



# **SDC Techmedia Limited**

**Fourteenth Annual Report  
2021-2022**

## CORPORATE PROFILE

### BOARD OF DIRECTORS

<b>Mr. FAYAZ USMAN FAHEED</b> DIN: 00252610	-	Managing Director
<b>Mrs. SAMIA FAHEED</b> DIN: 02967081	-	Non-executive Director
<b>Mr. BASKARAN SATHYA PRAKASH</b> DIN: 01786634	-	Independent Director
<b>Mr. VASUDEVAN SRIDHARAN</b> DIN: 07487245	-	Independent Director

### KEY MANAGERIAL PERSONNEL

<b>Mr. CHANDRAMOULI BANERJEE</b>	-	Company Secretary cum Compliance Officer
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### STATUTORY AUDITOR

**RAY & RAY**  
F-1, Ram Nivas, 7<sup>th</sup> Cross Street,  
Mahalakshmi Nagar,  
Adambakkam, Chennai-600 088

### SECRETARIAL AUDITOR

**JAIN SONESH & ASSOCIATES**  
Company Secretaries  
46/1 College Road, Opp. B.E.College Main Gate,  
Howrah - 711 103

### REGISTRAR AND TRANSFER AGENT

**PURVASHAREGISTRY (INDIA) PVT. LTD.**  
No-9, Shiv Shakti Industrial Estate,  
Ground Floor, J. R. Boricha Marg,  
Opp. Kasturba Hospital, Lower Parel,  
Mumbai - 400 011  
(T) (91)- 022-2301 6761 / 2301 8261  
(F) (91)- 022-2301 2517  
Email: [purvashr@mtnl.net.in](mailto:purvashr@mtnl.net.in)

### BANKERS

YES BANK  
HDFC BANK  
AXIS BANK

### REGISTERED OFFICE

33/1, Wallajah Road,  
Chepauk, Chennai – 600 002  
Tamil Nadu  
(T) (91)- 044-28545757  
Web: [www.sdctech.in](http://www.sdctech.in)  
Email: [info@sdctech.in](mailto:info@sdctech.in)

### ANNUAL GENERAL MEETING

**Day** : Tuesday  
**Date** : 27.12.2022  
**Time** : 12.30 P.M  
**Venue** : 33/1, Wallajah Road, Chepauk,  
Chennai- 600 002

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**NOTICE**

Notice is hereby given that the 14<sup>th</sup> Annual General Meeting of the members of SDC TECHMEDIA LIMITED will be held on Tuesday, 27<sup>th</sup> Day of December, 2022 at 12.30 P.M. at the Registered Office of the Company situated at 33/1, Wallajah Road, Chepauk, Chennai-600 002 to transact the following businesses:

**ORDINARY BUSINESS:****Item 1: ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 and the Reports of Board of Directors and Auditors thereon.

**Item No. 2: RE-APPOINTMENT OF MRS. SAMIA FAHEED (DIN: 02967081), RETIREMENT BY ROTATION:**

To appoint a Director in place of Mrs. Samia Faheed (DIN: 02967081), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment.

**SPECIAL BUSINESS:****Item No. 3: ALTERATION IN THE UTILIZATION OF THE PROCEEDS OF THE INITIAL PUBLIC OFFER.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and read with the relevant rules and other statutory provisions for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subsequent to the approval of Audit Committee, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company to alter and/or amend the terms of the objects referred to in the prospectus dated 04<sup>th</sup> May, 2013 which was approved at the Extra Ordinary General Meeting of the Company held on 29<sup>th</sup> November, 2012, filed by the Company with the Registrar of Companies, Chennai and BSE, including revision in the utilization of the net proceeds received from issue of 20,00,000 Equity Shares issued on 10<sup>th</sup> June, 2013 and utilize such proceeds for the objects in accordance with the manner set out in the explanatory statement annexed to this Notice.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SDC TECHMEDIA LIMITED**

**SD/-  
FAYAZ USMAN FAHEED  
(DIN: 00252610)  
MANAGING DIRECTOR**

**DATE : 25.11.2022  
PLACE : CHENNAI**

**IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 21<sup>st</sup> December, 2022 to Tuesday, 27<sup>th</sup> December, 2022 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of

holdings should be obtained from the concerned Depository Participant and holdings should be verified.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Copies of the 14<sup>th</sup> Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that the 14<sup>th</sup> Annual Report will also be available on the Company's website [www.sdctech.in](http://www.sdctech.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@sdctech.in](mailto:info@sdctech.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the Notice shall also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

Shareholders of the Company are urged to opt for e-communication to help the company contribute to go-green initiative of this nation and the world for a better tomorrow.

12. All documents referred to in the accompanying Notice and the explanatory Statement shall be open for inspection at the Registered Office of the company during normal business hours (10.00 AM to 6.00 PM) on all working days except Saturdays, up to and including the date of the general meeting of the company.
13. No dividend has been proposed by the Board of Directors for the year ended 31<sup>st</sup> March, 2022.
14. **Members seeking any information with regard to accounts are requested to write to the undersigned at the Registered Office of the Company, at least 7 days in advance, so as to keep the information ready at the Meeting.**
15. **Additional Information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, in respect to the Director seeking re-appointment (Retirement by rotation) at the Annual General Meeting is as follows;**

**Mrs. Samia Faheed:**

Mrs. Samia Faheed (DIN: 02967081), aged 35 years, holds Degree in B.Com from University of Karnataka and Diploma in Travelling & Tourism. She has vast experience and knowledge of functioning of various industries/Sectors like, Information Technology, Media, Entertainment Industry, Consultancy, Infrastructure, FMCG and others. Her contribution to the growth of the Company is incomparable.

No director, key managerial personnel or their relatives, are connected to Mrs. Samia Faheed except her spouse Mr. Fayaz Usman Faheed, Managing Director of the Company.

Mrs. Samia Faheed does not hold directorship in any other listed entity than that of M/s SDC Techmedia Limited. She is the Member of "Nomination and Remuneration Committee" of the Board of Directors of M/s. SDC Techmedia Limited.



Mrs. Samia Faheed (DIN: 02967081) does not hold any Equity Shares in M/s. SDC Techmedia Limited.

**16. Voting through electronic means:**

In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their vote electronically in the 14<sup>th</sup> Annual General Meeting (AGM). The business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-**

**(A)** The remote e-voting period begins on Saturday 24<sup>th</sup> December, 2022 at 09:00 A.M. IST. and ends on Monday 26<sup>th</sup> December, 2022 at 05:00 P.M. IST. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday 20<sup>th</sup> December, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday 20<sup>th</sup> December, 2022.

**(B)** Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**(C) LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available</li> </ol>

	under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**(D) LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE:**

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (i) Click on "Shareholders" tab.
  - (ii) 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.
- b. Next enter the Image Verification as displayed and Click on Login.
- c. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be us

- d. If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form other than Individuals and Physical Form
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (s).</li> </ul>

- e. After entering these details appropriately, click on "SUBMIT" tab.
- f. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form 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 is to be also used by the demat holders 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.
- g. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- h. Click on the EVSN for SDC TECHMEDIA LIMITED on which you choose to vote.
- i. 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 option NO implies that you dissent to the Resolution.
- j. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- k. 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.
- l. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- m. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- n. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- o. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**(E) FACILITY FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS -REMOTE VOTING:**

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@sdctech.in](mailto:info@sdctech.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- g. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [info@sdctech.in](mailto:info@sdctech.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), [evoting@cdslindia.com](mailto:evoting@cdslindia.com) on or before 26<sup>th</sup> December 2022 upto 5:00 pm without which the vote shall not be treated as valid.

**(F) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

- a. For Physical shareholders: please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (Front and Back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar

Card) by email to Company Email id “info@sdctech.in” and/or RTA Email id “support@purvashare.com”

- b. For Demat shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**(G) HELPLINE DETAILS FOR THE PROCESS OF E-VOTING:**

- a. 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - b. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 27<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e, 20<sup>th</sup> December, 2022.
  18. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e., 20<sup>th</sup> December 2022.
  19. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
  20. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e., 20<sup>th</sup> December, 2022 may obtain the login ID and password by sending a request at [evoting@cdslindia.com](mailto:evoting@cdslindia.com) and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using ‘Forgot User Details / Password’ option available on [www.evotingindia.com](http://www.evotingindia.com).
  21. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
  22. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may cast their vote at the AGM through ballot paper.
  23. At the end of the discussion at the AGM, on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

**24. Scrutiny of the Voting Process:**

- a. The Board of directors have appointed **M/s. Vishal Garg & Associates**, Practising Company Secretaries represented by its Proprietor Mr. Vishal Kumar Garg (Certificate of Practice No. 21156 & Membership No. 34062) as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner.
- b. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within two working days from the conclusion of the AGM to the Chairman of the Annual General Meeting. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
- c. The result, along with the Scrutinizer's Report, will be placed on the Company's website, [www.sdctech.in](http://www.sdctech.in) and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SDC TECHMEDIA LIMITED**

**SD/-  
FAYAZ USMAN FAHEED  
(DIN: 00252610)  
MANAGING DIRECTOR**

**DATE : 25.11.2022  
PLACE : CHENNAI**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

Pursuant to the approval of the members of the Company received on 29<sup>th</sup> November, 2012, the Company the Prospectus dated 04<sup>th</sup> May, 2013 which contained the following objects to the issue;

<b>Sl. No</b>	<b>Particulars</b>	<b>Amount (in Rs.)</b>
1	Office Infrastructure Development	50,00,000
2	Development of contents	1,00,00,000
3	Deposits for acquisition of contents	50,00,000
4	Brand Building and General Corporate purposes	35,00,000
5	Issue Expenses	45,00,000
<b>Net Proceeds</b>		<b>2,80,00,000</b>

The Company subsequent to the above, undertook to allot 20,00,000 Equity shares of Rs.10/- each and at a premium of Rs.4/- per share on June 10, 2013. The net proceeds from the Issue amounted to Rs. 2,80,00,000/- (Rupees Two Crore Eight Lakhs Only) (the 'Net Proceeds').

**The details of the utilization of net proceeds from the Issue are as under;**

<b>Particulars</b>	<b>Original Objects</b>	<b>Amount in Rs.</b>		
		<b>31.03.2021</b>	<b>31.03.2022</b>	<b>30.09.2022</b>
Office Infrastructure Development	50,00,000	-	-	-
Development of contents	1,00,00,000	1,46,12,000	-	-
Deposits for acquisition of contents	50,00,000	5,51,000	5,51,000	5,51,000
Brand Building and General Corporate purposes	35,00,000	24,00,000	24,00,000	24,00,000
Issue Expenses	45,00,000	46,87,000	46,87,000	46,87,000
Investment in Shares	-	57,50,000	-	-
Purchase of Fixed Assets (i.e., 4k Projectors)	-	-	2,03,62,000	2,03,62,000
	<b>2,80,00,000</b>	<b>2,80,00,000</b>	<b>2,80,00,000</b>	<b>2,80,00,000</b>

The Board of your company would like to bring to your notice that the Company after many years of being in the Segment of Media and Entertainment has been able to free all its blocked funds and utilized the same towards repayment of loan, which was taken by the company for the purpose of purchasing of 4k Projectors. Therefore, the Board intends to vary the terms of Objects to the Issue as referred in the prospectus dated 04<sup>th</sup> May, 2013 which was approved at the Extra Ordinary General Meeting of the Company held on 29<sup>th</sup> November, 2012.

Accordingly, in terms of the applicable provisions of Companies Act, 2013 read along with the relevant rules and other statutory provisions for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subsequent to the approval of Audit Committee, the Company seeks approval of the members by way of Special Resolution for variation in the terms of the Objects to the Issue as referred in the prospectus dated 04<sup>th</sup> May, 2013 which was approved at the Extra Ordinary General Meeting of the Company held on 29<sup>th</sup> November, 2012.



**The New Proposed objects to the Issue are as under;**

<b>Sl. No</b>	<b>Particulars</b>	<b>Amount in Rs.</b>	<b>Status</b>
1	Deposits for acquisition of contents	5,51,000	Already Utilised
2	Brand Building and General Corporate purposes	24,00,000	Already Utilised
3	Purchase of Fixed Assets (i.e., 4k Projectors)	2,03,62,000	Already Utilised
4	Issue Expenses	46,87,000	Already Utilised
<b>Total</b>		<b>2,80,00,000</b>	

The funds were utilised based on the circumstances of business. Our Company may have to revise its estimates based on various factors, such as market conditions, competitive environment, business needs etc.

No director, key managerial personnel or their relatives, are interested or concerned in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no.3 of this Notice as Special Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SDC TECHMEDIA LIMITED**

**SD/-  
FAYAZ USMAN FAHEED  
(DIN: 00252610)  
MANAGING DIRECTOR**

**DATE : 25.11.2022  
PLACE : CHENNAI**

**DIRECTOR'S REPORT**

Dear Members,

We are pleased to present the report on our business and operations for the year ended 31<sup>st</sup> March, 2022.

**1. Results of our Operations:**

The Company's financial performance for the year ended 31<sup>st</sup> March, 2022 is summarized below;

	<b>(Rs. in Lacs)</b>	
<b>Particulars</b>	<b>FY 2021-2022</b>	<b>FY 2020-2021</b>
<b>Revenue from Operations</b>	4,61,05,687	1,73,11,564
<b>Other Income</b>	3,53,446.23	12,77,113
<b>Total Income</b>	<b>4,64,59,133.23</b>	<b>1,85,88,677</b>
<b>Total Expenses</b>	<b>5,60,87,147.58</b>	<b>6,30,91,040.97</b>
<b>Profit Before Tax &amp; Extraordinary Items</b>	<b>(96,28,014.35)</b>	<b>(4,45,02,363.97)</b>
<b>Tax Expense</b>		
<b>- Current Tax</b>	-	-
<b>- Deferred Tax</b>	43,30,141.60	(1,33,11,820.40)
<b>Liability/(Assets)</b>		
<b>Net Profit for the Year</b>	<b>(1,39,58,155.95)</b>	<b>(3,11,90,543.57)</b>

**a. Review of operations and affairs of the Company:**

During the year under review, the Company has incurred a Net Loss of Rs. 1,39,58,155.95/- as compared to Net Loss of Rs. 3,11,90,543.57/- in the previous year. Your Directors are continuously looking for avenues for future growth of the Company in Media and Entertainment Industry.

**b. Authorized Share Capital:**

The Shareholders of the Company approved the items mentioned in the Notice of Postal Ballot dated 02<sup>nd</sup> March, 2021 viz.,

- Increase in the Authorized Share Capital from Rs. 7,50,00,000/- to Rs. 8,00,00,000/-.
- Alteration in the Capital Clause V of the Memorandum of Association of the Company

vide Declaration of Results of Postal Ballot dated 05<sup>th</sup> April, 2021.

**c. Impact of Covid-19 Pandemic on business operations of the Company:**

Due to Covid-19 Pandemic the entire world went in to a state of shock, fear and uncertainty. During the year 2021-2022 lockdown was imposed from 10<sup>th</sup> May, 2021 to 21<sup>st</sup> June, 2021 and the private office had been allowed to function with 50% capacity only from 21<sup>st</sup> June, 2021 and with 100 % capacity only from 28<sup>th</sup> June, 2021.

The company is in the segment of leasing and renting of 4k Projectors to the Theaters, Cinema Halls & Multiplexes. The complete revenue model of the company is based on the functioning of Theaters, Cinema Halls & Multiplexes in the State of Tamil Nadu and few other cities of Southern States of India.

It is also brought to the notice of the stakeholders that the Theaters, Cinema Halls & Multiplexes Industry is one of the worst hit Industries due to the ongoing Covid-19 Pandemic. The said Industry was again put under lockdown from 26<sup>th</sup> April, 2021, which continued till 26<sup>th</sup> August, 2021. Subsequently the said Industry was allowed to function with 50% seating capacity till 31<sup>st</sup> October, 2021 and thereafter with 100% seating

capacity. The FY 2021-22 has brought with it a new ray of hope and the next financial year shall bring a renewed sense of business operations to the Industry in which Company operates.

The COVID-19 pandemic disrupted business across the country and impacted the company's operations. During this challenging phase, the Company placed greater emphasis on safeguarding the health and well-being of its employees, customers, and communities on one hand, and continuing the business operations with greater responsibility on the other.

**d. Change in Nature of Business:**

During the year under review, there has been no change in the nature of the business of the Company.

**e. Transfer of Unclaimed Dividend to Investor Education and Protection Fund:**

The provisions of section 125(2) of the Companies Act, 2013 is not applicable to the Company.

**f. Dividend:**

Your Directors do not recommend any dividend for the year under review.

**g. Transfer to Reserves:**

The Company has not proposed to transfer any amount to reserve.

**h. Details relating to deposits, covered under Chapter V of the Companies Act, 2013:**

Sl. No.	Particulars	Details
1	Accepted during the year	NIL
2	Remained Outstanding <del>or unpaid or unclaimed</del> as at the end of the year	NIL
3	Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:	
a	at the beginning of the year	No
b	maximum during the year	NA
c	at the end of the year	NIL

**i. Details of deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013:** The Company has not accepted any deposits which are not in compliance with the provisions of the Chapter V of the Companies Act, 2013.

**j. Particulars of loans, guarantees or investments:**

As per Section 186 of the Companies Act, 2013, the Company has not granted any Loan or given any guarantee to any individual/Corporate or made any investments during the year under review.

**k. Particulars of contracts or arrangements made with related parties:**

The Company has entered into related party transactions and the particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, as prescribed in Form AOC-2 is appended as **Annexure I**.

The Policy on Related Party Transaction can be viewed on our website <https://sdctech.in/InvestorRelation.php?act=Policy>

**1. Variation in market Capitalization:**

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021	Increase / Decrease in %
Market Value per share	14.1	7.3	93.15
No. of Shares	64,92,500	64,92,500	-
Market Capitalization	9,15,44,250	4,73,95,250	93.15
EPS	(2.15)	(4.80)	55.21
Price earnings ratio	(6.55)	(1.52)	-331.22
Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO			0.71

**m. Management's Discussion and Analysis:**

Management's Discussion and Analysis Report for the year under review, as stipulated under Schedule V (B) of Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended as **Annexure II** to this report.

**n. Director's Responsibility Statement:**

Pursuant to Section 134(3)(c) and Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) the directors have 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;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 (erstwhile Companies Act, 1956) for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a going concern basis;
- (v) the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**o. Recommendations of the Audit Committee:**

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

**2. Human Resource Management:**

To ensure good human resources management at SDC Techmedia Limited, we focus on all aspects of the employee life cycle. This provides a holistic experience for the employee as well. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs. All the while, we create effective dialogs through our communication channels to ensure that the feedback reaches the relevant teams, including the leadership.

**a. Particulars of employees:**

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure III** to this report.

There are no employees who were in receipt of remuneration in excess of the ceiling prescribed in the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Disclosure with respect to Details of the Top 10 employees as on 31<sup>st</sup> March, 2022 in pursuance to Rule 5(2) & Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure IV** to this report.

The Company currently does not provide any Employee Stock Option Scheme/Employee Stock Purchase Scheme to its employees.

**b. Key Managerial Personnel:****i. Managing Director or Chief Executive Officer or Manager and in their absence, a Whole-Time Director:**

- Mr. Fayaz Usman Faheed (DIN: 00252610) - Managing Director of the Company

**ii. Company Secretary cum Compliance Officer:**

- At the beginning of the financial year, Ms. Kanchan Jhawar was the Company Secretary cum Compliance Officer, who continued to be the Company Secretary cum Compliance Officer of the company till 18<sup>th</sup> July, 2022.
- Subsequently Mr. Chandramouli Banerjee was appointed as the Company Secretary cum Compliance Officer of the Company with effect from 18<sup>th</sup> July, 2022.

**iii. Chief Financial Officer:**

- At the beginning of the financial year, Mrs. Hemalatha K was the Chief Financial Officer of the Company, who continued to be the Chief Financial Officer of the company till 30<sup>th</sup> September, 2022.

**3. Corporate Governance:**

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At SDC Techmedia Limited, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders. The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally.

In-pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the compliance of Regulation 17 to 27 and Clauses (b) to (i) and (t) of Regulation 46(2) & para C, D, E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is not applicable for a listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, in the immediate preceding Financial Year & for a listed entity which has listed its specified securities on the SME Exchange. **As the securities of your Company are listed at**

**BSE-SME Platform, the Corporate Governance Report as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to your Company.**

**a. Compliance Department:**

Mr. Chandramouli Banerjee is the Company Secretary cum Compliance Officer of the Company. The compliance department of the company is responsible for independently ensuring that the operating and business units comply with regulatory and internal guidelines. New instructions/guidelines issued by the regulatory authorities were disseminated across the company to ensure that the business and business units operate within the boundaries set by the regulators and that compliance risks are suitably monitored and mitigated in course of their activities & processes.

The following changes took place in the Composition of Board of Directors of the Company till the date of this report;

- (i) The Board of Directors of the Company at their meeting held on 18<sup>th</sup> July, 2022 approved the following:
  - Cessation of Ms. Kanchar Jhawar, as the Company Secretary cum Compliance Officer of the Company with effect from 18<sup>th</sup> July, 2022.
  - Appointment of Mr. Chandramouli Banerjee as the Company Secretary cum Compliance Officer of the Company with effect from 18<sup>th</sup> July, 2022.

**b. Information on the Board of Directors of the Company:**

The following changes took place in the Composition of Board of Directors of the Company till the date of this report;

- (i) The Board of Directors of the Company at their meeting held on 05<sup>th</sup> April, 2021 approved the following:
  - Appointment of Mr. Vasudevan Sridharan (DIN 07487245) as Independent Director of the company with effect from 22<sup>nd</sup> April, 2021 for a second term of five consecutive years, up to 22<sup>nd</sup> April, 2026
- (ii) The Shareholders at the Annual General Meeting of the Company held on 30<sup>th</sup> December, 2021 approved the following:
  - Reappointment of Mrs. Samia Faheed (DIN: 02967081) who retired by rotation.
  - Reappointment of Mr. Vasudevan Sridharan (DIN: 07487245) as Independent Director of the company to hold office for a second term of five consecutive years up to 22<sup>nd</sup> April, 2026
- (iii) In compliance with the Companies Act, 2013 the following director is proposed to be appointed as Director of the Company for the approval of the Share Holders of the Company;
  - Reappointment Mrs. Samia Faheed (DIN: 02967081) who retires by rotation and being eligible has offered herself for reappointment.

**c. Board Diversity:**

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy can be viewed on our website: <https://sdctech.in/InvestorRelation.php?act=Policy>

**d. Statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year:**

The Board is of the Opinion that provisions of Section 134(q) of Companies Act, 2013 read along with rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014 has been duly complied for Reappointment of Mr. Vasudevan Sridharan for a second term of five years.

**e. Details with regard to meeting of Board of Directors of the Company:****(i) Composition of the Board of Directors as on the date of this Report is mentioned below;**

Name of the Director	DIN	Designation	Category
Mr. Fayaz Usman Faheed	00252610	Managing Director	Executive Director
Mrs. Samia Faheed	02967081	Director	Non-Executive Director
Mr. Baskaran Sathya Prakash	01786634	Director	Independent Director
Mr. Vasudevan Sridharan	07487245	Director	Independent Director

**(ii) Meeting of Board of Directors and Attendance During the Year:**

During the FY 2021-2022, 9 (nine) meetings of the Board of Directors of the Company were held on 5<sup>th</sup> April, 2021, 28<sup>th</sup> April, 2021, 30<sup>th</sup> June, 2021, 1<sup>st</sup> September, 2021, 13<sup>th</sup> October, 2021, 3<sup>rd</sup> December, 2021, 4<sup>th</sup> December, 2021, 7<sup>th</sup> January 2022 and 30<sup>th</sup> March, 2022. The Company is in compliance with the provision of Section 173 of the Companies Act, 2013 w.r.t., to the interval between two meetings.

The attendance of the members at the Board of Directors meetings was as follows:

Name of Director	Attendance Particulars		No. of Direct or-ships in other Public Comp any*	No. of Chairmanship/ Membership of Board Committees in other Companies <sup>#</sup>	
	Board Meeting	Last AGM		Chairman	Member
Mr. Fayaz Usman Faheed	9	Yes	-	-	-
Mrs. Samia Faheed	9	Yes	-	-	-
Mr. Baskaran Sathya Prakash	9	Yes	1	-	2
Mr. Vasudevan Sridharan	9	Yes	-	-	-

Note:

\*The Directorships held by the Directors as mentioned above do not include Alternate Directorships and Directorships held in Foreign Companies, and Companies registered under Section 25 of the Companies Act, 1956 or Section 8 of the Companies Act, 2013.

#In accordance with Regulation 26(b) of SEBI Listing Regulations, Memberships / Chairmanships of only the Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies has only been considered.

**f. Policy on directors' appointment and remuneration:**

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31<sup>st</sup> March, 2022, the Board consist of 4 Members, 1 of whom is an Executive Director and 1 of whom is a Non-Executive Director and the other 2 are Independent Directors. The Board periodically evaluates the need for change in its composition and size.

The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board can be viewed on our website <https://sdctech.in/InvestorRelation.php?act=Policy>. We affirm that the remuneration paid to the director is as per the terms laid out in the said policy.

**g. Declaration by Independent Directors:**

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Sub Regulation 1 b of Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**h. Training of Independent Directors:**

Every new Independent Director at the time of appointment is issued a detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures. Further every new Independent Director is provided with copy of latest Annual Report, the Code of Conduct, the Code of Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders ("Code of Conduct - PIT") and the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Fair Practice Code"), Tentative Schedule of upcoming Board and Committee meetings.

The Company through its Executive Directors / Key Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Thus such programs / presentations provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the 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. The Policy on the Familiarization Programme for Independent Directors can be viewed on our website: <https://sdctech.in/InvestorRelation.php?act=Policy>



**i. Board's Committees:**

Currently, the Board has two committees: The Audit Committee and The Nomination & Remuneration Committee. Both the committees are appropriately constituted.

A detailed note on the Board and its committees, including the details on the dates of Committee Meetings is as follows:

**(i) Composition of the Committees of the Board as on the date of this Report is mentioned below;**

Name of the Committee	Name of the Member	Position in the Committee
<b>Audit Committee</b>	Mr. Vasudevan Sridharan	Chairman
	Mr. Baskaran Sathya Prakash	Member
	Mr. Fayaz Usman Faheed	Member
<b>Nomination and Remuneration Committee</b>	Mr. Vasudevan Sridharan	Chairman
	Mr. Baskaran Sathya Prakash	Member
	Mrs. Samia Faheed	Member

**(ii) MEETING OF AUDIT COMMITTEE AND ATTENDANCE DURING THE YEAR:**

During the financial year under review, The Audit Committee Meetings were held 4 times a year viz., 30<sup>th</sup> June 2021, 13<sup>th</sup> October 2021, 3<sup>rd</sup> December 2021, 30<sup>th</sup> March 2022 and the attendance of the members at the Audit Committee Meetings were as follows:

Name of the Director	Attendance Particulars	
	Meeting Held during his/her tenure	Meeting Attended during his/her tenure
Mr. Vasudevan Sridharan	4	4
Mr. Baskaran Sathya Prakash	4	4
Mr. Fayaz Usman Faheed	4	4

**(iii) MEETING OF NOMINATION AND REMUNERATION COMMITTEE AND ATTENDANCE DURING THE YEAR:**

During the financial year under review, The Nomination and Remuneration Committee Meetings were held twice during the year viz., 5<sup>th</sup> April 2021 and 3<sup>rd</sup> December, 2021 and the attendance of the members at the Nomination and Remuneration Committee meeting were as follows:

Name of the Director	Attendance Particulars	
	Meeting Held during his/her tenure	Meeting Attended during his/her tenure
Mr. Vasudevan Sridharan	2	2
Mr. Baskaran Sathya Prakash	2	2
Mrs. Samia Faheed	2	2

**j. Board Evaluation:**

The board of directors had carried out an annual evaluation of its "own performance", "Board committees" and "individual directors" pursuant to the Section 134(3) of the Companies Act, 2013.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole was evaluated, the same was discussed in the board meeting that followed the meeting of the independent Directors at which the report as submitted by the Independent Directors was taken on record and discussed.

**k. Listing:**

The equity shares of SDC Techmedia Limited (Scrip Code: 535647) are listed at BSE SME Platform. Your Company paid the Listing Fees to the Exchange for FY 2021-2022 as well as for FY 2022-23 in terms of listing agreement entered into with the said Stock Exchange.

**l. Insider Trading**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has constituted a comprehensive Code titled as “Code of Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders” which lays down guide lines and advises the Directors and Employees of the Company on procedures to be followed and disclosures to be made while dealing in securities of the Company. The said policy can be viewed on our website: <https://sdctech.in/InvestorRelation.php?act=Policy>

**4. Auditors:**

**a. Statutory Auditor:**

M/s. Ray & Ray, Chartered Accountants (Firm Registration No. 301072E), Chartered Accountants, were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 30<sup>th</sup> December, 2021 to hold office for a term of 5 years i.e. from the conclusion of the 13<sup>th</sup> Annual General Meeting till the conclusion of the 18<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2026.

**b. Secretarial Auditors:**

The Board of Directors had appointed **M/s. Jain Sonesh & Associates** (Membership No: F9627; COP: 11865) as the Secretarial auditors pursuant to the provisions of Section 204 of the Companies Act, 2013 for the financial year 2021-2022.

The Secretarial Audit Report for the FY 2021-2022 is appended as **Annexure V** to this report.

**c. Internal Auditors:**

The Board of Directors had appointed **M/s. Prasanna & Associates** as the Internal Auditor of the Company pursuant to the provisions of Section 138 of the Companies Act, 2013 for the Financial Year 2021-2022.

**d. Cost Auditors:**

Pursuant to Rule 3 of Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment rules, 2014, Cost Audit is not applicable to your company.

**e. Comments of the Board on the qualification/reservation/adverse remarks/disclosure made:****(i) by the Statutory Auditors in the Audit Report:**

- a. *We draw attention to Note No 12 of the accompanying financial statements for sale of investments of Rs. 575.51 lakhs made during the year to various parties. We have obtained and verified documentary evidence for sales amounting to Rs. 362.60 lakhs only.*

**The Board with respect to the above mentioned Emphasis of Matter herewith submits that the Management is in the process of providing adequate satisfactory documents to the Auditor for the aforesaid sale of Investment. Further the Company has received the complete proceeds from the sale of the said Investments and thus the quantification of the impact of audit qualification does not arise.**

- b. *We draw attention to Note Nos. 9 & 15 on advance from customers and trade receivables for which the confirmations of balance are not provided to us for our verification.*

**The Board with respect to the above mentioned Emphasis of Matter herewith submits that confirmation of balances pertaining to certain customers and trade receivable is pending as at 31.03.2022. The company is unable to collect the confirmation of balances from the said entities. However, the company is confident that the dues are recoverable.**

- c. *The Company has maintained records for fixed assets. However, particulars like location and quantity is not being maintained in the fixed assets register.*

**The Board with respect to the above mentioned observation herewith submits that the Company is in the process of updating the Fixed Assets records with the necessary details w.r.t., location and quantity and the same shall be produced to the auditors in the due course of time.**

- d. *In our opinion, the Company has not maintained the proper records of inventory.*

**The Board with respect to the above mentioned observation herewith submits that the Company is in the process of updating its inventory records and the same shall be produced to the auditors in the due course of time.**

- e. *The Company is generally regular in depositing undisputed statutory dues except for few delays observed viz., Goods and Services Tax, Provident Fund, Employee's State Insurance, Profession tax, Tax Deducted at Source and any other material statutory dues applicable to it to the appropriate authorities. Instances of such delays which are outstanding for a period of more than six months from the last date of the financial year are as follows.*

*\*Employee's Provident Fund, Employee State Insurance and Tax on employment are neither deducted from the eligible employees nor contributed by the company for the year ended 31.03.2021 amounting Rs. 2,26,213, Rs. 37,037 and Rs. 69,900 respectively.*

<i>Name of the Statute</i>	<i>Nature of dues</i>	<i>Amount in Rs.</i>	<i>Period to which it relates</i>	<i>Due Date</i>	<i>Date of Payment</i>
<i>Income Tax Act, 1961</i>	<i>TDS defaults (including short deductions, short payments and corresponding interest and late fees)</i>	<i>5,57,314</i>	<i>Various years</i>	<i>-</i>	<i>-</i>

*\* The above liability does not include applicable interest, penalty if any.*

**The Board with respect to the above mentioned observation herewith submits that the Company commenced its operations effectively only from November 2021 on account of closure of cinema theatres due to COVID-19 and hence the company did not have adequate resources to provide / pay for Employee's Provident Fund, Employee State Insurance and Tax on employment. Further w.r.t, the delay and defaults in TDS, the management is in the process of implementing a better system in place to avoid such issues in the future.**

*f. Based on information and explanations provided to us and our audit procedures, in our opinion, the Company did not conduct internal audit during the year*

**The Board with respect to the above mentioned observation herewith submits that the report on internal audit shall be submitted in due course.**

**(ii) by the Secretarial Auditors in the Secretarial Audit Report:**

*a. The Company complied with the Provisions of Rule 19 A (2) of Securities Contracts (Regulation) Rules, 1957 w.r.t. maintenance of minimum public shareholding of 25% w.e.f. February 25, 2022.*

**The Board with respect to the above mentioned qualification herewith submits that the Company has complied with the Provisions of Rule 19 A(2) of Securities (Regulation), Rules 1957 w.e.t Maintenance of Minimum Public Shareholding of 25%.**

**f. Reporting of Fraud by Auditors:**

No Fraud has been reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013.

**g. Secretarial Standards:**

The Company herewith confirms that during the year under review, the company has complied with all the applicable Secretarial Standards as issued by the Institute of Company Secretaries of India.

**h. Internal Financial Control:**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

**i. Risk Management:**

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company can be viewed on our website: <https://sdctech.in/InvestorRelation.php?act=Policy>

**j. Vigil Mechanism:**

The Company has established a mechanism for Director's and employee's to report their concerns relating to fraud, malpractice or any other activity or event which is against the interest of the Company.

The Whistle Blower Policy is in place. Employees can report to the Management concerned unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy. No Employee has been denied access to the Audit Committee. The Whistle Blower Policy is available on our website <https://sdctech.in/InvestorRelation.php?act=Policy>

**k. Statement on Material Subsidiary:**

The Company currently does not have any Material Subsidiary. The Policy on Identification of Material Subsidiaries can be viewed on our website: <https://sdctech.in/InvestorRelation.php?act=Policy>

**5. Corporate Social Responsibility:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable to the company.

**a. Particulars on conservation of energy, research and development, technology absorption and foreign exchange earnings and outgo:****i. CONSERVATION OF ENERGY:**

(i)	The steps taken or impact on conservation of energy	Energy consumption is minimal and optimized. The Company is making
(ii)	the steps taken by the company for utilizing alternate sources of energy	

(iii)	The capital investment on energy conservation equipment's	all efforts to keep the energy consumption at optimum levels.
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**ii. TECHNOLOGY ABSORPTION:**

(i)	The efforts made towards technology absorption:	Not Applicable
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution etc	
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	NIL
	(a) The details of technology imported	
	(b) Year of Import;	
	(c) Whether the technology been fully absorbed	
	(d) If not fully absorbed, areas where has not taken place, reasons thereof	
(iv)	The expenditure incurred on Research and Development	The Company has not conducted any research and development activity during the year under review

**iii. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Particulars	Amount in Rs.
Expenditure in Foreign Currency	NIL
Earnings in Foreign Currency	NIL

**6. Others:**

**a. Extract of Annual Return:**

The Annual Return as required under Section 92 of the Companies Act, 2013 has been published in the website of the Company which can be accessed through the following link <https://www.sdctech.in/InvestorRelation.php?act=Financials>

**b. Details of difference between amount of the Valuation done at the time of One Time Settlement and the Valuation done while taking Loan from the Banks or Financial Institutions along with the reasons thereof:**

During the year under review, there was no instance of one-time settlement with any Bank or Financial Institution.

**c. Details of Application made or any Proceeding Pending under the Insolvency and Bankrupt Code, 2016 (31 Of 2016) during the year along with their status as at the end of the Financial Year:**

There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

**d. Soliciting Shareholder's Information:**

This is to inform you that the company is in the process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE Uniform listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

Further, in view of the SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018 and the corresponding amended circular SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16<sup>th</sup> July, 2018 have requested all the listed companies to comply with the procedures mentioned in the Circulars. To achieve this, we solicit your co-operation in providing the following details to us;

- a. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
- b. If you are holding shares in physical form, you may provide the following:
  - i. Folio No.
  - ii. Name
  - iii. Pan No.
  - iv. E-mail ID
  - v. Telephone No.
  - vi. Specimen Signatures (3 in Nos.)

**e. Disclosure under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013:**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013. All the employees (permanent, Contractual, temporary, Trainees) are covered under this policy.

As stipulated under Section 4 of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013, the Company has set up an Internal Complaints Committee.

During the year under review, no complaints were received falling under the category of Sexual Harassment of Women.

**f. Share Transfer System:**

With reference to the SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08<sup>th</sup> June, 2018 the shares of the Company can be transferred only in dematerialised form w.e.f. December 05, 2018 and thus with a view to facilitate seamless transfer of shares in future and as advised by the Stock Exchanges, the shareholders holding shares in physical form are to be advised to dematerialise their shareholding in the Company.

**g. Issue of Equity Share Capital:**

During the Financial year under review the Company has not made any further issue of shares and the share capital remains same as at the end of previous year.

**h. Utilization of the Proceeds from IPO:**

<b>Issue Open</b>	<b>May 17,2013 - May 21, 2013</b>
<b>Issue Type</b>	<b>Fixed Price Issue IPO</b>
<b>Issue Size</b>	<b>2,000,000 Equity Shares of Rs.10 Each</b>
<b>Issue Size</b>	<b>Rs.280.00 Lakhs</b>
<b>Face Value</b>	<b>Rs.10 per Equity Share</b>
<b>Issue Price</b>	<b>Rs.14 per Equity Share</b>
<b>Market Lot</b>	<b>10,000 Equity Shares</b>
<b>Listing At</b>	<b>BSE SME Platform</b>

**IPO Proceeds and Net Proceeds :**

<b>Particulars</b>	<b>Amount in Rs.</b>
Issue Proceeds	2,80,00,000.00
Less : Issue Related Expenses	46,87,000.00
<b>Net Proceeds</b>	<b>2,33,13,000.00</b>

**Utilization of the Net Proceeds :**

<b>Particulars</b>	<b>Amount in Rs.</b>	
	<b>2021-2022</b>	<b>2020-2021</b>
Office Infrastructure Development	-	-
Development of contents	-	1,46,12,000.00
Deposits for acquisition of contents	5,51,000.00	5,51,000.00
Brand Building and General Corporate purposes	24,00,000.00	24,00,000.00
Investment in Shares	-	57,50,000.00
Purchase of Fixed Assets (i.e. 4K Projectors)	2,03,62,000.00	-

**i. Other Disclosures:**

Your Directors state that no disclosure or reporting is required in respect to the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting, or otherwise.
- Issue of shares (including sweat equity shares) to employees of the company under any scheme.
- Issue of Bonus Shares.
- Issued any securities that are convertible into equity shares at a future date and nor any such shares are outstanding previously.
- Shares having voting rights not exercised directly by the employees and for the purchase of which or subscription to which loan was given by the Company.
- Redemption of Preference Shares and/or Debentures.
- Buyback of any of its securities and

As at the end of the previous financial year, none of the Directors of the Company held instruments convertible into equity shares of the Company

**7. Cautionary Statement:**

Shareholders and Readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources believed to be reliable. Utmost care has been taken to ensure that the opinions expressed by the management herein contain its perceptions on the material impacts on the Company's operations, but it is not exhaustive as they contain forward-looking statements which are extremely dynamic and increasingly fraught with risk and uncertainties. Actual results, performances, achievements or sequence of events may be materially different from the views expressed herein.



**8. Acknowledgement:**

Your Directors wish to place on record their appreciation for the contribution made by the employees at all levels but for whose hard work, and support, your company's achievements would not have been possible. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the company.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SDC TECHMEDIA LIMITED**

**DATE: 25.11.2022**  
**PLACE: CHENNAI**

**Sd/-**  
**FAYAZ USMAN FAHEED**  
**(DIN: 00252610)**  
**MANAGING DIRECTOR**

**Sd/-**  
**SAMIA FAHEED**  
**(DIN: 02967081)**  
**DIRECTOR**

**Annexure I****FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis:**

There were no contracts or arrangements or transactions entered in to during the year ended 31<sup>st</sup> March, 2022, which were not at arm's length basis.

**2. Details of contracts or arrangements or transactions at Arm's length basis:**

I		
(a)	Name (s) of the related party & nature of relationship	Mr. Usman Fayaz Relative of Managing Director
(b)	Nature of contracts / arrangements / transaction	President (Operations)
(c)	Duration of the contracts / arrangements / transaction	Ongoing
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Salary to relative of Director
(e)	Date of approval by the Board	30.06.2021
(f)	Amount of Transaction during the FY	Rs. 14,25,000/-
(g)	Amount paid as advances, if any during the FY	NA

II		
(a)	Name (s) of the related party & nature of relationship	M/s. SDC Cinemas Partnership Concern of Managing Director
(b)	Nature of contracts / arrangements / transaction	Sales
(c)	Duration of the contracts / arrangements / transaction	NA
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Sale of Sony 4k Projectors
(e)	Date of approval by the Board	30.05. 2017
(f)	Amount of Transaction during the FY	Rs. 7,42,789/-
(g)	Amount paid as advances, if any during the FY	NA

**By Order of the Board of Directors  
For SDC TECHMEDIA LIMITED**

**Date: 25.11.2022  
Place: Chennai**

**Sd/-  
FAYAZ USMAN FAHEED  
(DIN: 00252610)  
Managing Director**

**Sd/-  
SAMIA FAHEED  
(DIN: 02967081)  
Director**

**Annexure II****MANAGEMENT DISCUSSION AND ANALYSIS REPORT****1. GLOBAL ECONOMIC SCENARIO:**

The global economy is progressively putting the COVID-19 behind it. In the year 2021, global economy delivered 6.1% year-over-year growth, reflecting a strong recovery from -3.1% decline in the year 2020. The commencement of the vaccine rollout by the end of the year 2020, as well as the gradual lifting of lockdown restrictions in many countries, sparked a global economic recovery, which was aided by massive fiscal stimulus from governments and central banks in some countries.

Global trade growth remained strong in 2021, with the value of global commerce increasing in each quarter. The expansion of trade was not restricted to products. Through 2021, service trade increased significantly, eventually reaching pre-pandemic levels in Q4 2021. Overall, global commerce hit a new high of almost US\$ 28.5 trillion in 2021, up approximately 25% from 2020 and up about 13% from the pre-pandemic level of 2019.

On the negative side, inflation has risen to record levels globally due to demand-supply mismatch and rising energy and food prices, accentuated by the Russia-Ukraine crisis.

**2. INDIAN ECONOMY:**

After a second wave of COVID-19 infections early last year, which negatively impacted activity and took a toll on individuals, India's economy experienced a swift revival. With a quick vaccination programme roll-out and government support, India was able to contain the harm caused by the COVID-19's third wave. Upticks in a variety of metrics, such as the mobility index, direct tax revenues, increasing GST collections and electricity demand, indicate that the economy is growing. The IMF projects GDP growth of 8.9% in FY 2021-22 and 8.2% percent in FY 2022-23, making India one of the fastest-growing economies globally.

The Government of India's focus continues to remain on normalising economic operations, as well as the rapid rollout of vaccination. Domestic consumption growth is expected to pick up after Q2 of CY 2022, given around 80% of population will be fully vaccinated by then. This could help boost private consumption, which is anticipated to rise by more than 10% this year. Broad vaccine coverage including roll out of booster doses, gains from supply-side reforms, regulatory ease, strong exports growth, improvement in rail and road infrastructure and the availability of fiscal space to ramp up capital spending will aid in GDP growth.

The approval of Production Linked Schemes for 14 important sectors will also aid India in attracting investments, bolstering its position as the world's fastest-growing emerging market. Aside from these variables, India's economic story is expected to be driven in the near future by a favourable young demography and steady urbanisation.

Rising inflation can act as the 'joker in the pack'. Central bank in a bid to control the raging inflation has already announced an increase in interest rates twice in a span of 35 days (in the 1st week of May and June 2022 respectively). It is trying to walk on a tightrope given the choices are compromising on economic growth or not allowing prices to spiral out of control.

**3. MEDIA AND ENTERTAINMENT INDUSTRY IN INDIA:**

Media & Entertainment industry and specifically the cinema & multiplex industry is now again gaining traction with the opening of Malls and theatres as the severity of the pandemic recedes. M&E sector is expected to grow 17% in 2022 and reach pre-pandemic levels of Rs1.89 trillion and then grow at a CAGR of 11% to reach Rs. 2.32 trillion by 2024 as the country slowly returns to normalcy. Digital, films and television will likely account for 2/3rd of this growth, followed by animation and VFX (14%) and online gaming (7%). Digital and online gaming market will benefit from the secular trend towards digital platforms and the rising penetration of smartphones and internet.

**a. FILMED ENTERTAINMENT:**

Globally film industry had a difficult year. Business picked up in the second part of the fiscal year as a result of the global immunisation drive and proactive government measures. In comparison to other developed and developing countries, India's film exhibition industry is severely under screened. Furthermore, the favourable demographic mix and increase in discretionary spending augur well for the multiplex industry's sustained expansion. Box office momentum to continue in the near term. Footfalls returned quickly to 60% of pre-COVID levels by the end of Q3 FY 2021-22, owing to a slate of big-budget films that outperformed expectations in terms of box office receipts. The 3<sup>rd</sup> wave of COVID-19 had a short term influence on the performance, lasting about 6-7 weeks. Exhibitors' growing momentum is expected to continue beyond March 2022.

Global Box Office experienced a positive surprise. According to an analysis by Gower Street, 90% of screens are now open globally, with 95% of screens open in APAC. In terms of overall Box Office performance, China has rebounded to 82% of pre-pandemic levels in the year 2021, while the United States has only recovered to 35% in the same time frame. Gower Street is forecasting global box office collections of \$31.5bn, which would mark a significant uplift to the previous two COVID-impacted years – \$21.3 billion in 2021 and \$11.8 billion in 2020.

Except for China, other geographies have recovered 42% in the year 2021 compared to pre-pandemic levels. However, Box Office momentum accelerated in Q4CY21, aided by the release of Spiderman, which grossed \$1.8 billion worldwide, the sixth highest grossing film in history. US Box Office revenues have reported a recovery of 68% versus pre-pandemic levels, largely in line with Indian multiplexes.

India is the world's largest film producer, the world's largest film market in terms of ticket sales, and the fifth-largest box office market in terms of revenue in 2020. The performance of filmed entertainment market was weak in 2021 due to lockdowns and restrictions on exhibition and cinema operations across states. Despite that, more than 750 films were released in 2021, compared to only 441 in 2020. This number is still about half of 2019 levels. The value of digital rights doubled to `40 billion from 2019. Due to a lack of theatrical releases and softening prices, broadcast rights did not expand this year, and in-cinema advertising continued to decline. The Indian Bollywood film industry, valued at \$2 billion in 2016, is projected to reach a size of \$2.7 billion by 2023, after dropping to less than \$1 billion in 2020.

**b. REGIONAL MOVIES:**

Regional films are an important element of the Indian film industry and account for a large portion of overall box office receipts. The total number of films released in 2021 were 757, an increase of 71% over 2020. Only 84 films were released in Hindi, with Telugu (204) and Tamil (152) having the highest number of releases. Fewer lockdowns in the south led to markets rebounding faster and touching 59% of their 2019 release levels.

In 2021, gross box office receipts grew by 57% to Rs 39 billion with South Indian films accounting for Rs24 billion due to more releases. In 2021, only five films including three films in regional languages, one Hindi and one English language crossed the Rs1 billion mark, compared to a total of 32 films which surpassed this mark in 2019.

**c. GOVERNMENT INITIATIVES:**

The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to Fastrack the recommendations on broadcasting, in an attempt to boost reforms in the broadcasting sector. The Government of India has agreed to set up National Centre of Excellence for Animation, Gaming, Visual Effects and Comics industry in Mumbai. The Indian and Canadian Government have signed an audio-visual co-production deal to enable producers from both the countries exchange and explore their culture and creativity, respectively.

In October 2021, Prasar Bharati decided to auction its archives with the hope of monetising the content through sale to television and OTT platforms.

In June 2021, the Union Ministry of Information and Broadcasting notified the Cable Television Network (Amendment) Rules, 2021, which aims to establish a three-layer statutory mechanism for citizens to raise grievances with respect to broadcasted content.

As part of the expansion to include all digital platforms and digital (OTT) players under a single roof, in May 2021, the Indian Broadcasting Foundation (IBF) announced the move to be renamed as the Indian Broadcasting and Digital Foundation (IBDF).

As per the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021, IBDF would also form a self-regulatory body (SRB) soon.

To ease filming in railways, the Film Facilitation Office (FFO) set up in the National Film Development Corporation (NFDC) collaborated with the Ministry of Railways to develop an integrated single window filming mechanism to streamline the permission process for filming across railway premises.

In November 2021, the government announced that it is working towards creating a National Centre of Excellence for AVGC (animation, visual effects, gaming and comics).

On February 25, 2021, the government outlined the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules 2021 to establish a progressive institutional mechanism and a three-tier grievance redressal framework for news publishers and OTT platforms on the digital media.

In February 2021, the digital entertainment committee of the Internet and Mobile Association of India (IAMAI) finalised a code of conduct to form the basis for self-regulation code for OTT content. The code has been endorsed by 17 OTT platforms including Netflix, Amazon Prime Video, Disney+ Hotstar, ZEE5 and Voot.

In February 2021, Prasar Bharati (India) and PSM (the official State Media of Maldives) inked an agreement to facilitate collaboration and capacity building in the field of broadcasting.

Digital audio-visual content including films and web shows on over-the-top (OTT) streaming platforms, as well as news and current affairs on online platforms, have been brought under the Ministry of Information and Broadcasting in November 2020.

**d. OUTLOOK FOR THE INDIAN ENTERTAINMENT & MEDIA INDUSTRY IN 2021-2022 ARE AS FOLLOWS:**

The Indian media and entertainment industry is expected to grow at a CAGR of 8.8 per cent and reach Rs 4.30 lakh crore by 2026, according to a report by global consultancy firm PwC.

The growth would be paced by digital media and advertising through deeper penetration of the internet and mobile devices in the domestic market, along with traditional media, which will hold their steady growth, the report said.

TV advertising is expected to reach over Rs 43,000 crore by 2026. It will make India the fifth-largest TV advertising market globally, after the US, Japan, China and the UK.

The Indian media and entertainment industry is expected to be around Rs 3.14 crore in 2022, registering an overall growth of 11.4 per cent, as per the PwC's Global Entertainment & Media Outlook 2022-2026.

India's OTT Video services are expected to become a Rs 21,031 crore industry in the next four years by 2026, in which Rs 19,973 crore would come from subscription-based services and Rs 1,058 crore from Transactional VOD (video on demand).

"It is subscription services that are driving this rapid growth, accounting for 90.5 per cent of revenue in 2021 and set to account for 95 per cent in 2026," said PWC Report.

The population size and widespread use of mobile-led Internet video will underpin rapid growth in the OTT market over the forecast period. In particular, uptake of 5G will permit low-latency services such as OTT video streams, greatly boosting the sector.

"As infrastructure improves in the long term, the scale and diversity of the population will lend itself to a wide range of platforms," the report added.

TV advertising would grow up to Rs 43,568 crore in 2026 from Rs 35,270 crore in 2022, registering a growth of 23.52 per cent.

"After several years of rapid expansion, India's TV advertising market was hit by the COVID-19 recession in 2020, causing a 10.8 per cent decline over the 2019 levels. This proved to be a temporary setback. With the country's return to economic growth in 2021, this segment grew by 16.9 per cent to Rs 32,374 crore," it said.

India's internet advertising market is set to increase at a 12.1 per cent CAGR to reach Rs 28,234 crore by 2026.

"Given India's mobile-first Internet access market, the mobile sector dominates the country's Internet advertising market, accounting for 60.1 per cent of total revenue in 2021, rising to 69.3 per cent by 2026," the report said, adding that "display advertising dominates the mobile sector, accounting for 90.7 per cent of revenue in 2021 though its share will fall to 88.9 per cent of the total in 2026".

The 'Music, Radio & Podcast' segment grew by 18 per cent in 2021 to Rs 7,216 crore and is set to rise 9.8 per cent CAGR to reach Rs 11,536 crore by 2026.

"India's Recorded Music industry (which is a key sub-segment) is making steady progress at a CAGR of 13.6 per cent, thanks to streaming models," it said.

India's Video games and esports revenue is estimated to reach Rs 37,535 crore by 2026, increasing at an 18.3 per cent CAGR.

"While still a fairly small market for the country's size and population, India is the third fastest-growing video games market in the world, after Turkey and Pakistan. India's video games market is predominantly geared towards social/casual gaming. With revenue of Rs 13,244 crore, social/casual gaming made up 83.9 per cent of India's total video games and esports revenue in 2021," the PwC report said.

The Indian cinema industry is expected to garner a revenue of around Rs 16,198 crore by 2026, of which Rs 15,849 would be Box office revenue and the rest Rs 349 crore from advertising, the report added.

"India is the third-biggest market globally in terms of admissions after China and the US in 2021 and is set to grow at the highest growth rate amongst all the segments at a staggering 38.3 per cent CAGR in the forecast period to reach Rs 16,198 crore by 2026.

"In 2021, more than 379 million cinema tickets were sold in India, a healthy increase year-on-year on the 278 million admissions in 2020 (and higher than the 226 million admissions in the US in 2020) though that had been a huge (85.4 per cent) drop compared to the 1.9 billion tickets sold pre-pandemic," it said.

India will see an increase in total newspaper revenue at a 2.7 per cent CAGR from Rs 26,378 crore in 2021 to Rs 29,945 crore in 2026.

"India, which will leapfrog both France and the UK to become the fifth-biggest newspaper market by 2026, will also be the only country to grow total newspaper print revenue consistently across the five-year forecast period. India will also be the only country in the world to grow daily print newspaper copy sales (by volume) during the forecast period," the PwC report said.

The increase at a 1.3 per CAGR - to an average of 139 million daily average print newspaper sales in 2026, one-third of the global daily total - will mean that India will overtake China as the biggest world market for print edition readership in 2025.

#### **4. THE ROAD AHEAD:**

Indian M&E industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate.

Growth is expected in retail advertisement on the back of several players entering the food and beverages segment, E-commerce gaining more popularity in the country, and domestic companies testing out the waters. Rural region is also a potentially profitable target.

#### **5. RISK FACTORS & CONCERNS:**

##### **1. IP-Related Risk:**

IP-related risks are prevalent in the media and entertainment industries. The unauthorized use of IP, which remains rife, constitutes a formidable challenge for media and entertainment firms

##### **2. Ever changing trends in Media sector:**

It may not be possible to consistently predict changing audience tastes. People's tastes vary quite rapidly along with the trends and environment they live in. This makes it virtually impossible to predict whether a particular show or serial would do well or not. With the kind of investments made in ventures, repeated failures would have an adverse impact on the bottom line of the Company.

##### **3. New Business Models:**

Entertainment companies now have to figure out how to diversify and compete on smaller scales. The company needs to interface more directly with consumers via social media posts, pushing new content directly to streaming services rather than focusing on physical albums or DVDs first.

##### **4. Talent Risk:**

The success of most entertainment companies is dependent on its stars. The artists and performers that audiences pay to see and listen to. But when so much of an album, a movie or television shoot, or a concert revolves around an individual, that individual presents as much risk as opportunity. Entertainment companies typically carry cast insurance to cover extra expenses associated with executing Plan B, but changing plans last-minute can introduce or elevate other existing risks.

#### **6. IMPACT OF COVID-19:**

The sharp surge in cases across the country overwhelmed the health infrastructure, with people left scrambling for hospital beds, critical drugs, and oxygen. As of May 2021, infections began to come down in urban areas. However, the effects of the second wave continued to be felt in rural areas. This is the worst humanitarian and public health crisis the country has witnessed since independence; while the continued spread of COVID-19 variants will have regional and global implications.

During the year 2021-2022 lockdown was imposed from 10<sup>th</sup> May, 2021 to 21<sup>st</sup> June, 2021 and the private office had been allowed to function with 50% capacity only from June 21, 2021 and with 100 % capacity only from June 28, 2021.

The company is in the segment of leasing and renting of 4k Projectors to the Theaters, Cinema Halls & Multiplexes. The complete revenue model of the company is based on the functioning of Theaters, Cinema Halls & Multiplexes in the State of Tamil Nadu and few other cities of Southern States of India.

It is also brought to the notice of the stakeholders that the Theaters, Cinema Halls & Multiplexes Industry is one of the worst hit Industries due to the ongoing Covid-19 Pandemic. The said Industry was again put under lockdown from 26<sup>th</sup> April, 2021, which continued till 26<sup>th</sup> August, 2021. Subsequently the said Industry was allowed to function with 50% seating capacity till 31st October, 2021 and thereafter with 100% seating capacity.

The COVID-19 pandemic disrupted business across the country and impacted the company's operations. During this challenging phase, the Company placed greater emphasis on safeguarding the health and well-being of its employees, customers, and communities on one hand, and continuing the business operations with greater responsibility on the other.

#### 7. BUSINESS STRATEGY:

1. Continued investment in diverse portfolio mix ranging from high budget global theatrical releases to lower budget specific audience targeted movies.
2. Capitalize on positive industry trends in the Indian Market.
3. Expand our regional language content offerings and
4. Increase our distribution of content through digital platforms.
5. Quick response to customer issues.

#### 8. SCOT ANALYSIS:

##### Strengths:

- Diversified products and services offerings and premium
- Strong relationships with developers
- Stable financial position
- Leadership position across key operating metrics
- Experienced promoters and senior management team with indepth industry know-how
- Usage of superior technology such as Dolby stereo sound system, digital cinema technology for superior customer experience

##### Challenges:

- Absence of stringent piracy laws
- Sluggish real estate developments
- Long and tedious regulatory processes

##### Opportunities:

- Young demographics driving the entertainment industry
- Private screening
- Release of movies in multiple languages
- Growing disposable incomes
- Alternative content options such as musical concerts, films, documentaries, and live sports events

##### Threats:

- COVID-19 induced-lockdown disrupting operations and affecting business performance
- Rising popularity for live events and performances
- New content distribution platforms like OTT platforms guest experience

#### 9. RISK MANAGEMENT & INTERNAL CONTROLS:

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website <http://sdctech.in/InvestorRelation.php?act=Policy>.



The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

#### 10. KEY FINANCIAL RATIOS:

Particulars	31.03.2022	31.03.2021	Reasons for Change of 25% or more
Debtors Turnover	0.78	0.33	NA
Inventory Turnover	5.91	0.76	The Company has been able to effectively manage its inventory.
Interest Coverage Ratio	(17.77)	(51.91)	The Company has received interest waivers from its lenders.
Current Ratio	8.79	4.00	Due to ongoing pandemic the company had reduced operations which led to reduction in the turnover and consequently decrease in trade receivables and increase current liabilities thus reducing the current ratio
Debt Equity Ratio	3.96	3.60	NA
Operating Profit Margin	(0.20%)	(2.52%)	Due to ongoing pandemic the company had reduced operations which led to reduction in the turnover thus reducing these ratios.
Net Profit Margin	(0.30%)	(1.80%)	
Return on Net Worth	(0.31%)	(0.53%)	

#### 11. DISCUSSION ON FINANCIAL PERFORMANCE:

During the year under review, the Company has incurred a Net loss of Rs. 139.58 Lacs as compared to Net Loss of Rs. 311.90/- Lacs in previous year. Your Directors are continuously looking for avenues for future growth of the Company in Media and Entertainment Industry.

#### 12. MATERIAL DEVELOPMENT IN HUMAN RESOURCES:

The Company firmly believes that human resources is an important instrument to provide proper communication of the Company's growth story to its stake holders and plays vital role in the overall prospects of the Company. So the Company takes possible steps for the welfare of its manpower. The employee relationship was cordial throughout the year. We as on 31<sup>st</sup> March, 2022, have 57 permanent employees on our rolls.

#### BY ORDER OF THE BOARD OF DIRECTORS FOR SDC TECHMEDIA LIMITED

DATE: 25-11-2022  
PLACE: CHENNAI

Sd/-  
FAYAZ USMAN FAHEED  
(DIN: 00252610)  
MANAGING DIRECTOR

Sd/-  
SAMIA FAHEED  
(DIN: 02967081)  
DIRECTOR

**Annexure - III****DETAILS OF DIRECTORS AND EMPLOYEE REMUNERATION**

**INFORMATION AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

1. **The ratio of the remuneration of each director to the median employee's remuneration for the financial year:**

<b>Name of the Directors</b>	<b>Ratio of the Median</b>
Mr. Fayaz Usman Faheed - Managing Director	7.42 : 1

2. **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

<b>Name of the Directors</b>	<b>%</b>
Mr. Fayaz Usman Faheed - Managing Director	NIL
Mrs. Kuppusamy Hemalatha - Chief Financial Officer	NIL
Mrs. Kanchan Jhawar - Company Secretary	NIL

3. **The percentage increase in the median remuneration of employees in the financial year:** 11.36%
4. **The number of permanent employees on the rolls of company:** 57 Employees as on 31<sup>st</sup> March, 2022
5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:** Average percentile increase in the salaries of employees other than managerial personnel was 4.83%. Average percentile increase in the salaries of managerial personnel was NIL.
6. **If remuneration is as per the remuneration policy of the Company:** It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SDC TECHMEDIA LIMITED**

**DATE: 25-11-2022  
PLACE: CHENNAI**

**Sd/-  
FAYAZ USMAN FAHEED  
(DIN: 00252610)  
MANAGING DIRECTOR**

**Sd/-  
SAMIA FAHEED  
(DIN: 02967081)  
DIRECTOR**

**Annexure - IV****DETAILS OF TOP TEN EMPLOYEES**

**PARTICULARS OF EMPLOYEES INFORMATION AS REQUIRED UNDER RULE 5 (2) & RULE 5 (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022:**

Sr. No	Name of the Employee	Age	Designation	Role	Nature of Employment	Amount (In Rs. Per Month)	Qualification	Experience in years	Date of Joining	Particulars of Previous Employment
1	Usman Fayaz	68	President-Operations	Management	Permanent	2,00,000	B.COM	33	01-10-16	Business in the same field as Company
2	Raja N	50	Chief Technical Officer	Technical	Permanent	1,21,000	BECE	15	01-04-15	Manager UFO Movies Limited
3	Hemalatha	40	Chief Financial Officer	Accounts	Permanent	82,500	Msc (IT)	16	01-04-15	Finance Manager Ufxbid2buy (India) Pvt Ltd.
4	J. Fahad	32	Chief Operating Officer	Management	Permanent	82,500	MBA, PGDM	12	01-06-18	Samaira Online Enterprise, Business Head
5.	Mathan Vignesh M	41	Manager Sales	Management	Permanent	60,000	BBA	16	01-09-21	UFO Movies Limited
6	Saravanan S	43	Senior Manager	Operation & Mis	Permanent	55,600	BBA	19	01-09-15	Senior Manager Wisarinfotech Pvt Ltd
7	Anand Vishal Kumar R	39	Head	IT	Permanent	55,000	BE	15	01-07-17	Software Developer Ufxbid2buy
8	Sheik Abdul Hameed	44	Manager	Advertisement	Permanent	53,070	B.SC	22	01-07-16	Asst. Manager Uf Media Pvt Ltd
9	Vijay Mcenroe	43	Manager	Mastering	Permanent	50,600	B.COM	11	01-05-17	Executive Producer Uf Media Pvt Ltd
10	Majeeth J	54	Manager	Content	Permanent	49,500	BA	21	01-09-16	Manager Uf Media Pvt Ltd

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SDC TECHMEDIA LIMITED**

**DATE: 25-11-2022  
PLACE: CHENNAI**

**Sd/-  
FAYAZ USMAN FAHEED  
(DIN: 00252610)  
MANAGING DIRECTOR**

**Sd/-  
SAMIA FAHEED  
(DIN: 02967081)  
DIRECTOR**

**Annexure V**

**Form No MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2022**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of**  
**the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

**To,**  
**The Members,**  
**M/s. SDC Techmedia Limited**  
**33/1, Wallajah Road,**  
**Chepauk, Chennai- 600 002**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SDC Techmedia Limited** (hereinafter called "the Company") for the financial year ended 31st March, 2022. 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 Company'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 31<sup>st</sup> March, 2022** 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 **SDC Techmedia Limited** ("the Company") for the **financial year ended on 31st March, 2022** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder; and circulars, notifications, clarifications, Removal of Difficulties Order or such other relevant statutory material issued by Ministry of Corporate Affairs from time to time;
- (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 - **Not applicable to the Company as the Company does not have any Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the audit period**
- (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 as amended;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange

Board of India (Share Based Employee Benefits), Regulations, 2014 as amended- **Not applicable to the Company, as the Company has not provided any Employee Stock Option Scheme or Employee Stock Purchase Scheme to its employees during the audit period.**

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- **Not applicable to the Company, as the Company has not issued any debt instrument during the audit period.**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client -**Not applicable to the Company, as the Company has not registered itself as a Registrars to an Issue and Share Transfer Agents.**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable to the Company, as no delisting of its securities were undertaken by the company from any of the Stock Exchange where its securities are listed during the audit period.**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended- **Not applicable to the Company, as the Company did not undertake any Buy Back of Securities during the audit period.**
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Uniform Listing Agreement entered into by the Company with BSE Limited.

I further report that having regard to the compliance system prevailing in the Company, I have relied upon the representation made by the Management, for compliance with the other applicable laws.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above subject to the following observations;

1. ***The Company complied with the Provisions of Rule 19 A (2) of Securities Contracts (Regulation) Rules, 1957 w.r.t. maintenance of minimum public shareholding of 25% w.e.f. February 25, 2022.***

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice had been given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice, 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.

All the decisions at the Board Meeting(s) and Committee Meetings(s) were carried out unanimously as recorded in the minutes of the meeting of Board of Directors or Committee(s) as the case may be.

I further report 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 due to the spread of COVID-19 pandemic, compliances, except as mentioned above, had been made considering the various relaxations granted, from time to time, by the Securities and Exchange Board of India and the Ministry of Corporate Affairs and other Regulatory authorities, as applicable.

I further report that, during the audit period, the following events occurred which had a bearing on the company's affairs in pursuance of the above referred laws, rules, regulations and guidelines.

- a. The Authorized Share Capital of the Company was increased from Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lacs Only) divided into 75,00,000 (Seventy-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) on 05<sup>th</sup> April, 2021 vide Announcement of Result of Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013.
- b. The Share Capital Clause of the Memorandum of Association ("MOA") of Company was altered in order to reflect increase in Authorized Share Capital from Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lacs Only) divided into 75,00,000 (Seventy Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) on 05<sup>th</sup> April, 2021 vide Announcement of result of postal ballot conducted pursuant to Section 110 of the Companies Act, 2013.

**This report is to be read with my letter of even date which is annexed as "ANNEXURE A" and forms Integral Part of this Report.**

**FOR JAIN SONESH & ASSOCIATES  
COMPANY SECRETARY**

**Place: Howrah  
Date: 05<sup>th</sup> September, 2022  
UDIN: F009627D000916401  
PR No. 1618/2021**

**Sd/-  
CS SONESH JAIN  
Proprietor  
Mem.No. FCS - 9627  
CP No 11865**

**ANNEXURE A  
(TO THE SECRETARIAL AUDIT REPORT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022)**

**To,  
The Members,  
M/s. SDC Techmedia Limited  
33/1, Wallajah Road,  
Chepauk, Chennai- 600 002**

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 where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that 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 and standards is the responsibilities of the management. My examination was limited to the verification of procedures on test basis.
6. As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred to in my Secretarial Audit Report in Form MR-3 the adherence and compliance to the requirements of the said regulations is the responsibility of management. My examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. I have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
7. 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.
8. I have conducted my Audit remotely, based on the records and information made available to us through electronic platform by the Company.

**FOR JAIN SONESH & ASSOCIATES  
COMPANY SECRETARY**

**Place: Howrah  
Date: 05<sup>th</sup> September, 2022  
UDIN: F009627D000916401  
PR No. 1618/2021**

**Sd/-  
CS SONESH JAIN  
Proprietor  
Mem.No. FCS - 9627  
CP No 11865**

**INDEPENDENT AUDITOR'S REPORT****To the Members of M/s. SDC TECHMEDIA LIMITED****Report on the Financial Statements****Opinion**

We have audited the accompanying Financial Statements of **M/s. SDC TECHMEDIA LIMITED ("the Company")** which comprises the balance sheet as at March 31, 2022, the Statement of Profit and Loss for the year then ended, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies (hereinafter referred to as "the financial statements") and in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable.

In our opinion and to the best of our information and according to the explanations given to us except for the effects of the para on emphasis of matter below, financial statements required by the Companies Act, 2013 in the manner so required give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its loss and its cash flows for the year ended on that date.

**Emphasis of matter**

*We draw attention to Note No 12 of the accompanying financial statements for sale of investments of Rs 575.51 lakhs made during the year to various parties. We have obtained and verified documentary evidence for sales amounting to Rs 362.60 lakhs only.*

*We draw attention to Note Nos. 9 & 15 on advance from customers and trade receivables for which the confirmations of balance are not provided to us for our verification.*

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, 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 qualified audit opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended March 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon; we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	Principal audit procedure
Due to the pandemic situation prevailing in the financial year covered under the audit, the Company was unable to collect the renewed agreements with their clients for whom the agreements expired in the financial year	We have been able to conduct the audit virtually and with the documents maintained in soft copies by the Company.



### **Management Responsibility for the 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 financial statements that give a true and fair view of the state of affairs, loss and cash flows of the company in accordance with the other accounting principles generally accepted in India. 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 statement 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.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibility 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 SAs 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.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:

We have sought except for the matters described in the paragraph on Emphasis of matter, all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- a. Except for the matter described in the emphasis of matter paragraph, 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.
- b. The Balance Sheet, the Statement of Profit and Loss for the year then ended and the statement of cash flows for the year then ended, dealt with by this Report are in agreement with the books of account.
- c. 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.
- d. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- e. 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 A".

- f. 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 does not have any pending litigations which would impact its financial position.
  - 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 amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
2. As required by the Companies (Auditor's Report) Order, 2017 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.
3. a. In our opinion and to the best of our knowledge and belief and as represented to us by the Company, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other source or kind of funds) by the company to or in any other person(s) or entity(ies) including foreign entities ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary, shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries as per Clause (e)(i) of Rule 11 of Companies Audit and Auditors Rules, 2014.
- b. In our opinion and to the best of our knowledge and belief and as represented to us by the Company, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding parties"), with the understanding, whether recorded in writing or otherwise, the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries as per Clause (e)(ii) of Rule 11 of Companies Audit and Auditors Rules, 2014.
- Based on such audit procedures as considered reasonable by us, we have not come across anything to believe that the representations made by the Company for Clause (i) & (j) as above contain any material misstatement
4. No dividend has been declared or paid by the Company during the year.

**For RAY & RAY**  
**Chartered Accountants**  
**Firm's Registration Number: 301072E**

**Sd/-**  
**CA. V Raman**  
**Partner**  
**Membership No. 019839**  
**Place: Chennai**  
**Date: 27-07-2022**  
**UDIN: 22019839ANSSVI3679**

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT****(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)****Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **M/s. SDC TECHMEDIA LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For RAY & RAY**  
**Chartered Accountants**  
**Firm's Registration Number: 301072E**

**Sd/-**  
**CA. V Raman**  
**Partner**  
**Membership No. 019839**  
**Place: Chennai**  
**Date: 27-07-2022**  
**UDIN: 22019839ANSSVI3679**

**ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT  
(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)**

- i. In respect of Fixed Assets:
  - (a) The Company has maintained records for fixed assets. However, particulars like location and quantity is not being maintained in the fixed assets register.
  - (b) The Company has maintained proper records showing full particulars of intangible assets.
  - (c) The fixed assets have been physically verified during the year by the Management on a rotational basis and have a regular programme of verification.
  - (d) The Company does not have title to any immovable property.
  - (e) The Company has not revalued its Property, Plant and Equipment or intangibles during the year
  - (f) According to the information and explanation given to us, no proceeding have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- ii. In respect of Inventories:
  - (a) The inventories have been physically verified by the Management during the year. In our opinion, the frequency of physical verification and the procedure of verification followed by the Management is reasonable and adequate. The Management has represented that there were no discrepancies observed during the physical verification. In our opinion, the Company has not maintained the proper records of inventory.
  - (b) According to the best of information available with us, the Company has not been sanctioned any working capital during the year.
- iii. According to in the information and explanations given to us, the Company, during the year, has not made investments in, provided any guarantee or security or granted any loans or advances, in the nature of loan, secured or unsecured, to companies, firms, limited liability partnership or any other parties. Hence, we have nothing to report under sub-clause (a) to (f) of this clause.
- iv. According to the information and explanations given to us, the Company has not advanced any loans or advances directly or indirectly to the directors of the Company covered u/s 185 of the Companies Act 2013. The Company has not made investment and given guarantee during the year. Hence, we have nothing to report under this clause.
- v. According to the information and explanations given to us, the Company has not accepted deposits or amounts which are deemed to be deposits during the year and therefore, the provisions of this clause is not applicable to the Company.
- vi. The company is not prescribed to maintain the cost records as prescribed under Companies (Cost Records and Cost Audit) Rules, 2014 and hence this clause is not applicable.
- vii. According to information and explanations given to us, in respect of statutory dues:
  - (a) The Company is generally regular in depositing undisputed statutory dues except for few delays observed viz., Goods and Services Tax, Provident Fund, Employee’s State Insurance, Profession tax, Tax Deducted at Source and any other material statutory dues applicable to it to the appropriate authorities. Instances of such delays which are outstanding for a period of more than six months from the last day of the financial year are as follows.

\*Employee’s Provident Fund, Employee State Insurance and Tax on employment are neither deducted from the eligible employees nor contributed by the company for the year ended 31.03.2021 amounting Rs.2,26,213, Rs.37,037 and Rs.69,900 respectively.

Name of the Statute	Nature of dues	Amount in Rs.	Period to which it relates	Due Date	Date of Payment
Income Tax Act, 1961	TDS defaults (including short deductions, short payments and corresponding interest and late fees)	5,57,314	Various years	-	-

\* The above liability does not include applicable interest, penalty if any.

- (b) There is no disputed statutory dues which have not been deposited as on March 31, 2022.
- viii. According to the information and explanation given to us, there were no transactions that were not recorded in books was surrendered or disclosed as income during the year in the tax assessments under Income Tax Act 1961.
- (a) According to the information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanation given to us, the Company has not been declared as a wilful defaulter by any bank or financial institutions or any other lender.
- (c) According to the information and explanation given to us, no term loan was obtained by the Company during the year. Hence, we have nothing to report on the utilization of such loans under this clause.
- (d) According to the information and explanation given to us, no short-term loans were raised during the year. Hence, we have nothing to report under this clause.
- (e) According to the information and explanation given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Hence, we have nothing to report under this clause.
- (f) According to the information and explanation given to us, the Company has not raised any loans during the year on pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, we have nothing to report under this clause.
- ix. (a) According to the information and explanation given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. Hence, we have nothing to report under this clause.
- (b) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence, we have nothing to report under this clause.
- x. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or any fraud on the Company has been noticed or reported during the year.
- (b) According to the information and explanation given to us, no report under sub-section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with Central Government.
- (c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.
- xi. According to the information and explanations given to us, the Company is not a Nidhi Company. Hence, we have nothing to report under this clause.
- xii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 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 standalone financial statements as required by the applicable accounting standards.
- xiii. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company did not conduct internal audit during the year.

- (b) We have not considered the internal audit reports of the Company issued till date for the period under audit.
- xiv. 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 to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xv. (a) & (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934. Hence, we have nothing to report under this clause.
- (c) & (d) In our opinion, according to the information, representation and explanations given to us, the Company is not a Core Investment Company as per the definition contained in the Core Investment Company (Reserve Bank) Directions 2016. Hence, we have nothing to report under this clause.
- xvi. The Company has not incurred cash losses in the financial year but has incurred cash loss of Rs 157.34 lakhs in the immediately preceding financial year.
- xvii. There has been no resignation of the statutory auditors during the year. Hence, we have nothing to report under this clause.
- xviii. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payments of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xix. According to the information and explanation given to us and based on our examination of the books of accounts, there is no unspent amount under Section 135(5) of the Companies Act 2013. Hence, we have nothing to report under this clause.

**For RAY & RAY**

**Chartered Accountants**

Firm's Registration Number: 301072E

Sd/-

**CA. V RAMAN**

**Partner**

**Membership No. 019839**

**Place : Chennai**

**Date : 27-07-2022**

**UDIN : 22019839ANSSVI3679**

**SDC TECHMEDIA LIMITED**  
**CIN: L72900TN2008PLC067982**  
**BALANCE SHEET AS AT MARCH 31, 2022**

(Rs. in Lakhs)

PARTICULARS	Note	As at March 31, 2022	As at March 31, 2021
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Equity Share Capital	2	649.25	649.25
(b) Reserves and Surplus	3	(198.72)	(59.13)
<b>Total Equity</b>		<b>450.53</b>	<b>590.12</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Long Term Borrowings	4	1789.78	2126.41
(b) Other Long Term Liabilities	5	805.50	790.50
(c) Deferred tax Liability	6	-	-
(d) Long Term Provisions	7	-	-
<b>Total Non-Current Liabilities</b>		<b>2595.28</b>	<b>2916.92</b>
<b>Current Liabilities</b>			
a) Trade Payables	8	43.78	92.21
b) Other Current Liabilities	9	84.76	124.11
c) Short term provisions	10	2.32	0.68
<b>Total Current Liabilities</b>		<b>130.86</b>	<b>216.99</b>
<b>Total Equity and Liabilities</b>		<b>3176.68</b>	<b>3724.03</b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
a) Property, Plant and Equipment			
i) Tangible Assets	11	1956.49	2201.80
ii) Intangible Assets	11	4.17	0.74
b) Non-Current Investments	12	-	575.51
c) Long Term Loans and Advances	13	-	33.09
d) Deferred Tax Assets	6	1.10	44.40
e) Other Non-Current Assets		-	-
<b>Total Non Current Assets</b>		<b>1961.76</b>	<b>2855.53</b>
<b>Current Assets</b>			
(a) Inventories	14	13.83	5.65
(b) Trade Receivables	15	658.18	498.26
(c) Cash and Cash Equivalents	16	56.82	22.20
(d) Other Current Assets	17	486.09	342.38
<b>Total Current Assets</b>		<b>1214.92</b>	<b>868.50</b>
<b>Total Assets</b>		<b>3176.68</b>	<b>3724.03</b>
<b>The accompanying notes nos 1 to 47 are an integral part of these financial statements.</b>			

This is the Balance Sheet referred to in our report of even date.

For RAY & RAY

FOR AND ON BEHALF OF THE BOARD

Chartered Accountants

Firm Registration No. 301072E

Sd/-

V. Raman

Partner

Membership No. 019839

Sd/-

FAYAZ USMAN FAHEED

Managing Director

(DIN:00252610)

Sd/-

SAMIA FAHEED

Director

(DIN: 02967081)

UDIN : 22019839ANSSVI3679

Place : Chennai

Date : 27-07-2022

Sd/-

K HEMALATHA

CFO

(PAN: AERPH0005F)

Sd/-

CHANDRAMOULI BANERJEE

Company Secretary

(PAN: AFPPB2091C)



**SDC TECHMEDIA LIMITED**  
**CIN: L72900TN2008PLC067982**  
**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2022**

<b>(Rs. In Lakhs)</b>			
PARTICULARS	Note	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Income</b>			
Revenue from Operations	18	461.06	173.12
Other Income	19	3.53	12.77
<b>Total Income</b>		<b>464.59</b>	<b>185.89</b>
<b>Expenses</b>			
Purchase of Stock in trade	20	65.74	0.53
Changes in Inventories of Stock in trade	21	(8.18)	6.12
Employee benefit expenses	22	172.57	64.57
Finance Cost	23	5.13	8.41
Depreciation and Amortisation Expenses	24	256.41	287.68
Other Expenses	25	69.19	263.60
<b>Total Expenses</b>		<b>560.87</b>	<b>630.91</b>
<b>Profit/(Loss) Before Exceptional Items and Tax</b>		<b>(96.28)</b>	<b>(445.02)</b>
Exceptional Items		-	-
<b>Profit/(Loss) Before Tax</b>		<b>(96.28)</b>	<b>(445.02)</b>
<b>Tax Expense</b>			
- Current Tax		-	-
- Deferred Tax	6	43.30	(133.12)
<b>Total Tax Expenses</b>		<b>43.30</b>	<b>(133.12)</b>
<b>Profit/(Loss) for the year</b>		<b>(139.58)</b>	<b>(311.91)</b>
<b>Other Comprehensive Income</b>			
i) Items that will not be reclassified to profit or loss		-	-
ii) Items that will be reclassified to profit or loss		-	-
<b>Other Comprehensive Income/(loss) for the year, net of tax</b>			
<b>Total Comprehensive Income/(loss) for the year</b>		<b>(139.58)</b>	<b>(311.91)</b>
<b>Earnings/(Loss) Per Equity Share</b> (Face Value Rs. 10/- Per Share)			
Basic		(2.15)	(4.80)
Diluted		(2.15)	(4.80)
<b>The accompanying notes nos 1 to 47 are an integral part of these financial statements.</b>			

This is the Statement of Profit & Loss referred to in our Report of even date.

For RAY & RAY  
Chartered Accountants  
Firm Registration No. 301072E

FOR AND ON BEHALF OF THE BOARD

Sd/-  
V. Raman  
Partner  
Membership No. 019839

Sd/-  
FAYAZ USMAN FAHEED  
Managing Director  
(DIN:00252610)

Sd/-  
SAMIA FAHEED  
Director  
(DIN: 02967081)

UDIN : 22019839ANSSVI3679  
Place : Chennai  
Date : 27-07-2022

Sd/-  
K HEMALATHA  
CFO  
(PAN: AERPH0005F)

Sd/-  
CHANDRAMOULI BANERJEE  
Company Secretary  
(PAN: AFPPB2091C)

**SDC TECHMEDIA LIMITED**  
**CIN: L72900TN2008PLC067982**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022**

(Rs. In Lakhs)

Particulars	March 31, 2022	March 31, 2021
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before Tax for the year	(96.28)	(445.02)
<b>Adjustments for :</b>		
Depreciation and Amortisation Expenses	256.41	287.68
Deferred Tax Expenses	0.00	0.00
Bad Debts & Sundry balances written off	0.10	94.75
Interest on borrowings	5.13	8.41
Liabilities no longer required written back	(3.21)	(12.77)
Interest Income	0.00	0.00
<b>Changes in operating assets/Liabilities</b>	<b>162.15</b>	<b>(66.96)</b>
Decrease/(Increase) in Inventories	(8.18)	6.12
Decrease/(Increase) in Trade Receivables	(160.01)	(38.96)
Decrease/(Increase) in Current Tax Assets	0.00	0.00
Decrease/(Increase) in Other Current Assets	(143.70)	61.07
Increase/(Decrease) in Trade payables	(45.21)	(38.22)
Increase/(Decrease) in other Current Liabilities	(31.98)	12.57
Increase/(Decrease) in Provisions	1.64	0.68
<b>Cash Generated From Operations</b>	<b>(225.29)</b>	<b>(63.71)</b>
Income Tax paid	0.00	0.00
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>(225.29)</b>	<b>(63.71)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Income	0.00	0.00
Sale of Investment	608.60	0.00
Payments for Purchase of Property, Plant and Equipment	(14.55)	(98.88)
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>	<b>594.05</b>	<b>(98.88)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/(Decrease) in other financial Liabilities	15.00	30.24
Increase/(Decrease) in Borrowings	(344.00)	156.87
Interest on borrowings	(5.13)	(8.41)
<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b>(334.13)</b>	<b>178.70</b>
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	34.62	16.11
Cash and Cash Equivalents at the beginning of the year	22.20	6.09
Cash and Cash Equivalents at the end of the year	<b>56.82</b>	<b>22.20</b>

**Notes:**

- The above cash flow statement has been prepared under Indirect method set out in the AS 3 - Cash flow statement.
- Previous year's figures have been regrouped/rearranged where considered necessary.

**This is the Cash Flow Statement referred to in our report of even date.**

For RAY &amp; RAY

Chartered Accountants

Firm Registration No. 301072E

Sd/-

V. Raman

Partner

Membership No. 019839

FOR AND ON BEHALF OF THE BOARD

Sd/-

FAYAZ USMAN FAHEED

Managing Director

(DIN:00252610)

Sd/-

SAMIA FAHEED

Director

(DIN: 02967081)

Sd/-

K HEMALATHA

CFO

(PAN: AERPH0005F)

Sd/-

CHANDRAMOULI BANERJEE

Company Secretary

(PAN: AFPPB2091C)

UDIN : 22019839ANSSVI3679

Place : Chennai

Date : 27-07-2022

**Notes to the financial statements as at and for the year ended March 31, 2022****Significant Accounting Policies****1 Corporate Information**

SDC Techmedia Limited (formerly known as Onesource Techmedia Limited) ("the company") was incorporated on May 30, 2008 under the Companies Act, 1956 having its registered office at Chennai. The company is engaged in the media and entertainment sector.

**Significant Accounting Policies**

This note provides a list of the significant accounting policies adopted in the preparation of the financial statements. These policies have been consistently applied to all the years presented unless otherwise stated.

**Basis of Preparation of Financial Statements****(a) Statement of compliance**

These Financial Statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian Rupees rounded off to the nearest rupee. All income and expenditure having a material bearing on the Financial Statements are recognized on accrual basis.

**(b) Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the accrual results and the estimates are recognized in the periods in which the results are known / materialize.

**(c) Operating Cycle**

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**(d) Functional and Presentation currency**

The Financial statements are presented in Indian Rupees, which is the functional currency of company and the currency of the primary economic environment in which the company operates.

**(e) Revenue Recognition****Revenue from Services**

**Timing of recognition:** Revenue from Services is recognised in the accounting period in which the services are rendered. For fixed price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided (percentage of completion method).

**Measurement of revenue:** Estimates of revenues, cost or extent of progress towards completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known to the management.

**Dividend and Interest Income**

a) Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably).

b) Interest income from a financial asset is recognised 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 principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**(f) Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

**Current tax**

Income tax expense comprises of current tax and deferred tax charge or credit. Current Tax is determined based on the taxable income computed in accordance with the provisions of Income Tax Act, 1961.

**Deferred tax**

Deferred Tax Assets and Liabilities are recognised for the future tax consequences of timing differences between the book profit and tax profit. While deferred tax liabilities are recognised immediately, deferred tax assets are recognised only if there is virtual certainty of taxable profits in the future.

**(g) Impairment of assets**

The Company assesses at each Balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. An asset's recoverable amount is the higher of an asset's or cash generating unit's net selling price and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows from continuing use that are largely independent of those from other assets or group of assets. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the Statement of Profit and Loss.

**(h) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts (if any).

**(i) Investments**

Investments that are readily realizable and are intended to be held for not more than one year from the date on which the investments are made, are classified as Current Investments. All other Investments are classified as Long Term Investments.

Current Investments are stated at lower of cost and fair value. Long Term Investments are carried at cost, after providing for any diminution in value, if such diminution is other than temporary in nature.

**(j) Property Plant and Equipment**

- (i) Fixed assets are stated at cost less accumulated depreciation. Cost includes non refundable taxes, duties and other incidental expenses related to acquisition and installation.
- (ii) The carrying value of fixed assets, both tangible and intangible, is reviewed at each Balance Sheet date and impairment is provided for, if the carrying value of an asset exceeds its recoverable amount.
- (iii) Fixed Assets are physically verified in every year.

**(k) Depreciation and Amortisation methods, estimated useful lives and residual value**

The Company has aligned the useful life of its fixed assets with those specified in Part C of Schedule II to the Companies Act, 2013 wherever the useful lives of assets are determined. The useful lives of the asset are detailed as under:

<b>Assets</b>	<b>Useful Life</b>
Motor car	8 Years
Plant and machinery	13 Years
Computers	3 Years
Furniture & Fittings	10 Years
Electrical Equipment	10 Years
Computer softwares	6 Years
Computer	3 Years

**(l) Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognized when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Contingent liabilities, if material, are disclosed by way of notes to accounts. Contingent assets are not recognized or disclosed in the financial statements.

**(m) Employee Benefits****Short term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet

Contribution towards Superannuation Fund, Pension Fund, government administered Provident Fund and Employee State Insurance Scheme are treated as Defined Contributions Schemes. In respect of contributions made to Superannuation Fund, Pension Fund, government administered Provident Fund and Employee State Insurance Scheme, the Company has no further obligations beyond its monthly/yearly contributions. Such Contributions are recognized as expense in the period in which the employee renders related service.

**(n) Contributed Equity**

Equity shares are classified as equity

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds

**(o) Operating leases**

Lease where the lessor effectively retains substantially all the risks and rewards of ownership over the lease term are classified as operating lease. Lease rental income / expenses in respect of operating leases is recognized in accordance with the Accounting Standard on "Leases" (AS 19)

**(p) Inventory**

Inventories are valued at the lower of cost and net realizable value.

- Cost of projector components, stores and spares are ascertained on First in First Out (FIFO) basis.
- Cost of finished goods comprises of purchase and other costs incurred in bringing the inventories to their present location and condition

**(q) Earnings per share**

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

**(r) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Managing Director of the Company has been identified as being the chief operating decision maker. Based on the internal reporting to the Chief operating decision maker, the Company has identified that the Company has only one segment (media and entertainment services) and accordingly there are no other reportable segments.

**(s) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs and decimals thereof as per the requirements of Schedule III, unless otherwise stated.

<b>Equity share capital and Other equity</b>		<b>(Rs. in Lakhs)</b>	
<b>Equity Share Capital</b>	<b>Number</b>	<b>Amount</b>	
<b>Authorised Equity share capital</b>			
As at April 1, 2020	75,00,000	750.00	
Increase during the year	-	0.00	
<b>As at March 31, 2021</b>	<b>75,00,000</b>	<b>750.00</b>	
Increase during the year	5,00,000	50.00	
<b>As at March 31, 2022</b>	<b>80,00,000</b>	<b>800.00</b>	

<b>Issued, Subscribed and fully Paid up share capital</b>		
As at April 1, 2020	64,92,500	649.25
Increase during the year	-	-
<b>As at March 31, 2021</b>	<b>64,92,500</b>	<b>649.25</b>
Increase during the year	-	-
<b>As at March 31, 2022</b>	<b>64,92,500</b>	<b>649.25</b>

<b>Movements in equity share capital</b>	<b>Number</b>	<b>Amount</b>
As at March 31, 2021	64,92,500	649.25
Changes during the year	-	-
<b>As at March 31, 2022</b>	<b>64,92,500</b>	<b>649.25</b>

**Terms and rights attached to equity shares**

**Equity Shares:** The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. Repayment of capital on liquidation will be in proportion to the number of equity shares held.

<b>Details of shareholders holding more than 5% shares in the company</b>				
<b>Particulars</b>	<b>As at March 31, 2022</b>		<b>As at March 31, 2021</b>	
	<b>No. of Shares</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>
Mr. Jose Charles Martin	39,00,000	60.07%	43,00,000	66.23%
Mr. Usman Faheed	9,61,200	14.80%	16,41,200	25.28%

In terms of provision of Rule 19A(2) of Securities Contracts (Regulation) Rules 1957, the Company has to maintain public shareholding minimum of 25%. The Company and its Promoters have complied with the same only w.e.f. 25th February, 2022.

**Shares held by promoters and promoter group at the end of the year:**

<b>Particulars</b>	<b>As at 31st March 2022</b>		<b>As at 31st March 2021</b>		<b>% change during the year</b>
	<b>No of shares</b>	<b>% of total shares</b>	<b>No of shares</b>	<b>% of total shares</b>	
Promoters					
Mr. Jose Charles Martin	39,00,000	60.07%	43,00,000	66.23%	(6.16)
Mr. Usman Faheed	9,61,200	14.80%	16,41,200	25.28%	(10.48)
<b>Total</b>	<b>48,61,200</b>	<b>74.87%</b>	<b>59,41,200</b>	<b>91.51%</b>	<b>(16.64)</b>

(Rs in Lakhs)

3	Reserves and Surplus	As at March 31,2022	As at March 31,2021
	Share Premium Reserve	250.75	250.75
	Retained Earnings	(449.47)	(309.88)
	<b>Total</b>	<b>(198.72)</b>	<b>(59.13)</b>
	<b>Breakup of Reserves and Surplus</b>		
	<b>Share Premium Reserve</b>		
	Opening balance	250.75	250.75
	Add: Additions during the year	0.00	0.00
	<b>Closing Balance</b>	<b>250.75</b>	<b>250.75</b>
	<b>Retained Earnings</b>		
	Opening balance	(309.88)	2.02
	Add: Profit / (Loss) for the year	(139.58)	(311.91)
	<b>Closing Balance</b>	<b>(449.47)</b>	<b>(309.88)</b>
	<b>Reserves and Surplus</b>	<b>(198.72)</b>	<b>(59.13)</b>

**Share Premium Reserve:**

**This represents the premium collected on issue of shares as under;**

1. During FY 2010-2011 vide allotment dated 31.03.2011 for allotment of 47,500 Equity Shares of Rs. 10/- issued at a premium of Rs. 990/- amounting to Share Premium of Rs. 4,70,25,000/-
2. During FY 2011-2012 the Securities Premium Account was capitalized via issue of 29,95,000 Equity shares of Rs. 10/- each as Bonus and consequently upon the said issue the Securities Premium Account was reduced from Rs. 4,70,25,000/- to Rs. 1,70,75,000/-
3. During FY 2012-2013 vide allotment dated 10.06.2013 for allotment of 20,00,000 Equity Shares of Rs. 10/- issued at a premium of Rs. 14/- amounting to Share Premium of Rs. 80,00,000/-

**Retained Earnings:**

This represents the amount of accumulated earnings of the Company.

4	Long Term Borrowings	As at March 31,2022	As at March 31,2021
	<b>Unsecured</b>		
	i) Loans from Director *	3.18	201.82
	<b>Secured</b>		
	i) Vehicle loans from Bank and FI **	16.60	15.09
	ii) Working Capital Loan***	1770.00	1909.50
	<b>Total</b>	<b>1789.78</b>	<b>2126.41</b>
	* Interest free loan from director for working capital requirement, payable after 5 years subject to availability of cashflow.		
	** a) Vehicle loan taken from Axis bank for Brezza 9.76% interest p.a., repayable by Feb2022- Fully paid during FY 21-22		
	b) Vehicle loan taken from Sriram Transport for Ford endeavour 9.76% interest p.a., repayable by May2023,		
	c) Vehicle loan taken from HDFC bank for BMW 10.26% interest p.a., repayable by Apr2022,		
	d) Vehicle loan taken from Axis bank for Innova 10.15% interest p.a., repayable by Sep2021.		

<p>*** Working capital loan from Martin Happy Homes Private Limietd towards working capital requirement at the rate of 12%p.a., payable in 60 equated monthly installments and charge created on all fixed and current assets of the company. Since no repayment schedule was agreed between the parties, this is considered as non-current borrowing. The Company has received a waiver on interest on this loan by the lender for FY 21-22 and a confirmation for the same has been received as on the date of signing of these financial statements. Hence, no interest on loan has been provided in the books.</p>				
5	<b>Other Long Term Liabilities</b>	<b>As at March 31,2022</b>	<b>As at March 31,2021</b>	
	Deposits Received	805.50	790.50	
	<b>Total</b>	<b>805.50</b>	<b>790.50</b>	
6	<b>Deferred Tax Liability/ (Asset)</b>	<b>As at March 31,2022</b>	<b>As at March 31,2021</b>	
	Opening balance of Deferred Tax Liability/ (Asset)	(44.40)	88.72	
	Add: Timing difference between depreciation / amortisation as per financials and depreciation as per tax	43.30	(133.12)	
	<b>Total</b>	<b>(1.10)</b>	<b>(44.40)</b>	
7	<b>Long Term Provisions</b>	<b>As at March 31,2022</b>	<b>As at March 31,2021</b>	
	Provision for Gratuity*	-	-	
	<b>Total</b>	-	-	
<p>* The company does not have a defined benefit plan on gratuity and provision for gratuity is not made as the temporary employees engaged by the company are not likely to continue in employment beyond 5 years.</p>				
8	<b>Current Liabilities</b>	<b>As at March 31,2022</b>	<b>As at March 31,2021</b>	
	<b>Trade Payables</b>			
	Other trade payable*	25.21	71.25	
	Employee related payables *	18.58	20.96	
	<b>Total</b>	<b>43.78</b>	<b>92.21</b>	
<p>There are no dues to enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 which is on the basis of such parties having been identified by the management and relied upon by the auditors.</p>				
9	<b>Other Current Liabilities</b>	<b>As at March 31,2022</b>	<b>As at March 31,2021</b>	
	Current maturities of long term debt	0.00	44.95	
	Statutory tax Payables	9.86	5.80	
	Audit Fee Payable	5.00	5.00	
	Provision for Income tax	45.25	45.25	
	EPF & ESI Payable *	1.37	0.08	
	Advance from customers #	23.29	23.04	
	<b>Total</b>	<b>84.76</b>	<b>124.11</b>	
	<p>* As a operation of the company during the FY 20-21 was negligible on account of closure of cinema theatres during Pandemic this year, the company did not have adequate resources to provide / pay for Employees Provident Fund, Employees State Insurance and Tax on Profession dues amounting to Rs.2,26,213, Rs.37,037 and Rs.69,900 respectively which does not include any interest and penal charges. During FY 21-22, the Company has not deducted or paid profession tax amounting to Rs 80,934 # Confirmation of balance is awaited</p>			
	10	<b>Short Term Provisions</b>	<b>As at March 31,2022</b>	<b>As at March 31,2021</b>
Provision for Bonus		2.32	0.68	
<b>Total</b>		<b>2.32</b>	<b>0.68</b>	



<b>Note: 11 Property, Plant and equipment and Other Intangible Assets</b>							<b>(Rs. In Lakhs)</b>	
<b>Particulars</b>	<b>Property, Plant and Equipment</b>						<b>Intangi ble Assets</b>	<b>Total</b>
	<b>Plant and Machin ery</b>	<b>Motor Cars</b>	<b>Moto r Cycle</b>	<b>Comp uters</b>	<b>Furnit ure &amp; Fitting s</b>	<b>Electric al Installa tions and Equipm ent</b>	<b>Comput er Softwar e</b>	
<b>Opening Gross carrying amount as on April 1, 2021</b>								
Opening gross carrying amount as at April 1, 2021	3012.74	216.29	2.89	110.28	57.50	7.42	10.85	3417.98
Additions	1.74	0.00	0.00	8.71	0.00	0.00	4.10	14.55
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Closing gross carrying amount as on March 31, 2022</b>	<b>3014.48</b>	<b>216.29</b>	<b>2.89</b>	<b>118.99</b>	<b>57.50</b>	<b>7.42</b>	<b>14.95</b>	<b>3432.52</b>
<b>Accumulated depreciation</b>								
Opening accumulated depreciation as on April 1, 2021	925.94	146.54	1.49	102.98	25.48	2.90	10.11	1215.44
Depreciation charge during the year	224.42	18.59	0.20	6.85	5.01	0.67	0.66	256.41
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Closing accumulated depreciation as on March 31, 2022</b>	<b>1150.36</b>	<b>165.13</b>	<b>1.69</b>	<b>109.84</b>	<b>30.50</b>	<b>3.57</b>	<b>10.78</b>	<b>1471.86</b>
<b>Net Carrying amount as on March 31, 2022</b>	<b>1864.12</b>	<b>51.16</b>	<b>1.20</b>	<b>9.15</b>	<b>27.01</b>	<b>3.85</b>	<b>4.17</b>	<b>1960.66</b>
<b>Gross Carrying amount</b>								
Opening gross carrying amount as at April 1, 2020	2916.14	216.29	2.89	107.99	57.50	7.42	10.85	3319.09
Additions	96.60			2.28				98.88
Disposals								0.00
<b>Closing gross carrying amount as on March 31, 2021</b>	<b>3012.74</b>	<b>216.29</b>	<b>2.89</b>	<b>110.28</b>	<b>57.50</b>	<b>7.42</b>	<b>10.85</b>	<b>3417.98</b>
<b>Accumulated depreciation</b>								
Opening accumulated depreciation as on April 1, 2020	707.75	110.85	1.40	77.89	20.47	2.28	7.12	927.76
Depreciation charge during the year	218.19	35.69	0.09	25.09	5.01	0.61	2.99	287.68
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Closing accumulated depreciation as on March 31, 2021</b>	<b>925.94</b>	<b>146.54</b>	<b>1.49</b>	<b>102.98</b>	<b>25.48</b>	<b>2.90</b>	<b>10.11</b>	<b>1215.44</b>
<b>Net Carrying amount as on March 31, 2021</b>	<b>2086.80</b>	<b>69.75</b>	<b>1.40</b>	<b>7.29</b>	<b>32.02</b>	<b>4.52</b>	<b>0.74</b>	<b>2202.53</b>

(Rs. In Lakhs)						
12	Non-Current Investments	Face Value	March 31,2022		March 31,2021	
			No	Amount	No	Amount
	i) Non Current Investment <b>Un-Quoted Equity Shares (Fully Paid-Up)</b>					
	a) JMD Sounds Limited	10	-	-	1,81,644	323.51
	b) Shrinivasa Road Ways Private Limited	10	-	-	2,50,000	250.00
	c) Diya Jyoti Steel Private Limited	100	-	-	2,000	2.00
	<b>Total</b>			-		<b>575.51</b>
During the year, the investments held by the Company has been fully sold for Rs 5,75,51,200/- and the remittance against such sale has been fully received during the year.						

13	Long Term Loans and Advances	March 31,2022		March 31,2021	
	<b>Loans</b>				
	Unsecured, Considered good		-		33.09
	<b>Total other Financial Assets</b>		-		<b>33.09</b>
14	<b>Inventories</b> <b>(At lower of cost and net realisable value)</b>				
	Stores and Spares		13.83		5.65
	<b>Total Inventories</b>		<b>13.83</b>		<b>5.65</b>
15	<b>Trade Receivables</b>				
	Unsecured and considered good Trade Receivables*		781.14		621.23
	Less: Provision for doubtful debts		122.97		122.97
	<b>Total Trade Receivables</b>		<b>658.18</b>		<b>498.26</b>
	Current		658.18		498.26
	Non-Current		-		-
	*Confirmation of balances is awaited				
16	<b>Cash and Cash Equivalents</b>				
	Balance with Banks				
	- In Current Account		56.70		22.03
	Cash on hand		0.12		0.17
	<b>Total Cash and Cash Equivalents</b>		<b>56.82</b>		<b>22.20</b>
17	<b>Other Current Assets</b>				
	Prepaid Expenses		0.16		2.18
	Capital Advances#		170.00		65.38
	Less: Provision for doubtful debts		0.00		(25.38)
	Balances with Government Authorities		194.04		252.72
	Advances recoverable in kind or for value to be received#		108.34		36.43
	Staff Advances		13.55		9.05
	Rental Deposits		0		2.00
	<b>Total Other Current Assets</b>		<b>486.09</b>		<b>342.38</b>
	#Confirmation of balances is awaited				

(Rs. In Lakhs)

18	<b>Revenue from Operations</b>	<b>March 31,2022</b>	<b>March 31,2021</b>
	Sale of Products	84.17	32.51
	Sale of Services	376.88	140.61
	<b>Total</b>	<b>461.06</b>	<b>173.12</b>
19	<b>Other Income</b>		
	Fluctuation Income	0.32	0.00
	Liabilities no longer required written back	3.21	12.77
	<b>Total</b>	<b>3.53</b>	<b>12.77</b>
20	<b>Purchases of Stock In Trade</b>		
	Purchase of Lamps	41.33	0.00
	Spares and consumables	24.42	0.53
	<b>Total</b>	<b>65.74</b>	<b>0.53</b>
21	<b>Change in Inventories of Stock in Trade</b>		
	<b>Opening Stock</b>		
	Stock In Trade	5.65	11.77
	<b>Closing Stock</b>		
	Stock In Trade	13.83	5.65
	<b>Total</b>	<b>(8.18)</b>	<b>6.12</b>
22	<b>Employee Benefits Expenses</b>		
	Salaries & Wages	163.25	61.66
	Bonus	1.64	0.68
	Staff Welfare Expenses	7.69	2.24
	<b>Total</b>	<b>172.57</b>	<b>64.57</b>
23	<b>Finance Cost</b>		
	Interest on Term Loan	5.11	8.38
	Interest on other advances	0.02	0.03
	<b>Total</b>	<b>5.13</b>	<b>8.41</b>
24	<b>Depreciation And Amortisation Expenses</b>		
	Depreciation on Tangible Assets	255.75	284.69
	Depreciation on Intangible Assets	0.66	2.99
	<b>Total</b>	<b>256.41</b>	<b>287.68</b>
25	<b>Note- Other Expenses</b>		
	Advertisement & Publicity	0.28	0.49
	<b>Payment to Auditor</b>		
	Statutory Audit Fees	4.00	4.00
	Tax Audit Fees	1.00	1.00
	Bank Charges	0.27	0.41
	Bad Debt & Sundry Balances Written Off	0.10	94.75
	Provision for doubtful debts	0.00	122.97
	Conveyance Expenses	10.12	5.95
	Courier & Postage	0.80	0.51
	Freight & Forwarding Chrges	0.13	0.33
	Office Rent	2.00	0.10
	Printing & Stationery	1.14	0.42
	Legal & Professional Fees	17.69	4.98
	Repairs & Maintenance	5.22	2.51
	Communication Expenses	4.56	6.48
	Travelling & Boarding Charges	5.58	2.42
	Vehicle Maintenance & Insurance	1.99	2.07
	Website and content Booking charges	9.09	2.93

<b>Note- Other Expenses</b>		
Rates and taxes	0.75	9.82
Discount	0.00	0.73
Mobile Expenses and Accessories		0.00
GST Expense	0.04	0.43
Customs Duty/ C&F Expense	0.85	0.00
Miscellaneous expenses	3.59	0.29
<b>Total</b>	<b>69.19</b>	<b>263.60</b>

**26: RELATED PARTY TRANSACTIONS**

Description of Relationship	Names of the Related Parties
<b>Common Directorship</b>	Saraa Media Works Private Limited
	SL Digital Solutions Pvt Ltd, Sri Lanka
<b>Relative of the Managing Director</b>	Mr. Usman Fayaz
	Ms. Amrin Rizwana
<b>Firm of the Managing Director</b>	SDC Cinemas
<b>Key Managerial Personnel</b>	Fayaz Usman Faheed (Managing Director)
	Kanchan Jhawar (CS)
	K. Hemalatha (CFO)

Particulars	March 31,2022	March 31,2021
Remuneration to Mr. Fayaz Usman Faheed (Managing Director)	15.00	2.00
Remuneration to Mr. Usman Fayaz	14.25	1.50
Remuneration to Ms. Kanchan Jhawar	2.64	2.64
Remuneration to Mrs. K. Hemalatha (CFO)	7.76	4.50

Note: Related parties have been identified by the Management.

**B. Details of related party transactions during the year ended 31 March, 2022 and balances outstanding as at 31 March, 2022.**

Particulars	March 31,2022	March 31,2021
<b>M/s.Saraa Media Works Private Limited</b>		
Receivable (Net)	-	73.09
<b>Fayaz Usman Faheed</b>		
Payable (Net)	3.18	201.82
Transaction during the year	198.64	201.82
<b>Amrin Rizwana (Sister of Director)</b>		
Outstanding balance (Net)	-	0.00
Transaction during the year	-	0.00
<b>SDC Cinemas</b>		
Receivable (Net)	41.07	33.64
Deposits (Liability)	21.00	21.00
Transaction during the year	7.43	7.55
<b>SL Digital Solutions Pvt Ltd, Srilanka</b>		
Outstanding balance (Net)	57.93	57.93
Transaction during the year	0.00	-
<b>27: EARNINGS PER SHARE</b>		
Net profit for the year	(139.58)	(311.91)
Weighted average number of equity shares	64.93	64.93
Par value per share	10	10
<b>Earnings per share (EPS)</b>	<b>(2.15)</b>	<b>(4.80)</b>

<b>28: AUDITOR'S REMUNERATION</b>		
Towards Statutory Audit	4	4
Towards Tax Audit	1	1
<b>29 : VALUE OF IMPORTS CALCULATED ON CIF BASIS</b>		
Raw Materials	-	-
Capital Goods	-	-

**30: CONTINGENT LIABILITIES:** NIL

**31: CAPITAL COMMITMENTS:** NIL

**32:** Confirmation of balances/reconciliation of accounts pertaining to trade receivable, advances to customers are pending as at year end. However, the management has adopted those balances in the books of accounts as at year end.

**33: IPO DETAILS:** The Company has raised an IPO during the Financial year 2013-14. The Details are given below:

Issue Open	May 17,2013 - May 21, 2013
Issue Type	Fixed Price Issue IPO
Issue Size	2,000,000 Equity Shares of Rs.10 Each
Issue Size	Rs.280.00 Lakhs
Face Value	Rs.10 per Equity Share
Issue Price	Rs.14 per Equity Share
Market Lot	10,000 Equity Shares
Listing At	BSE - SME

**34: IPO PROCEEDS AND NET PROCEEDS:**

Particulars	Amount
Issue Proceeds	280.00
Less : Issue Related Expenses	46.87
<b>Net Proceeds</b>	<b>233.13</b>

**35. UTILISATION OF THE NET PROCEEDS:**

Particulars	Amount 2021-2022	Amount 2020-2021
Office Infrastructure Development	-	-
Development of contents	0.00	146.12
Deposits for acquisition of contents	5.51	5.51
Brand Building and General Corporate purposes	24.00	24.00
Investment in Shares	0.00	57.50
Purchahse of Fixed Assets (i.e., 4k Projectors)	203.62	0.00

**36:** The Company does not have any pending litigations as on 31st March 2021 which would impact its financial position.

**37:** The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

**38.** There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

**39. Estimation of uncertainties relating to the Global Health Pandemic from COVID-19:**

Due to Covid-19 Pandemic the entire world went in to a state of shock, fear and uncertainty. The Indian Government imposed strict lock down stating 22nd March, 2020 which continued for several months at different State and District level. The Company operates in the segment of leasing of Equipment's to

Theatres/Cinema Hall, advertisement on Theatre Screens and allied activities. During the financial year, the Theatres/Cinema Halls resumed operations from August, 2021. Hence, the Company is expecting to collect revenue from the next financial year.

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, and investments. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has considered the external source of information relating to trade receivables and internal information relating to investments and other assets and related information and economic forecasts. The Company is of the opinion that carrying amount of these assets will be recovered and there is no significant impact on liabilities accrued. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

40. Previous Year Figures have been regrouped and rearranged wherever necessary, to confirm to current year's classification.

#### 41. Trade Payables ageing schedule

Particular	Outstanding for following periods from due date of payment #				
	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	Total as at 31.03.2022
MSME	0.00				0.00
Others	24.70	0.51			25.21
Disputed Dues- MSME	0.00				0.00
Disputed Dues- Others	0.00	0.00			0.00

Particulars	Outstanding for following periods from due date of payment #				
	Less than 1 year	1-2 years	2-3 Years	More than 3 Years	Total as at 31.03.2021
MSME	0.00				0.00
Others	70.75	0.65			71.40
Disputed Dues- MSME	0.00				0.00
Disputed Dues- Others	0.00				0.00

#### 42. Trade Receivables ageing schedule

Particulars	Outstanding for Following periods from due date of Payment as on 31-03-2022					
	Not due	Less than 6 months	6months -1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade Receivables - considered good	-	178.34	52.70	40.30	220.17	166.68
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	122.97	-

Particulars	Outstanding for Following periods from due date of Payment as on 31-03-2021					
	Not due	Less than 6 months	6months -1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade Receivables - considered good	-	109.46	-	238.69	94.78	55.33
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	122.97	-

#### 43. Amendments to Schedule III of the Companies Act, 2013

Ministry of Corporate Affairs (MCA) issued notifications dated 24th March, 2021 to amend Schedule III of the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statements. These amendments are applicable to the Company for the financial year starting from 1st April 2021 and applied to the standalone financial statements.

- Certain additional disclosures to the standalone Statement of Changes in Equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Additional disclosures for shareholding of promoters.
- Additional disclosure for ageing of trade receivables, trade payables, capital work -in -progress.
- Specific disclosures such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in the name of the Company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties tec."

44. The code on Social Security, 2020 (Code) relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India . However, the date on which the Code will come into effect has not been notified and the final rules / interpretation have not yet being issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

#### Additional Regulatory Information:

##### (i) Details of Benami Property held:

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.

##### (ii) Wilful Defaulter

The Company not declared wilful defaulter by any bank or financial institution or other lender.

##### (iii) Relationship with struck of Companies

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

##### iv) Registration of Charges of satisfaction with ROC

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period as applicable

**(v) Undisclosed Income**

During the year, the Company has not surrendered or disclosed any income in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Accordingly, there are no transaction which are not recorded in the books of accounts.

45.

**(vi) Details of Crypto Currency or Virtual Currency**

The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**(vii) Compliance with approved Scheme (s) of Arrangements**

The company has not entered in to any scheme of arrangement which has an accounting impact on current or financial year.

**(viii) Compliance with number of layers of Companies**

The company has complied with the number of layers prescribed under the Companies Act.

**(ix) Utilisation of Borrowed Funds and Share premium thro intermediaries or benefit of third party beneficiaries**

The Company has not advanced or loaned or invested funds to any other person (s) or entity (ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
- b. Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

The company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (Whether recorded in writing or otherwise) that the company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner Whatsoever by or on behalf of the funding party (Ultimate Beneficiaries) or
- b. Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

**46. Ratios Analysis**

Particular	Numera tor	Denominat or	March 31, 2022	March 31, 2021	% Variance	Reason for Variance greater than 25%
Current Ratio	Current Assets	Current Liabilities	9.28	4.00	(131.96)	Due to ongoing pandemic the company had reduced operations which led to reduction in the turnover and consequently decrease in trade receivables and increase current liabilities thus reducing the current ratio
Debt Equity Ratio	Total Debt	Shareholder's Equity	2.76	3.28	15.83	NA



Particular	Numera tor	Denominat or	March 31, 2022	March 31, 2021	% Variance	Reason for Variance greater than 25%
Return on Equity Ratio (%)	Net Profit after taxes	Average Shareholder 's Equity	(0.21)	(0.48)	55.25	Due to ongoing pandemic the company had reduced operations which led to reduction in the turnover
Trade Receivables Ratio	Revenue from operatio ns	Average Trade Receivables	0.80	0.08	(931.28)	Due to ongoing pandemic the company had reduced operations which led to reduction in the turnover and increase in credit cycle thus leading to decrease in trade receivables ratio
Trade Payables Turnover Ratio	Total purchas es	Average Trade payables	0.24	0.00	(21,209.34)	Due to ongoing pandemic the company had reduced operations which led to reduction in the turnover
Net Capital Turnover ratio	Revenue from Operatio ns	Working capital	0.43	0.27	(60.06)	Due to ongoing pandemic the company had reduced operations which led to reduction in the turnover
Net Profit Ratio	Net Profit after tax	Revenue from operation	(0.30)	(1.80)	83.20	Due to ongoing pandemic the company had reduced operations which led to reduction in the turnover thus reducing the net profit ratio
Return on Capital Employed	Earnings before Interest and Tax	Capital Employed	(0.20)	(0.74)	72.66	Due to ongoing pandemic the company had reduced operations which led to reduction in the turnover
Return on investment	Net Profit After taxes	Average Total Assets	(0.01)	(0.02)	49.97	Due to ongoing pandemic the company had reduced operations which led to reduction in the turnover

**47. Significant Events after the reporting year**

There were no significant adjusting events that occurred subsequent to the reporting period other than the events disclosed in the relevant notes.

**For RAY & RAY**  
*Chartered Accountants*  
**Firm Registration No. 301072E**

**Sd/-**  
**V. Raman**  
**Partner**  
**Membership No. 019839**

**UDIN : 2201983ANSSVJ3679**  
**Place : Chennai**  
**Date : 27-07-2022**

**FOR AND ON BEHALF OF THE BOARD**

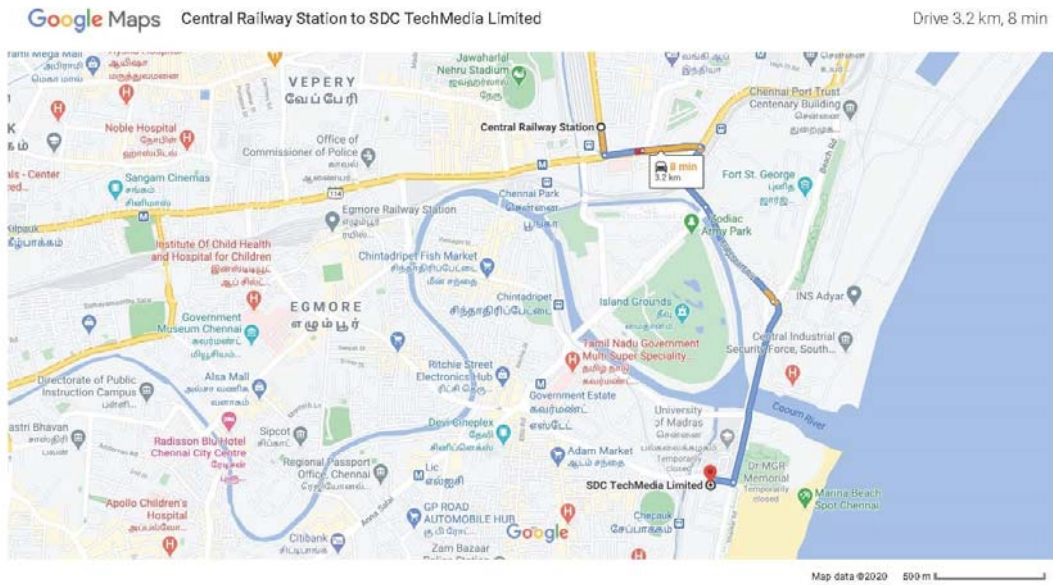
**Sd/-**  
**FAYAZ USMAN FAHEED**  
**Managing Director**  
**(DIN:00252610)**

**Sd/-**  
**K HEMALATHA**  
**CFO**  
**(PAN: AERPH0005F)**

**Sd/-**  
**SAMIA FAHEED**  
**Director**  
**(DIN: 02967081)**

**Sd/-**  
**CHANDRAMOULI BANERJEE**  
**Company Secretary**  
**(PAN: AFPPB2091C)**

# ROUTE MAP TO THE VENUE OF THE AGM



## Central Railway Station

Jutikapuram, Periyamet, Chennai, Tamil Nadu 600003

1. Head south on Chennai - Thiruttani - Renigunta Hwy/Grand Northern Trunk Rd/Wall Tax Rd toward Grand Southern Trunk Rd  
170 m
2. Use any lane to turn left at Sbi onto Grand Southern Trunk Rd  
Pass by Madras Medical College (Rajiv Gandhi General Hospital) (on the left)  
230 m
3. Continue onto General Hospital Rd  
Pass by HEMA DENTAL ENTERPRISES (on the left)  
350 m
4. Use the right 2 lanes to turn right onto Muthuswamy Rd/Muthuswamy Bridge  
450 m
5. Continue onto Flag Staff Rd  
Pass by Oceanic Apparels (p) Ltd. (on the left)  
700 m
6. At the roundabout, take the 2nd exit onto Kamarajar Promenade  
Pass by Mariyappan Recharge And Cool Drinks Shop (on the left)  
1.2 km
7. Turn right at Ganashiga The Mobile World onto Wallajah Rd  
Pass by State Planning Commission (on the left)  
Destination will be on the left  
150 m

## SDC TechMedia Limited

No.33, 1, Wallajah Rd, PWD Estate, Chepauk, Triplicane, Chennai, Tamil Nadu 600002

These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route accordingly. You must obey all signs or notices regarding your route.

**Venue :** 33/1, Wallajah Road, Chepauk, Chennai- 600 002



# SDC Techmedia Limited

CIN : L72900TN2008PLC067982

Reg. Off.: 33/1, Wallajah Road, Chepauk, Chennai: 600 002

(T) (91)- 044-28545757|Web: www.sdctech.in| Email: info@sdctech.in

## **ATTENDANCE SLIP**

(To be presented at the entrance)

**14<sup>TH</sup> ANNUAL GENERAL MEETING ON TUESDAY, 27<sup>TH</sup> DAY OF DECEMBER, 2022 AT 12.30 P.M  
at 33/1, Wallajah Road, Chepauk, Chennai- 600 002**

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member/ proxy holder can attend the Meeting.
2. Member/ proxy holder should bring his / her copy of the Annual report for reference at the Meeting.

# SDC Techmedia Limited

CIN : L72900TN2008PLC067982

Reg. Off.: 33/1, Wallajah Road, Chepauk, Chennai: 600 002

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## **PROXY FORM**

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

Name of the Member : \_\_\_\_\_  
 Registered Address : \_\_\_\_\_  
 Email Id : \_\_\_\_\_  
 Folio No. / Client ID No. : \_\_\_\_\_

I/We, being the member(s) of ..... Share of SDC Techmedia Limited, hereby appoint

1. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_  
 Address : \_\_\_\_\_ Signature : \_\_\_\_\_  
 or failing him  
 2. Name : \_\_\_\_\_ Email Id : \_\_\_\_\_  
 Address : \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 27<sup>th</sup> day of December, 2022 at 12.30 P.M at the 33/1, Wallajah Road, Chepauk, Chennai- 600 002 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

1. Adoption of Financial Statements;
2. Re-Appointment of Mrs. Samia Faheed, Retirement by rotation;

Special Business:

1. Alteration in the Utilization of the Proceeds obtained by way of Fixed Price Issue done via Initial Public Offer

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

<p><i>Affix Revenue Stamp</i></p>
---

Note:

- a) This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b) Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/proxy.



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**If undelivered Return to:**

*SDC Techmedia Limited*  
*33/1, Wallajah Road,*  
*Chepauk,*  
*Chennai – 600 002.*  
*(T): (91) - 044-28545757*