00
2. Fair value of plan assets as at 31st March	0.00		0.00
3. Surplus/(Deficit)	0.00		0.00
III. Change in the obligation during the year ended 31st March			
1. Present value of defined benefit obligation at the beginning of the year	0.00		0.00
2. Expenses Recognised in Profit and Loss Account			
- Past Service Cost	0.00		0.00
- Current Service Cost	0.00		0.00
- Interest Expense/ (Income)	0.00		0.00
3. Recognised in Other Comprehensive Income			
Re-measurement gains / (losses)			
- Actuarial Gain/ (Loss) arising from:			
i. Demographic Assumptions	0.00		0.00
ii. Financial Assumptions	0.00	0.00	0.00
iii. Experience Adjustments	0.00		0.00
4. Benefit payments	0.00		0.00
5. Present value of defined benefit obligation at the end of the year	0.00		0.00
IV. Change in fair value of assets during the year ended 31st March			
1. Fair value of plan assets at the beginning of the year	0.00		0.00
2. Expected return on plan assets	0.00		0.00
3. Recognised in Other Comprehensive Income			
Re-measurement gains / (losses)			
- Actual Return on plan assets in excess of the expected return	0.00		0.00
4. Contributions by employer (including benefit payments recoverable)	0.00		0.00
5. Benefit payments	0.00		0.00
6. Fair value of plan assets at the end of the year	0.00		0.00
V. The Major categories of plan assets			
- Funded with LIC	0.00		0.00
VI. Actuarial assumptions			

1. Discount rate	0.00		0.00
2. Expected Return	0.00		0.00
2. In Service Mortality	0.00	0.00	0.00
3. Turnover Rate	0.00		0.00
4. Salary Rise - Officers	0.00		0.00
5. Salary Rise - Workers	0.00		0.00
6. Remaining Working Life	0.00		0.00

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Amount in Rs.

Principal assumption		Changes in assumption	Increase/(Decrease) impact on defined benefit obligation	
			Increase in assumption	Decrease in assumption
Discount rate	2019	0.00	0.00	0.00
	2018	0.00	0.00	0.00
Salary growth rate	2019	0.00	0.00	0.00

M/S SGN TELECOMS LIMITED
Notes to the Financial Statements for the year ended 31.03.2020

2.29 Related Party Transactions

Name of the Related Parties	Relationship
.	Associate Company

Details of transaction between the Company and its related parties are disclosed below:

Particulars	**31.03.2020**	**Amount in Rs. 31.03.2019**
i) Associates		
a. Purchase of raw materials and components & others	0.00	0.00
	0.00	0.00
	0.00	0.00
b. Sale of finished goods (net of warranty)	0.00	0.00
	0.00	0.00
c. Purchases of Vehicle	0.00	0.00
	0.00	0.00

d. Receiving of services		0.00	0.00
		0.00	0.00
		0.00	0.00
		0.00	0.00
e. Rendering of services		0.00	0.00
		0.00	0.00
		0.00	0.00
		0.00	0.00
		0.00	0.00
f. Dividend paid		0.00	0.00
		0.00	0.00
g. Inter Corporate Deposit (ICD)		0.00	0.00
		0.00	0.00
		0.00	0.00
h. Interest Income		0.00	0.00
		0.00	0.00
		0.00	0.00
Aggregate balances outstanding as at the year end			
- Receivables		0.00	0.00
		0.00	0.00
	-		0.00
		0.00	0.00
- Payables		0.00	0.00
		0.00	0.00
		0.00	0.00
		0.00	0.00
- Investments (ICD)		0.00	0.00
		0.00	0.00
- Accrued Interest Receivable		0.00	0.00
		0.00	0.00
ii) Key Management Personnel			
a. Remuneration*		0.00	0.00
		0.00	0.00

2.30 Contingent Liabilities and Commitments (To the extent not provided for)

Amount in Rs.

Particulars	31.03.2020	31.03.2019
Contingent Liabilities		
Claims against the Company not acknowledged as debt		
-Excise matters in dispute	0.00	0.00
-Income Tax matters in dispute*	0.00	0.00
Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances and deposits)	0.00	0.00

M/S SGN TELECOMS LIMITED
Notes to the Financial Statements for the year ended 31.03.2020

2.32 Segment Reporting

The Company is primarily engaged in the business of manufacturing Cable components and but no activity has taken place during the year. As the basic nature of these activities are governed by the same set of risk, returns and internal business reporting system, accordingly these have been grouped as single segment in above disclosures as per Ind AS- 108 dealing with " Operating Segment".

2.33 Particulars in respect of goods manufactured:

Class of Goods	Unit of Qty	31.03.2020	31.03.2019
Production			
		0	0

2.34 Particulars in respect of Revenue from Operations:

Rs. in Lakhs

Class of Goods	31.03.2020	31.03.2019
Sale of Products		
	0.00	0.00

Total	0.00	0.00

2.35 Particulars in respect of Finished Goods:

Class of Goods	Unit of Qty	Opening Balance		Closing Balance	
		Qty.	in Rs. Lakhs	Qty.	in Rs. Lakhs
	0.00	0.00	0.00	0.00	0.00

2.36 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the Act")

Micro, Small and Medium Enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and small enterprises, which are outstanding for more than the stipulated period, are given below :-

Rs. in Lakhs

Particulars	**31.03.2020**	**31.03.2019**
(a) Dues remaining unpaid as at 31st March		
- Principal	0.00	0.00
- Interest on the above	0.00	0.00
(b) Interest paid in terms of Section 16 of the Act along with the amount of payment made to the supplier beyond the appointed date during the year		
- Principal paid beyond the appointed date	0.00	0.00
- Interest paid in terms of Section 16 of the Act	0.00	0.00
(c) Amount of interest due and payable for the period of delay in payments made beyond the appointed date during the year	0.00	0.00

(d) Further interest due and payable even in succeeding year, until such date	0.00	0.00
when the interest due as above are actually paid to the small enterprises		
(e) Amount of interest accrued and remaining unpaid as at 31st March	0.00	0.00

*denotes amount < Rs.1000

M/S SGN TELECOMS LIMITED

Notes to the Financial Statements for the year ended 31.03.2020

2.37 Provision for warranty relates to sale, the estimated cost of which is accrued at the time of sale.

Particulars	**31.03.2020**	**Amount in Rs. 31.03.2019**
Balance as at 1st April	0.00	0.00
Add : Provision made during the year	0.00	0.00
Less : Utilisation during the year	0.00	0.00
Less : Unwinding of Discount and effect of changes in the discount rate	0.00	0.00
Balance as at 31st March	0.00	0.00
Out of the above :-		
Classified as Non Current	0.00	0.00
Classified as Current	0.00	0.00
	0.00	0.00

2.38 Recent Accounting Pronouncements

Standards issued but not yet effective

On March 30, 2020, Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2019, notifying Ind AS 116, Leases and Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments. The amended rules also notified amendments to Ind AS 12 - Income Taxes and Ind AS 19 - Employee Benefits.
The amendments are effective from accounting periods beginning on or after 1st April 2019.

Ind AS 116 Leases : Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Since , Company donot have any lease transaction so these amendments are not applicable to the Company's Financial Statement

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments : MCA has notified Ind AS 12 Appendix C for covering "Uncertainty over Income Tax Treatments". Company is assessing the impact of the same on the financial statements.

Amendment to Ind AS 12 Income taxes : On March 31, 2020, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. These amendments are not applicable to the Company.

Amendment to Ind AS 19 - plan amendment, curtailment or settlement- On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee benefits', in connection with accounting for plan amendments, curtailments and settlements.The Company is assessing the impact of these amendments on the financial statement.

2.39 Previous year's figures have been regrouped, wherever necessary, so as to correspond with those of the current year.

1. COMPANY'S OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Company's Overview

M/S SGN TELECOMS LIMITED is a public limited company incorporated and domiciled in India 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

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 A under the historical cost convention on the accrual basis except for certain financial instruments, wh are measured at fair values. The financial statements of the Company have been prepared to com with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisi of the Companies Act, 2013.

The financial statements are approved by the Company's Board of Directors and authorised for issue 30.06.2020

1.3 **Current and Non-Current Classification:**

The Company presents assets and liabilities in the balance sheet based on current/non-curr classification. An asset is treated as current when it is:

i) expected to be realized or intended to be sold or consumed in normal operating cycle,
ii) held primarily for the purpose of trading,
iii) expected to be realized within twelve months after the reporting period,
iv) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period, or
v) carrying current portion of non-current financial assets.

All other assets are classified as non-current.

A liability is current when:

i) it is expected to be settled in normal operating cycle,
ii) it is held primarily for the purpose of trading,
iii) it is due to be settled within twelve months after the reporting period,
iv) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period, or
v) it includes current portion of non-current financial liabilities. All other liabilities are classified as non-current.

1.4 Property, Plant and Equipment

i) Property, plant and equipment are stated at cost of construction or acquisition, less accumulated depreciation and impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

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, based on the Company's expected usage Pattern supported by technical assessment

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

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

1.5 **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.

1.6 **Inventories**

Inventories are valued at cost or net realizable value, whichever is lower. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads and is ascertained on weighted average basis, net of recoverable taxes incurred in bringing them to their respective present location and condition. Cost of raw materials and stores and spares are determined on weighted average basis.

1.7 **Foreign Currency Transactions**

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of transaction. Monetary foreign currency assets and liabilities outstanding at the close of the financial year are revalued at the exchange rates prevailing on the balance sheet date. Exchange differences arising on account of fluctuation in the rate of exchange is recognized in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

1.8 **Employee Benefit**

Company's contributions paid/payable during the year to Employee State Insurance Corporation and Labour Welfare Fund are recognized in the Statement of Profit and Loss.

Company contributes to the appropriate authorities its share of the Members Provident Fund Account as per the Employees' Provident Fund Act, 1952.

Company contributes to a trust, which has taken Master Policy with the Life Insurance Corporation of India to cover its liability towards employees' gratuity. Provisions in respect of liabilities of gratuity and leave encashment are made based on actuarial valuation made by an independent actuary as at the balance sheet date. Gains and Losses through re-measurements of the net defined benefit liability are recognized in other comprehensive income. The actual return of the plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income.

In respect of Employee Stock Option Scheme:

The compensation cost of stock options granted to employees is measured by the Fair Value Method. The fair value, determined at the grant date of the underlying equity shares, is recognized and amortised on straight line basis over the vesting period.

1.9 **Revenue Recognition**

The Ministry of Corporate Affairs notified Ind AS 115 "Revenue from Contracts with Customers" in respect of accounting periods commencing on or after April 1, 2018, superseding Ind AS 11 "Construction Contracts" and Ind AS 18 "Revenue".
The Company's current revenue recognition policy is aligned to the principles enunciated in Ind AS 115 which is effective from April 1, 2018.
The company recognizes revenue from contracts with customers when it satisfies a performance obligation by transferring a promised good or service to a customer. The revenue is recognized to the extent of transaction price allocated to the performance obligation satisfied.

Transaction price is the amount of a consideration to which the Company expects to be entitled in exchange for transferring good or service to a customer. Payment terms agreed with a customer are as per business practice and there is no financing component involved in the transaction price.

Revenue from operations

Revenue for the periods upto June 30, 2017 includes excise duty collected from customers. Revenue from July 1, 2017 onwards is exclusive of goods and service tax (GST) which subsumed excise duty

Sale of goods

Revenue from sale of goods is recognized when the control of the same is transferred to the customer and it is probable that the Company will collect the consideration to which it is entitled in exchange of goods.

Rendering of services

Revenue from rendering services is recognized when performance obligation is satisfied and customer obtains the control of the transferred services. Following criteria is required to be met for transfer of control of services:

i) the customer simultaneously receives and consumes the benefits from the services transferred.
ii) the Company has an enforceable right to payment for services transferred.

Other Operational Revenue

Other operational revenue represents income earned from the activities incidental to the business and is recognized when the right to receive the income is established as per the terms of the contract.

Other income

Dividend income from investments is recognized when the right to receive payment has been established.

Interest income is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the deposits and at the interest rate settled with the Bank.

1.10 **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.

Intangible Asset under Development

The expenses incurred on development phase are initially recognized as Intangible assets under development until the development phase is complete, upon which the amount is capitalized as intangible asset.

i) Development expenditure:

Development expenditure incurred on technical services and other project/product related expenses are amortized over the estimated period of benefit, not exceeding five years. Amortization commences as and when the asset is available for use.

ii) Software Expenditure:

Software Expenditure incurred is amortized on pro-rata basis over a period not exceeding four years, commencing from the year in which the expenditure is incurred.

1.11 **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.

1.12 **Financial Instruments**

Financial Assets

Initial recognition and measurement
All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

Subsequent measurement
Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. For trade receivables and other financial assets maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial assets at fair value through other comprehensive income (FVTOCI)
A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)
A financial asset which is not classified in any of the above categories are measured at FVTPL.

Financial liabilities

Initial recognition and measurement
All financial liabilities are recognized at fair value.

Subsequent measurement
Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition of financial instruments
The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

1.13 **Impairment of Assets**

The carrying value of assets at each balance sheet date are reviewed for Impairment. If any indication exists, the recoverable amount of such assets is estimated and impairment is recognized if the carrying amount of these assets exceeds their recoverable amount.

1.14 **Provisions, contingent liabilities and contingent assets:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

In respect of warranty on sale of engines, the estimated cost of warranty is accrued at the time of sale. The estimate for accounting of warranty is periodically reviewed and revisions are made as and when required.

1.15 **Use of estimates and judgments**

The preparation of the Company’s financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Depreciation / amortisation and useful lives of property plant and equipment intangible assets:

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company’s historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

Fair value measurement of financial instruments:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Provision for product warranty

The Company recognizes provision for product warranties in respect of its products that it sells. Provisions are discounted, where necessary to its present value based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjust to reflect the current best estimates.

1.16 **Earnings per share:**

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year.

1.17 **Cash and cash equivalents:**

Cash and cash equivalents includes cash in hand and deposits with any qualifying financial institution repayable on demand or maturing within three months from the date of acquisition and which are subject to an insignificant risk of change in value.

1.18 Accounting Policies not specifically referred above are consistent with generally accepted Accounting practices.

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 34th Annual general meeting of the company, to be held on the 28th day of December, 2020 At 1.00 p.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……. 2020

Affix
Revenue
Stamp

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 34th 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 33rd Annual General Meeting of the company on Monday, December 28, 2020 at 1.00 p.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 .