

09th December 2021

To,
DM-Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001



Scrip Code: 535647 (BSE-SME)

Dear Sir/ Madam,

Sub: Submission of Annual Report of the 13th Annual General Meeting for the F. Y. 2020-2021 scheduled to be held on 30th December, 2021 – Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

In pursuance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith the Annual Report of the 13th Annual General Meeting for the F.Y. 2020-2021 to be held on Thursday, 30th December, 2021 at 12.30 P.M at the registered office of the Company situated at 33/1, Wallajah Road, Chepauk, Chennai -600002.

FOR SDC TECHMEDIA LIMITED

FAYAZ USMAN FAHEED
(DIN: 00252610)
MANAGING DIRECTOR

SDC TECHMEDIA LIMITED

Formerly known as Onesource Techmedia Limited

No. 33/1, Wallajah Road, Chepauk, Chennai - 600 002. Tel : +91 44 2854 5757

E-mail : info@sdctech.in customercare@sdctech.in Website : www.sdctech.in

CIN : L72900TN2008PLC067982 An ISO 9001:2015 Certified Company



SDC Techmedia Limited

**Thirteenth Annual Report
2020-2021**

CORPORATE PROFILE

BOARD OF DIRECTORS

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

KEY MANAGERIAL PERSONNEL

Mrs. HEMALATHA	-	Chief Financial Officer
Ms. KANCHAN JHAWAR	-	Company Secretary cum Compliance Officer

STATUTORY AUDITOR

RAY & RAY
F-1, Ram Nivas, 7th 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

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
Email: info@sdctech.in

ANNUAL GENERAL MEETING

Day : Thursday
Date : 30.12.2021
Time : 12.30 P.M
Venue : 33/1, Wallajah Road, Chepauk,
Chennai- 600 002

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NOTICE

NOTICE IS HEREBY GIVEN THAT 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SDC TECHMEDIA LIMITED, WILL BE HELD ON THURSDAY, 30TH DAY OF DECEMBER, 2021 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 31st March, 2021 and the Reports of Board of Directors and Auditors thereon.

Item No. 2: RE-APPOINTMENT OF MRS. SAMIA FAHEED, 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.

Item No.3: APPOINTMENT OF STATUTORY AUDITORS:

“RESOLVED THAT pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as may be applicable, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Ray & Ray, Chartered Accountants (Firm Registration No. 301072E), the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company to hold office of Statutory Auditors of the Company till the conclusion of the 18th Annual General Meeting to be held in the FY 2026-2027 at such remuneration, out-of-pocket, travelling, etc, as may be mutually agreed between the Board of Directors of the Company and the Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is 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.”

SPECIAL BUSINESS:

Item No. 4: RE-APPOINTMENT OF MR. VASUDEVAN SRIDHARAN AS INDEPENDENT DIRECTOR:

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 provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 along with Regulation 16 and 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Mr. Vasudevan Sridharan (DIN: 07487245), who was appointed w.e.f 22nd April, 2021 as an

Independent Director of the company by the Board of Directors at their meeting held on 05th April, 2021 and who is eligible for appointment in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for a second term of five consecutive years, up to 22nd April, 2026.

RESOLVED FURTHER THAT Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper 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 : 04.12.2021
PLACE : CHENNAI**

IMPORTANT NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 stating all material facts and reasons for the proposed resolution is annexed herewith.
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 Friday, 24th December, 2021 to Thursday, 30th December, 2021 (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 13th Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that the 13th Annual Report will also be available on the Company's website 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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the Notice shall also be available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. 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 31st March, 2021.
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 34 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 Rules 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 13th 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 Monday 27th December, 2021 at 09:00 A.M. IST. and ends on Wednesday 29th December, 2021 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. Thursday 23rd December, 2021, 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 Thursday 23rd December, 2021.

(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"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 www.cdslindia.com home page. The

	<p>system will authenticate the user by sending OTP on registered Mobile & 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.</p>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 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	<ol style="list-style-type: none"> 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 evoting@nsdl.co.in 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.
 - (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 and voted on an earlier voting of any company, then your existing password is to be used.
- 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"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.

Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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. • 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).
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- 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 the relevant <Company Name> 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 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.
- 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 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 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 with a copy marked to helpdesk.evoting@cdslindia.com, evoting@cdslindia.com on or before 29th December 2021 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, under help section or write an email to 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, 27th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

17. Scrutiny of the Voting Process:

- a. The Board of directors has appointed M/s. Vishal Garg & Associates, Practising Company Secretaries (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, not later than 48 hours 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 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 : 04.12.2021
PLACE : CHENNAI**

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

Item No. 4:

Mr. Vasudevan Sridharan (DIN: 07487245) is an Independent Director of the Company. He is the Chairman of the "Audit Committee" & "Nomination and Remuneration Committee" of the Board of Directors of our Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, he being eligible and seeks re-appointment/appointment as an Independent Director for a second term of five years.

Mr. Vasudevan Sridharan, aged 58 years, holds a Bachelor's Degree in Commerce He possesses a rich experience of over three decades in the field of Finance and Project Management. As an Independent Director of our Company with corporate acumen he brings value addition to our Company. His contribution to the growth of the Company is incomparable.

Mr. Vasudevan Sridharan does not hold directorships in any company other than M/s. SDC Techmedia Limited.

Mr. Vasudevan Sridharan does not hold any membership/chairmanships in Committees of Board other than that of our Company.

Mr. Vasudevan Sridharan does not hold any equity shares in SDC Techmedia Limited.

Mr. Vasudevan Sridharan during the FY 2021-2022 attended all the Meeting of Board of Directors/Committees.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149 (11) of the Companies Act, 2013 an independent director can hold office for a term up to 5 (five) consecutive years for two consecutive terms on the Board of a company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received from Mr. Vasudevan Sridharan:

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- j. Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and
- k. A declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

He is not related to any of the other Director(s), and KMP(s) of the Company.

The Resolution seeks the approval of members for the appointment of Mr. Vasudevan Sridharan as an Independent Director of the Company up to 22nd April, 2026 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Vasudevan Sridharan, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for appointment of Mr. Vasudevan Sridharan as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Vasudevan Sridharan as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vasudevan Sridharan as an Independent Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

No Director, Key managerial personnel or their relatives, except Mr. Vasudevan Sridharan, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as a Special Resolution.

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

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

**DATE : 04.12.2021
PLACE : CHENNAI**

DIRECTOR'S REPORT

Dear Members,

We are pleased to present the report on our business and operations for the year ended 31st March, 2021.

1. Results of our Operations:

The Company's financial performance for the year ended 31st March, 2021 is summarized below;

(Rs. in Lacs)		
Particulars	FY 2020-2021	FY 2019-2020
Revenue from Operations	173.12	1,021.32
Other Income	12.77	1.55
Total Income	185.89	1,022.87
Total Expenses	630.91	892.82
Profit Before Tax & Extraordinary Items	(445.02)	130.05
Tax Expense		
-Current Tax	-	36.18
-Deferred Tax	(133.12)	38.72
Liability/(Assets)		
Net Profit for the Year	(311.91)	55.15

a. Review of operations and affairs of the Company:

During the year under review, the Company has incurred a Net Loss of Rs. 311.91/- Lacs as compared to Net Profit of Rs. 55.15/- Lacs in previous year. Your Directors are continuously looking for avenues for future growth of the Company in Media and Entertainment Industry.

b. 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. There was a nationwide complete lockdown from 22nd March, 2020 to 20th April, 2020 and thereafter the said nationwide lockdown extended three times cumulatively from 21st April, 2020 to 31st May, 2020 with certain relaxations.

Further the State of Tamil Nadu had imposed a complete lockdown in the city of Chennai from 19th June, 2020 to 05th July, 2020. Further during the year 2020-2021 lockdown was imposed from 10th May, 2021 to 21st 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 Theaters, Cinema Halls & Multiplexes Industry in the State of Tamil Nadu were under lockdown from 25th March, 2020 to 10th November, 2020. Thereafter the Theaters, Cinema Halls & Multiplexes Industry was allowed to reopen with 50% seating

capacity from 11th November, 2020. Subsequently the said Industry was again put under lockdown from 26th April, 2021, which continued till 26th 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 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.

c. Dividend:

Your Directors do not recommend any dividend for the year under review, and has decided to retain the surplus with the company for furthering the growth of the Company.

d. Transfer to Reserves:

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

e. Deposits:

During the year under review, your company has not accepted any deposits from the public within the meaning of section 76 of the Companies Act 2013 and the rules there under. There are no public deposits, which are pending for repayment.

f. Particulars of loans, guarantees or investments:

The Company has neither given any guarantees nor provided any security during the Financial Year under review. Further the details of all the Loans provided and Investments made by the Company are detailed in the Financial Statements of the Company.

g. Particulars of contracts or arrangements made with related parties:

The Company has entered into related party transaction 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>

h. Variation in market Capitalization:

Particulars	As at 31 st March, 2021	As at 31 st March, 2020	Increase / Decrease in %
Market Value per share	7.3	7.3	-
No. of Shares	64,92,500	64,92,500	-
Market Capitalization	4,73,95,250	4,73,95,250	-
EPS	(4.80)	0.85	(664.71)
Price earnings ratio	(1.52)	8.59	(117.71)
Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO			(47.85)

i. 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.

j. 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.

k. 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 31st March, 2021 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:

- Ms. Kanchan Jhawar (Membership No. ACS33633).

iii. Chief Financial Officer:

- Mrs. Hemalatha K

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 & Disclosure Requirements), Regulations, 2015 the compliance of Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) & para C, D, E of Schedule V of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 is not applicable for a company having paid up of 10 Crore or Net-worth of 25 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:

Ms. Kanchan Jhawar 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.

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 Shareholders at the Annual General Meeting of the Company held on 28th December, 2020 approved the following:
 - a. Reappointment Mrs. Samia Faheed who retired by rotation.
- (ii) The Board of Directors at the Board Meeting held on 05th April, 2021:
 - a. Reappointed Mr. Vasudevan Sridharan (DIN 07487245), as the Independent Director of the Company, subject to the approval of the shareholders of the Company.
- (iii) In compliance with the Companies Act, 2013 the following directors are proposed to be appointed as Director/Independent Directors/Executive Director of the Company by the approval of the Share Holders of the Company;
 - a. Reappointment Mrs. Samia Faheed who retires by rotation, has offered herself for reappointment.
 - b. Ratification of the appointment of Mr. Vasudevan Sridharan (DIN 07487245), as the Independent Director of the Company

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. 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	Designation	Category
Mr. Fayaz Usman Faheed	Managing Director	Executive Director
Mrs. Samia Faheed	Director	Non-Executive Director
Mr. Baskaran Sathya Prakash	Director	Independent Director
Mr. Vasudevan Sridharan	Director	Independent Director

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

During the FY 2020-2021, 7 (Seven) meetings of the Board of Directors of the Company were held on 31st July, 2020, 21st August 2020, 12th November 2020, 13th November, 2020, 07th January, 2021 02nd March, 2021 and 30th March, 2021. 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 Directorships in other Public Company *	No. of Chairmanship/ Membership of Board Committees in other Companies#	
	Board Meetings	Last AGM		Chairman	Member
Mr. Fayaz Usman Faheed	7	Yes	-	-	-
Mrs. Samia Faheed	7	Yes	-	-	-
Mr. Baskaran Sathya Prakash	7	Yes	1	-	1
Mr. Vasudevan Sridharan	7	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.

e. 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 31st March, 2021, 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.

f. 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.

g. 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>

h. Board's Committees:

Currently, the Board has two committees: The Audit Committee and The Nomination & Remuneration Committee. All 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
Audit Committee	Mr. Vasudevan Sridharan	Chairman
	Mr. BaskaranSathya Prakash	Member
	Mr. Fayaz Usman Faheed	Member
Nomination and Remuneration Committee	Mr. Vasudevan Sridharan	Chairman
	Mr. BaskaranSathya Prakash	Member
	Mrs. SamiaFaheed	Member

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

During the financial year under review, The Audit Committee Meetings were held 5 times a year viz., 31st July, 2020, 21st August, 2020, 12th November, 2020, 07th January, 2021 and 30th March, 2021 and the attendance of the members at the Audit Committee Meetings was as follows:

Name of the Director	Attendance Particulars	
	Meeting Held during his/her tenure	Meeting Attended during his/her tenure
Mr. Vasudevan Sridharan	5	5
Mr. Baskaran Sathya Prakash	5	5
Mr. Fayaz Usman Faheed	5	5

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

During the financial year under review, The Nomination and Remuneration Committee Meetings was held once during the year viz., 12th November, 2020 and the attendance of the members at the Nomination and Remuneration Committee meeting was as follows:

Name of the Director	Attendance Particulars	
	Meeting Held during his/her tenure	Meeting Attended during his/her tenure
Mr. Vasudevan Sridharan	1	1
Mr. Baskaran Sathya Prakash	1	1
Mrs. Samia Faheed	1	1

i. Board Evaluation:

The board of directors has 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.

j. 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 2020-2021 as well as for FY 2021-22 in terms of listing agreement entered with the said Stock Exchange.

k. 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:**

The company had appointed M/s. P. Shanmugaraj & Co., Chartered Accountants as Statutory Auditor of the Company at the 10th Annual General Meeting held on 27th September, 2018 to hold office from the conclusion of the 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting.

M/s. P. Shanmugaraj & Co., Chartered Accountants (Firm Reg. No. 010222S) tendered their resignation dated 07th January, 2021 stating their unwillingness to continue as the Statutory Auditor of the company with immediate effect.

Subsequently in compliance with Section 139 (8) of Companies Act 2013 and on the recommendation of the Audit Committee, M/s. Ray & Ray, Chartered Accountants (Firm Registration No. 301072E) were appointed by the Board of Directors of the Company as the Statutory Auditors of the Company to hold office from 07th January, 2021 till the conclusion of the ensuing 13th Annual General Meeting of the Company to be held in calendar year 2021. The said appointment was subsequently approved/ratified by the Shareholders of the Company vide declaration of Postal Ballot Results on 05th April, 2021.

Now, Board of Directors of your Company in compliance with the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as may be applicable, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee has proposed the appointment of M/s. Ray & Ray, Chartered Accountants (Firm Registration No. 301072E), the retiring Auditors, as Statutory Auditors of the Company to hold office of Statutory Auditors of the Company till the conclusion of the 18th Annual General Meeting to be held in the FY 2026-2027

b. Secretarial Auditors:

The Board of Directors had appointed **M/s. Jain Sonesh & Associates**, (Membership No: F9627; COP: 11865) to carry out Secretarial Audit under the provisions of Section 204 of the Act for the financial year 2020-2021. The Secretarial Audit Report for the FY 2020-2021 is appended as **Annexure V** to this report

c. 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 investments made in shares of various companies. We were unable to verify the said investments due to non-availability of the share certificates endorsed in the name of the Company. Hence, we are unable to comment on the existence or otherwise of the said investment at the reporting date.*

The Board with respect to the above mentioned qualification herewith submits that the Company is in possession of the share certificates along with duly executed share transfer forms. However, the same is misplaced in the record room of the company. The company is taking efforts to relocate the same and produce the same to the Auditors.

- 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 30.03.2021.

Due to pandemic and closure of theatres for a substantial period, 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 has not granted any loan during the year to the parties covered in the register maintained under section 189 of the Act, but the loan and advances was granted in earlier years and outstanding as at the end of the current year which is outstanding and overdue for more than 90 days amounting to Rs.98,46,500/-*

The Board with respect to the above mentioned observation herewith submits that due to the ongoing pandemic there has been certain delay in recovering the said dues. The Company is in the process of recovering the said dues during the FY 2021-22.

- f. *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 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 (delayed due to lockdown)	TDS	8,27,049	2019-20	30/04/2020	24/12/2020
Income Tax Act, 1961	TDS	4,562	Jul'20	07/08/2020	09/07/2021
Income Tax Act, 1961	TDS defaults	4,60,109	Various years	-	-

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

The Board with respect to the above mentioned observation herewith submits that as the operation of the company during the financial year under review was negligible on account of closure of cinema theatres, the company did not have adequate resources to provide / pay for Employee's Provident Fund, Employee State Insurance and Tax on employment. Further the 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.

- g. According to the information and explanations given to us, the Company has taken loan in earlier years from bank and related parties but there are certain delays / default in repayment of such loans or borrowings to financial institutions, banks during the year.

Particulars	Amount of default as at the balance sheet date	Period of default	Remarks if any
Car loan from Sriram Transport Finance Company Limited	1,46,252	Feb 2021 & Mar 2021	Paid subsequently on 30.06.2021
Car loan from HDFC Bank	3,18,539	Mar 2021	Paid subsequently on 30.04.2021

The Board with respect to the above mentioned observation herewith submits that the said delay were on account of Pandemic.

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

- a. The Company has appointed a Firm of Auditors who has/have subjected themselves to peer review process and holds a valid certificate issued by Peer Review Board of Institute of Chartered Accountants of India as stipulated under Regulation 33 (1)(d) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 only w.e.f., 07.01.2021.

The Board with respect to the above mentioned qualification herewith submits that the observation of the Auditor is self-explanatory. The Company has complied with Regulation 33(1)(d) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 w.e.f., 07.01.2021.

- b. *The Company as on the date of this report is non-compliant with the Provisions of Rule 19 A (2) of Securities Contracts (Regulation) Rules, 1957 w.r.t. maintenance of minimum public shareholding of 25%.*

The Board with respect to the above mentioned qualification herewith submits that the Company and its Promoters are in the Process of implementing Offer for Sale for arriving to the minimum public shareholding of 25%.

d. 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.

e. 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.

f. 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.

g. 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>

h. 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>

5. 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>

6. 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 is not applicable to the company.

a. Particulars on conservation of energy, research and development, technology absorption and foreign exchange earnings and outgo:**(i) Energy Conservation:**

Conservation of energy continues to receive increased emphasis and steps are being taken to reduce the consumption of energy at all levels. The Company has taken steps to conserve energy in its office use, consequent to which energy consumption had been minimized. No additional Proposals/ Investments were made to conserve energy. Since the Company has not carried on industrial activities, disclosure regarding impact of measures on cost of production of goods, total energy consumption, etc, is not applicable.

(ii) Foreign Exchange Earnings and Outgo:

Particulars	2021	2020
Earnings	-	57,93,077.00
Expenditure	-	9,82,058.00

(iii) Research and Development & Technology Absorption:

The Company has not adopted any technology for its business and hence no reporting is required to be furnished under this heading. The Company will adopt necessary technology as and when required in the furtherance of the business.

7. 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. Significant and Material Orders:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

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

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 20th April, 2018 and the corresponding amended circular SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16th 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. Share Transfer System:**

With reference to the SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th 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.

f. 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.

g. Utilization of the Proceeds from IPO:

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 Platform

IPO Proceeds and Net Proceeds :

Particulars	Amount in Lacs
Issue Proceeds	2,80,00,000.00
Less : Issue Related Expenses	46,87,000.00
Net Proceeds	2,31,13,000.00

Utilization of the Net Proceeds :

Particulars	Amount in Lacs	
	2020-2021	2019-2020
Office Infrastructure Development	-	-
Development of contents	1,46,12,000.00	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	57,50,000.00
Loans on Interest	-	-

h. 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:

- (i) Issue of equity shares with differential rights as to dividend, voting, or otherwise.
- (ii) Issue of shares (including sweat equity shares) to employees of the company under any scheme.
- (iii) Redemption of Preference Shares and/or Debentures.

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: 04.12.2021
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 31st March, 2021, 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. Fayaz Usman Faheed Managing Director								
(b)	Nature of contracts/ arrangements/ transaction	Interest free loan from Managing Director								
(c)	Duration of the contracts/ arrangements/ transaction	NA								
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	The Board of Directors at its meeting held on 14 th November, 2018 accorded its approval to extend the limit of borrowing from Mr. Fayaz Usman Faheed (DIN: 00252610), Managing Director of the Company from 20,00,00,000/- (Rupees Twenty Cores) to Rs. 40,00,00,000/- (Rupees Forty Crores) The above stated loan carries zero interest and is unsecured in nature is repayable by the company on demand.								
(e)	Date of approval by the Board	14.11.2018								
(f)	Amount of Transaction during the FY	<table border="1"> <tbody> <tr> <td>Opening Balance</td> <td>Nil</td> </tr> <tr> <td>Receipts</td> <td>3,16,15,964/-</td> </tr> <tr> <td>Repayments</td> <td>1,14,33,946/-</td> </tr> <tr> <td>Closing Balance</td> <td>2,01,82,018/-</td> </tr> </tbody> </table>	Opening Balance	Nil	Receipts	3,16,15,964/-	Repayments	1,14,33,946/-	Closing Balance	2,01,82,018/-
Opening Balance	Nil									
Receipts	3,16,15,964/-									
Repayments	1,14,33,946/-									
Closing Balance	2,01,82,018/-									
(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 Product and Services
(e)	Date of approval by the Board	27.04.2018
(f)	Amount of Transaction during the FY	Rs. 7,55,053/-
(g)	Amount paid as advances, if any during the FY	NA

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

**DATE: 04.12.2021
PLACE: CHENNAI**

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

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

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

The year 2020 was marked by a once-in-a-century health crisis caused by COVID-19, which forced most countries to close their borders to curb the spread of the virus. Apart from untold human suffering, the pandemic caused massive trade and business disruptions. This marked the beginning of an economic slowdown that saw the business activities come to a standstill across countries leading to enormous job losses. The result is that the global economy is projected to have de-grown by 3.2% in 2020. The beginning of the vaccine roll-out across the world by the end of 2020 and phased removal of lockdown restrictions across various countries kick-started the revival of the global economy, which also received major fiscal stimuli from governments and central banks in several countries, amounting close to 14% of the world output in 2020.

The global economy recovered at a faster-than-expected rate in the second half of 2020 and is expected to register a positive global output growth at 6% in 2021 and 4.4% in 2022. In line with global output recovery, global trade volumes are expected to grow by about 8.4% in 2021, mainly due to the optimism created by the vaccine breakthrough. Multiple vaccines received approval at the end of 2020, and vaccination drives have started globally. The global fiscal support of close to US\$ 12 Trillion and the extensive rate cuts, liquidity injections, and asset purchases by various central banks could lead to a faster recovery, generate stronger consumption and investment appetite and boost employment. However, surging infections in some countries may threaten the pace of recovery. (Source: World Economic Outlook – April 2021, World Bank, World Economic Situations and Prospects 2021)

2. INDIAN ECONOMY

The year under review was perhaps the most challenging one in recent history, characterised by volatility and instability. The Indian economy was also affected by the unprecedented crisis caused by COVID-19, recording a de-growth of -7.3% during FY 2020-21, compared to the growth rate of 4.2% in the previous year. The economy contracted by 23.9% and 7.5% in the first and second quarters, respectively, before showing green shoots of recovery in the third quarter with a growth of 0.4%, and a growth of 1.6% in the fourth quarter. The sharp economic slowdown and surge in inflation resulted in the Indian rupee emerging as one of the worst performers among its Asian peers, depreciating by 2.83% in 2020 from 71.28% to 73.30%. Consumer sentiment remained muted due to macroeconomic factors like the increasing unemployment rate and reduced per capita income; unemployment rate increased to 26.2% and per capita income is projected to have declined by 5.4% to reach 1.27 Lakhs in FY2020-21.

India had taken proactive measures to ensure the containment of the virus with the announcement of a nationwide lockdown by the end of March 2020. Lockdown restrictions had gradually been lifted from June, and India experienced a pick-up in demand as economic activities gathered pace. However, the second wave of the virus towards the end of FY 2020-21 and partial lockdowns across states are impeding a faster recovery. Despite the surge in COVID-19 cases across the country, the International Monetary Fund has raised its growth forecast for the Indian economy to 12.5% for FY 2021-22 and 6.9% for FY 2022-23 in its latest report. This optimism is being driven by India's focus on normalising economic activities, coupled with the quick roll-out of the vaccine. The approval of the PLI

schemes for 10 major sectors will also help India attract investments, catalysing its position as the fastest-growing emerging market. Besides these factors, a favourable young demography and steady urbanisation are projected to drive the India growth story in the foreseeable future. (Source: Bloomberg, IMF)

3. MEDIA AND ENTERTAINMENT INDUSTRY IN INDIA:

The outbreak of COVID-19 and the resulting restrictions had an adverse effect on the Indian economy and consumer sentiments, which had a domino effect on the Indian Media and Entertainment (M&E) Industry. Revenues from the Indian M&E industry decreased by a staggering 24% over the previous year to reach 1.38 Trillion in 2020, falling to 2017 levels.

The M&E sector was projected to rebound from the effects of a cataclysmic year and reach revenues of 1.73 Trillion in 2021. The growth estimate was based on India's fast-paced economic recovery and favourable consumer sentiment with the gradual return to normalcy. However, the second wave of the virus towards the end of the financial year under review could alter the projection significantly. The sectoral environment notwithstanding, the digital and online gaming segment will continue to grow at a favourable pace on the back of the increasing shift towards digital platforms and the deepening penetration of smartphone and internet across the country.

a. FILMED ENTERTAINMENT:

The global film industry was one of the worst hit sectors in this pandemic as cinemas had to be shut down due to the spread of the virus. India is the world's largest producer of films and it has held on to this position since 2007. Besides, India is also the leading film market in terms of tickets sold. It is the fifth-largest box office market in terms of revenues (India shares this position with the UK, Germany, and South Korea), generating revenues of US\$ 0.4 Billion in 2020. China was the leading global box office market in 2020 (led by its sharp-paced recovery from the pandemic) followed by the US/Canada market, with respective revenues of US\$ 3 Billion and US\$ 2.2 Billion.

Following the outbreak of COVID-19 in India, the theatres were the first to shut down, even before the announcement of the nation-wide lockdown. Theatres were shut for seven months, before receiving permission to operate at 50% capacity from October 2020. Cinema halls throughout the country opened up at a staggered pace. Some producers resumed shooting intermittently amid strict safety measures. The Central government lifted its 50% cap on seating in cinema halls with effect from February 1, 2021. Night curfews and restrictions have once again curbed visit to the halls.

Despite the resurgence in latter part of the year, the Indian film industry's revenues are projected to decline by 70-80% to reach a value of 40 Billion in FY21, which could be attributed to lockdown induced lower occupancies, footfall and movie releases. Domestic theatrical revenue is projected to account for 53% of the overall revenues whereas the rest will be accounted for by the international markets, cable and satellite (C&S), and home video segments.

b. REGIONAL MOVIES:

The Indian film industry is mainly recognized due to Hindi films on the global stage; however, regional movies are an integral part of the Indian film industry and account for a significant share of the overall box office collections. During CY 2020, regional movies recorded a GBOC of US\$ 153 Million compared to the US\$ 619 Million in CY 2019. The decline in regional GBOC, driven by pandemic, was still lower than Hindi or Hollywood segments and consequently, regional movies' share in total GBOC increased from 41% in PY 2019 to 54% in CY 2020.

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.

The Government of India has supported M&E industry's growth by taking various initiatives such as digitising the cable distribution sector to attract greater institutional funding, increasing FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

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

Even though it was a catastrophic year for the global movie industry, there was a resurgence in business during the second half of the fiscal on the back of the global vaccination drive and the proactive initiatives undertaken by governments. After a dismal CY 2020, the Chinese film industry recorded a growth in the first quarter of CY21 due to the rising consumer demand after the successful containment of the COVID-19 pandemic in China. New releases generated impressive box office numbers.

The US film industry was also able to bounce back from a dismal situation as it recorded the best weekend since the pandemic with collections of >US\$ 50 Million towards the end of April 2021. The Indian film industry was also hoping for a similar recovery before the second wave of the coronavirus rattled the country. South India was the first region to rebound with the release of "Master", a Tamil film with Vijay in the lead cast. The film garnered net box office collections of 2.5 Billion. Following the example set by the South Indian movie market, the Hindi film industry also witnessed initial successes, with movies like 'Roohi' performing well at the box office. The impressive footfalls in South India's cinemas and the numbers racked up by international films like Godzilla, Tenet and Wonder Woman 1984, indicated that the box office would bounce back as soon as the situation normalised, but the surge in infections towards the end of the financial year under review, especially in the key state of Maharashtra, which constitutes 25% of the Hindi box office revenue, has altered the pace of recovery. The virus has spread across the country and lockdowns are being implemented strategically across states. In a bid to tackle this crisis, the

Government of India has announced the vaccination eligibility for individuals over 18. This is a welcome move as an additional 595 Million citizens are eligible for the vaccine, and this could boost economic recovery on the whole. As seen in the movie industries in China, the US, and Japan, large vaccination drives and successful containment of the virus invariably propel the film industry towards normalcy and growth. (Source: Box Office of India, Investec)

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:

a. Competition from other players:

The Company operates in highly competitive environment that is subject to innovation, changes and varying levels of resources available to each player in each segment of business.

b. 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.

c. Winning with Innovation:

Technological change is disrupting our traditional brand communication models. Our ability to develop and deploy the right communication, both in terms of messaging content and medium is critical to the continued strength of our brands.

6. IMPACT OF COVID-19:

Due to Covid-19 Pandemic the entire world went in to a state of shock, fear and uncertainty. There was a nationwide complete lockdown from 22nd March, 2020 to 20th April, 2020 and thereafter the said nationwide lockdown extended three times cumulatively from 21st April, 2020 to 31st May, 2020 with certain relaxations.

Further the State of Tamil Nadu had imposed a complete lockdown in the city of Chennai from 19th June, 2020 to 05th July, 2020. Further during the year 2020-2021 lockdown was imposed from 10th May, 2021 to 21st 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 Theaters, Cinema Halls & Multiplexes Industry in the State of Tamil Nadu were under lockdown from 25th March, 2020 to 10th November, 2020. Thereafter the Theaters, Cinema Halls & Multiplexes Industry was allowed to reopen with 50% seating capacity from 11th November, 2020. Subsequently the said Industry was again put under lockdown from 26th April, 2021, which continued till 26th 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 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.

OPERATIONAL STEPS TO ENSURE CONTINUITY:

Key measures undertaken in view of COVID-19 crisis:

- Employees are connected through secured remote access to ensure continued operations and Work From Home (WFH) has been facilitated wherever possible. Robust IT controls have been put in place to ensure data privacy, cyber threats and confidentiality
- The Company has undertaken review of financial impact of COVID-19 and related developments on the business. Basis the review, the Company doesn't see any risk of impairment of its assets, given the measures being pursued to safeguard/mitigate related risks
- The Company is undertaking decisive action to mitigate the adverse impact of COVID-19 on businesses by:
 - ✓ Implementing cost reduction strategies
 - ✓ Enhancing liquidity
 - ✓ Cash-flows management

7. BUSINESS STRATEGY:

- a. Continued investment in diverse portfolio mix ranging from high budget global theatrical releases to lower budget specific audience targeted movies.
- b. Capitalize on positive industry trends in the Indian Market.
- c. Expand our regional language content offerings and
- d. Increase our distribution of content through digital platforms.

8. SCOT ANALYSIS:

Strengths:

- Diversified products and services offerings and premium
- Strong relationships with developers
- 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	31.03.2020	31.03.2019	Reasons for Change of 25% or more
Debtors Turnover	0.33	2.12	Due to the ongoing pandemic the Company had reduced operations which led to reduction in the turnover and increase in credit cycle thus leading to decrease in Debtors Turnover.
Inventory Turnover	0.76	8.80	Due to the ongoing pandemic the Company had reduced operations which led to reduction in the turnover and need for purchase and maintenance of reduced thus leading to decrease in Inventory Turnover.

Interest Coverage Ratio	(51.91)	12.74	Due to the ongoing pandemic the Company had reduced operations which led to reduction in the turnover and also the company incurred various bad debts on account of the pandemic and the management had to make provisions for various receivables, thus reducing the Interest Coverage Ratio.
Current Ratio	4.00	6.43	Due to the ongoing pandemic the Company had reduced operations which led to reduction in the turnover and consequently decrease in trade receivables and increase in current liabilities, thus reducing the Current Ratio.
Debt Equity Ratio	3.60	3.05	NA
Operating Profit Margin	(2.52%)	13.82%	Due to the ongoing pandemic the Company had reduced operations which led to reduction in the turnover and also the company incurred various bad debts on account of the pandemic and the management had to make provisions for various receivables, thus reducing the Return on Net Worth.
Net Profit Margin	(1.80%)	5.40%	
Return on Net Worth	(0.53%)	5.39%	

11. DISCUSSION ON FINANCIAL PERFORMANCE:

During the year under review, the Company has incurred a Net Loss of Rs. 311.91/- Lacs as compared to Net Profit of Rs. 55.15/- Lacs in previous year. Your Directors are continuously looking for avenues for future growth of the Company in Media and Entertainment Industry.

12. HUMAN RESOURCE:

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 31st March, 2021 have 58 employees of which 32 are permanent employees on our rolls.

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

**DATE: 04.12.2021
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:

Sl. No.	Particulars	Details	
		Name of the Director	Ratio of the Median
1.	The ratio of the remuneration of each director to the median employee's remuneration for the financial year	Mr. Fayaz Usman Faheed, Managing Director	8.26 : 1
		The Non-Executive Directors & the Independent Directors do not d any remuneration.	
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	There was no increase in the remuneration of the Managing Director, Chief Financial Officer and Company Secretary during the FY 2020-2021.	
3.	The percentage increase in the median remuneration of employees in the financial year	The Median Remuneration of the employee as on 31 st March, 2021 was Rs. 24,200/- and as on 31 st March, 2020 is Rs. 22,000/- , thus the median employee remuneration has increased by 10%	
4.	The number of permanent employees on the rolls of company	58 Employees as on 31 st March, 2021 of which 32 employees are on the Permanent rolls of the Company.	
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	<p>There is an increase in the Average salary of employee by 12.38%, where as there is no change in average salary of Managerial Personnel.</p> <p>As the FY under review was marked by a once-in-a-century health crisis caused by COVID-19, the remuneration of the Managerial Personnel were not increased, rather, the Managerial Personnel abstained from withdrawing any remuneration for many months together. Thus the calculation of percentile increase/decrease would not draw any fruitful conclusions.</p>	
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**

Sd/-

**FAYAZ USMAN FAHEED
(DIN: 00252610)
MANAGING DIRECTOR**

Sd/-

**SAMIA FAHEED
(DIN: 02967081)
DIRECTOR**

**DATE: 04.12.2021
PLACE: CHENNAI**

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, 2021:

Sr. No	Name of the Employee	Age	Designation	Nature of Employment	Amount (In Rs. Per Month)	Qualification	Experience in years	Date of Joining	Particulars of Previous Employment
1	Usman Fayaz	67	President-Operations	Management	1,50,000	B.COM	32	01-08-18	Business in the same field as Company
2	Raja N	49	Chief Technical Officer	Technical	1,21,000	BECE	14	01-04-15	Manager UFO Movies Limited
3	Hemalatha	39	Chief Financial Officer	Accounts	82,500	Msc (IT)	15	01-06-16	Finance Manager Ufxbid2buy (India) Pvt Ltd.
4	J.Fahad	31	Chief Operating Officer	Management	82,500	MBA, PGDM	11	01-06-18	Samaira Online Enterprise, Business Head
5	Saravanan S	42	Senior Manager	Operation & Mis	55,600	BBA	18	01-09-15	Senior Manager Wisarinfotech Pvt Ltd
6	Anand Vishal Kumar R	38	Head	IT	55,000	BE	14	01-07-17	Software Developer Ufxbid2buy
7	Sheik Abdul Hameed	43	Manager	Advertisement	53,070	B.SC	21	01-07-16	Asst. Manager Uf Media Pvt Ltd
8	Vijay Mcenroe	42	Manager	Mastering	50,600	B.COM	10	01-05-17	Executive Producer Uf Media Pvt Ltd
9	Majeeth J	53	Manager	Content	49,500	BA	20	01-09-16	Manager Uf Media Pvt Ltd
10	Mohammed KhaledYadgiri	38	Head Technical	Technical	44,000	BCA	16	01-08-16	Head Technical Ufxbid2buy

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

**DATE: 04.12.2021
PLACE: CHENNAI**

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

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

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2021
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,
The Members,
M/s. SDC Techmedia Limited
(Formerly Known as Onesource Techmedia Limited)
33/1, Wallajah Road,
Chepauk,
Chennai- 600 002

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SDC Techmedia Limited (CIN:L72900TN2008PLC067982)** {Formerly known as Onesource Techmedia Limited} (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2021, 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.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. 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 ¹;
5. 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;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

¹ 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.

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999²;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008³;
- 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 client⁴;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009⁵; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998⁶;
- i) The Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015

We 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.

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

- i. The Company has appointed a Firm of Auditors who has/have subjected themselves to peer review process and holds a valid certificate issued by Peer Review Board of Institute of Chartered Accountants of India as stipulated under Regulation 33 (1)(d) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 only w.e.f., 07.01.2021.*
- ii. The Company as on the date of this report is non-compliant with the Provisions of Rule 19 A (2) of Securities Contracts (Regulation) Rules, 1957 w.r.t. maintenance of minimum public shareholding of 25%.*

We 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 was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

² 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.

³Not applicable to the Company, as the Company has not issued any debt instrument during the audit period.

⁴Not applicable to the Company, as the Company has not registered itself as a Registrars to an Issue and Share Transfer Agents.

⁵Not 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.

⁶Not applicable to the Company, as the Company did not undertake any Buy Back of Securities during the audit period

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.

This report is to be read with my testimony of even date which is annexed as Annexure A and forms integral part of this Report.

**FOR JAIN SONESH & ASSOCIATES
COMPANY SECRETARIES**

**Sd/-
CS SONESH JAIN
PROPRIETOR
Mem.No. FCS - 9627**

**Place: Howrah
Date: 04-12-2021
UDIN: F009627C001651795**

Annexure A

To,
The Members,
M/s. SDC Techmedia Limited
(Formerly Known as Onesource Techmedia Limited)
33/1, Wallajah Road,
Chepauk,
Chennai- 600 002

My report of even date is to be read along with this supplementary testimony.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the relevant 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 our opinion.
3. I have not verified the correctness and appropriateness of Financial and Tax records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. Some of the required information for the audit were shared through email and other online channels as physical verification could not be done due to lockdown on account of COVID-19 Pandemic.

**FOR JAIN SONESH & ASSOCIATES
COMPANY SECRETARIES**

**Sd/-
CS SONESH JAIN
PROPRIETOR
Mem.No. FCS - 9627**

**Place: Howrah
Date: 04-12-2021
UDIN: F009627C001651795**

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s. SDC TECHMEDIA LIMITED

Report on the Financial Statements

Qualified 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, 2021, 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 matters described in the Basis for the aforesaid Qualified the information financial statements required by the Companies Act, 2013 in the manner so required and 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, 2021, and its loss and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We draw attention to Note No 12 of the accompanying financial statements for investments made in shares of various companies. We were unable to verify the said investments due to non-availability of the share certificates endorsed in the name of the Company. Hence, we are unable to comment on the existence or otherwise of the said investment at the reporting date.

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.

Emphasis of Matter

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.

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, 2021. 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 Basis for Qualified Opinion paragraph obtained 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 Basis for Qualified Opinion 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. Except for the matter described in the Basis for Qualified Opinion paragraph, 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. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above;
 - e. On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.
 - g. 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.

For RAY & RAY**Chartered Accountants**

Firm’s Registration Number: 301072E

Sd/-

CA. V RAMAN**Partner**

Membership No.019839

Place : Chennai

Date : 13/10/2021

UDIN : 21019839AAAAF07472

**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, 2021 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, 2021, 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 : 13/10/2021

UDIN : 21019839AAAAF07472

**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)**

Having regard to the nature of the Company’s business/activities/results during the year, clause of Paragraph 3 (v), (xii) & (xvi) of the Order are not applicable to the Company.

- 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 fixed assets have been physically verified during the year by the Management on a rotational basis and have a regular programme of verification.
 - (c) The Company does not have title to any immovable property
- 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 is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business.
 - (c) In our opinion, the Company has not maintained the proper records of inventory.
- iii. The Company has not granted any loan during the year to the parties covered in the register maintained under section 189 of the Act, but the loan and advances was granted in earlier years and outstanding as at the end of the current year which is outstanding and overdue for more than 90 days amounting to Rs.98,46,500.
- iv. The Company has not granted loans, made investment or given guarantees to directors, or to any other person in whom the director is interested and hence the provisions of section 185 of the Companies Act, 2013 do not apply. In respect of loans investments and guarantees given by the Company for the loan taken by others from banks of financial institutions, provisions of section 186 of the Companies Act do not apply.
- v. 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.
- vi. 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 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 (delayed due to lockdown)	TDS	8,27,049	2019-20	30/04/2020	24/12/2020
Income Tax Act, 1961	TDS	4,562	Jul'20	07/08/2020	09/07/2021
Income Tax Act, 1961	TDS defaults	4,60,109	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, 2021.

- vii. According to the information and explanations given to us, the Company has taken loan in earlier years from bank and related parties but there are certain delays / default in repayment of such loans or borrowings to financial institutions, banks during the year.

Particulars	Amount of default as at the balance sheet date	Period of default	Remarks if any
Car loan from Sriram Transport Finance Company Limited	1,46,252	Feb 2021 & Mar 2021	Paid subsequently on 30.06.2021
Car loan from HDFC Bank	3,18,539	Mar 2021	Paid subsequently on 30.04.2021

- viii. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- ix. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- x. Managerial remuneration has been paid or provided during the year in accordance with the provisions of section 197 of the Act.
- xi. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xii. During the year the Company has not made any private placement of shares and debentures in terms of section 42 of Companies Act, 2013 and the amount not raised during the year.

- xiii. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into non-cash transactions with its directors and hence company is in compliance with Section 192 of the Companies Act, 2013.

For RAY & RAY

Chartered Accountants

Firm's Registration Number: 301072E

Sd/-

CA. V RAMAN

Partner

Membership No.019839

Place : Chennai

Date : 13/10/2021

UDIN : 21019839AAAAFO7472

BALANCE SHEET AS AT MARCH 31, 2021**(Amount in Rupees)**

PARTICULARS	Note	As at March 31, 2021	As at March 31, 2020
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
a) Equity Share Capital	2	6,49,25,000	6,49,25,000
b) Reserves and Surplus	3	(59,13,388)	2,52,77,155
TOTAL EQUITY		5,90,11,612	9,02,02,155
LIABILITIES			
NON-CURRENT LIABILITIES			
a) Long Term Borrowings	4	21,26,41,240	19,69,53,915
b) Other Long Term Borrowings	5	7,90,50,486	7,60,26,886
c) Deferred tax Liability	6	-	88,72,023
d) Long Term Provisions	7	-	-
TOTAL NON-CURRENT LIABILITIES		29,16,91,726	28,18,52,824
CURRENT LIABILITIES			
a) Trade Payables	8	92,20,538	1,43,19,885
b) Other Current Liabilities	9	1,24,11,253	1,11,54,008
c) Short term provisions	10	67,697	-
TOTAL CURRENT LIABILITIES		2,16,99,488	2,54,73,893
TOTAL EQUITY AND LIABILITIES		37,24,02,826	39,75,28,872
ASSETS			
NON CURRENT ASSETS			
a) Property, Plant and Equipment			
i) Tangible Assets	11	22,01,79,550	23,87,60,075
ii) Intangible Assets	11	73,569	3,72,618
b) Non-Current Investments	12	5,75,51,200	5,75,51,200
c) Long Term Loans and Advances	13	33,08,500	33,08,500
d) Deferred Tax Assets	6	44,39,797	-
e) Other Non-Current Assets		-	-
TOTAL NON CURRENT ASSETS		28,55,52,616	29,99,92,393
CURRENT ASSETS			
a) Inventories	14	5,65,467	11,77,337
b) Trade Receivables	15	4,98,26,308	5,54,04,743
c) Cash and Cash Equivalents	16	22,19,984	6,09,318
d) Other Current Assets	17	3,42,38,451	4,03,45,081
TOTAL CURRENT ASSETS		8,68,50,210	9,75,36,479
TOTAL ASSETS		37,24,02,826	39,75,28,872

The accompanying notes nos 1 to 40 are an integral part of these financial statements.

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

For RAY & RAY

Chartered Accountants

Firm Registration No. 301072E

Sd/-

V. Raman

Partner

Membership No. 019839

UDIN : 21019839AAAF07472

Place : Chennai

Date : 13/10/2021

FOR AND ON BEHALF OF THE BOARD

Sd/-

FAYAZ USMAN FAHEED

(DIN:00252610)

Managing Director

Sd/-

KUPPUSAMY HEMALATHA

(PAN: AERPH0005F)

Chief Financial Officer

Sd/-

SAMIA FAHEED

(DIN: 02967081)

Director

Sd/-

KANCHAN JHAWAR

(PAN: ARBPJ7224M)

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2021

(Amount in Rupees)			
PARTICULARS	Note	For the year ended March 31, 2021	For the year ended March 31, 2020
INCOME			
Revenue From Operations	18	1,73,11,564	10,21,31,952
Other Income	19	12,77,113	1,55,241
TOTAL INCOME		1,85,88,677	10,22,87,193
EXPENSE			
Purchase of Stock in trade	20	53,407	1,85,26,633
Changes in Inventories of Stock in trade	21	6,11,870	24,02,426
Employee benefit expenses	22	64,57,094	2,80,37,147
Finance Cost	23	8,41,081	11,07,637
Depreciation and Amortisation Expenses	24	2,87,67,963	2,28,88,906
Other Expenses	25	2,63,59,626	1,63,19,418
TOTAL EXPENSES		6,30,91,041	8,92,82,167
PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX		(4,45,02,364)	1,30,05,025
Exceptional Items		-	-
PROFIT/(LOSS) BEFORE TAX		(4,45,02,364)	1,30,05,025
Tax Expense			
- Current Tax		-	36,17,998
- Deferred Tax	6	(1,33,11,820)	38,72,023
TOTAL TAX EXPENSES		(1,33,11,820)	74,90,021
PROFIT/(LOSS) FOR THE YEAR		(3,11,90,544)	55,15,004
Earnings/(Loss) Per Equity Share (Face Value Rs. 10/- Per Share)			
Basic		(4.80)	0.85
Diluted		(4.80)	0.85
The accompanying notes nos 1 to 40 are an integral part of these financial statements.			

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

For RAY & RAY

Chartered Accountants

Firm Registration No. 301072E

Sd/-

V. Raman

Partner

Membership No. 019839

UDIN : 21019839AAAAF07472

Place : Chennai

Date : 13/10/2021

FOR AND ON BEHALF OF THE BOARD

Sd/-

FAYAZ USMAN FAHEED

(DIN:00252610)

Managing Director

Sd/-

KUPPUSAMY HEMALATHA

(PAN: AERPH0005F)

Chief Financial Officer

Sd/-

SAMIA FAHEED

(DIN: 02967081)

Director

Sd/-

KANCHAN JHAWAR

(PAN: ARBPJ7224M)

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021**(Amount in Lakhs)**

PARTICULARS	March 31, 2021	March 31, 2020
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/Loss Before Tax for the year	(4,45,02,364)	1,30,05,025
Adjustments for		
Depreciation and Amortisation Expenses	2,87,67,963	2,28,88,906
Deferred Tax Expenses	-	-
Bad Debts & Sundry balances written off	94,74,854	2,67,371
Interest on borrowings	8,41,081	11,07,637
Liabilities no longer required written back	(12,77,113)	-
Interest Income	-	(1,55,241)
Changes in operating assets/Liabilities	(66,95,579)	3,71,13,698
Decrease / (Increase) in Inventories	6,11,870	24,02,426
Decrease / (Increase) in Trade Receivables	(38,96,418)	(1,10,57,883)
Decrease / (Increase) in Current Tax Assets	-	-
Decrease / (Increase) in Other Current Asset	61,06,630	(66,46,819)
Increase/(Decrease) in Trade payables	(38,22,234)	1,21,25,964
Increase/(Decrease) in other Current Liabilities	12,57,245	94,98,384
Increase/(Decrease) in Provisions	67,697	-
Cash Generated from Operations	(63,70,790)	4,34,35,770
Income Tax paid	-	36,17,998
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	(63,70,790)	3,98,17,772
CASH FLOW FROM INVESTING ACTIVITIES		
Interest Income	-	1,55,241
Loss / (Profit) on Sale of Investments	-	18,23,500
Payments for Purchase of Property, Plant and Equipment	(98,88,389)	(4,29,53,903)
NET CASH FROM INVESTING ACTIVITIES (B)	(98,88,389)	(4,09,75,162)
CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) in other Financial Liabilities	30,23,601	1,32,56,837
Increase/(Decrease) in Borrowings	1,56,87,325	(3,52,19,439)
Interest on Borrowings	(8,41,081)	(11,07,637)
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	1,78,69,845	(2,30,70,239)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	16,10,666	(2,42,27,629)
Cash and Cash Equivalents at the beginning of the year	6,09,318	2,48,36,947
Cash and Cash Equivalents at the end of the year	22,19,984	6,09,318
Notes:		
1. The above cash flow statement has been prepared under Indirect method set out in the AS 3 - Cash flow statement.		
2. 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 & RAY

Chartered Accountants

Firm Registration No. 301072E

Sd/-

V. Raman

Partner

Membership No. 019839

UDIN : 21019839AAAAFO7472

Place : Chennai

Date : 13/10/2021

FOR AND ON BEHALF OF THE BOARD

Sd/-

FAYAZ USMAN FAHEED

(DIN:00252610)

Managing Director

Sd/-

KUPPUSAMY HEMALATHA

(PAN: AERPH0005F)

Chief Financial Officer

Sd/-

SAMIA FAHEED

(DIN: 02967081)

Director

Sd/-

KANCHAN JHAWAR

(PAN: ARBPJ7224M)

Company Secretary

NOTES ON THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2020

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 Amortization 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:

ASSET PARTICULARS	USEFUL LIFE
Motor car	8 Years
Plant and machinery	13 Years
Computers	3 Years
Furniture & Fittings	10 Years
Electrical Equipment	10 Years
Computer software	6 Years
Computers	3 Years

(l) Provisions

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.

a) Cost of projector components, stores and spares are ascertained on First in First Out (FIFO) basis.

b) 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:

(a) the profit attributable to owners of the Company

(b) 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.

Note	Particulars	Number	Amount
2	EQUITY SHARE CAPITAL AND OTHER EQUITY		
	EQUITY SHARE CAPITAL		
	Authorised Equity share capital		
	As at April 1, 2019	75,00,000	7,50,00,000
	Increase during the year	-	-
	As at March 31, 2020	75,00,000	7,50,00,000
	Increase during the year	-	-
	As at March 31, 2021	75,00,000	7,50,00,000
	Issued, Subscribed and fully Paid up share capital		
	As at April 1, 2019	64,92,500	6,49,25,000
	Increase during the year	-	-
	As at March 31, 2020	64,92,500	6,49,25,000
	Increase during the year	-	-
	As at March 31, 2021	64,92,500	6,49,25,000
	Movements in equity share capital	Number	Amount
	As at March 31, 2020	64,92,500	6,49,25,000
	Changes during the year	-	-
As at March 31, 2021	64,92,500	6,49,25,000	

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.

Details of shareholders holding more than 5% shares in the company				
Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	%	No. of Shares	%
Mr. Jose Charles Martin	43,00,000	66.23	25,90,000	39.89
Mr. Usmaan Faheed	16,41,200	25.28	19,71,200	30.36

In terms of provision of Rule 19A(2) of Securities Contracts (Regulation) Rules 1957, the Company has to maintain public shareholding minimum of 25%. Public shareholding is 8.49% for the year ended 31.03.2021. The Company and its promoters are in the process of implementing Offer for Sale for bringing to the minimum public shareholding of 25%.

(Amount in Rupees)

Note	Particulars	March 31,2021	March 31,2020
3	RESERVES AND SURPLUS		
	Share Premium Reserve	2,50,75,000	2,50,75,000
	Retained Earnings	(3,09,88,388)	2,02,155
	Total	(59,13,388)	2,52,77,155
	Breakup of Reserves and Surplus		
	Share Premium Reserve		
	Opening balance	2,50,75,000	2,50,75,000
	Add: Additions during the year	-	-
	Closing Balance	2,50,75,000	2,50,75,000
	Retained Earnings		
	Opening balance	2,02,155	(53,12,849)
	Add: Profit / (Loss) for the year	(3,11,90,544)	55,15,004
	Closing Balance	(3,09,88,388)	2,02,155
	Reserves and Surplus	(59,13,388)	2,52,77,155

(Amount in Rupees)

Note	Particulars	March 31,2021	March 31,2020
4	LONG TERM BORROWINGS		
	Unsecured		
	i) Loans from Director *	2,01,82,018	-
	Secured		
	i) Vehicle loans from Bank and FI **	15,09,222	60,03,915
	ii) Working Capital Loan***	19,09,50,000	19,09,50,000
	Total	21,26,41,240	19,69,53,915
	* 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, 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.		
	*** Working capital loan from Martin Happy Homes Private Limited towards working capital requirement at the rate of 12%p.a., payable in 60 equated monthly instalments 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 interest on this loan has been waived by the lender for FY 20-21		
5	OTHER LONG TERM LIABILITIES		
	Deposits Received	7,90,50,486	7,60,26,886
	Total	7,90,50,486	7,60,26,886
6	DEFERRED TAX LIABILITY		
	Opening balance of Deferred Tax Liability	88,72,023	50,00,000
	Add: Timing difference between depreciation / amortisation as per financials and depreciation as per tax	(1,33,11,820)	38,72,023
	Total	(44,39,797)	88,72,023
7	LONG TERM PROVISIONS		
	Provision for Gratuity*	-	-
	Total	-	-
	* 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.		
8	CURRENT LIABILITIES		
	Trade Payables		
	Other trade payable	71,24,779	1,28,80,167
	Employee related payables	20,95,759	14,39,718
	Total	92,20,538	1,43,19,885
	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.		
9	OTHER CURRENT LIABILITIES		
	Current maturities of long term debt	44,94,694	18,09,156
	Statutory tax Payables	5,79,940	8,27,049
	Audit Fee Payable	5,00,000	5,00,000
	Provision for Income tax	45,24,998	45,24,998
	EPF & ESI Payable *	7,846	16,359
	Advance from customers #	23,03,775	34,76,446
	Total	1,24,11,253	1,11,54,008
	* As the operation of the company during the year 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.		
	# Confirmation of balance is awaited		

(Amount in Rupees)

Note	Particulars	March 31,2021	March 31,2020
10	SHORT TERM PROVISIONS		
	Provision for Bonus	67,697	-
	Total	67,697	-

(Amount in Rupees)

Particulars	Property, Plant and Equipment						Intangible Assets	Total
	Plant and Machinery	Motor Cars	Motor Cycle	Computers	Furniture & Fittings	Electrical Installations and Equipment	Computer Software	
Gross Carrying amount								
Opening gross carrying amount as at April 1, 2020	29,16,14,145	2,16,28,971	2,89,241	1,07,99,293	57,50,434	7,42,079	10,85,000	33,19,09,164
Additions	96,60,141	-	-	2,28,248	-	-	-	98,88,389
Disposals	-	-	-	-	-	-	-	-
Closing gross carrying amount as on March 31, 2021	30,12,74,286	2,16,28,971	2,89,241	1,10,27,541	57,50,434	7,42,079	10,85,000	34,17,97,552
Accumulated depreciation								
Opening accumulated depreciation as on April 1, 2020	7,07,74,750	1,10,84,808	1,40,064	77,89,370	20,46,659	2,28,438	7,12,382	9,27,76,470
Depreciation charge during the year	2,18,19,354	35,68,772	8,924	25,08,935	5,01,439	61,491	2,99,049	2,87,67,963
Disposals	-	-	-	-	-	-	-	-
Closing accumulated depreciation as on March 31, 2021	9,25,94,103	1,46,53,580	1,48,988	1,02,98,305	25,48,098	2,89,929	10,11,431	12,15,44,433
Net Carrying amount as on March 31, 2021	20,86,80,182	69,75,392	1,40,253	7,29,236	32,02,336	4,52,150	73,569	22,02,53,119

(Amount in Rupees)

Note	Particulars	Face Value	March 31,2021		March 31,2020	
			No	Amount	No	Amount
12	NON-CURRENT INVESTMENTS					
	Un-Quoted Equity Shares (Fully Paid-Up)					
	a) JMD Sounds Limited	10	1,81,644	3,23,51,200	1,81,644	3,23,51,200
	b) Shrinivasa Road Ways Private Limited	10	2,50,000	2,50,00,000	2,50,000	2,50,00,000
	c) Diya Jyoti Steel Private Limited	100	2,000	2,00,000	2,000	2,00,000
	Total			5,75,51,200		5,75,51,200

(Amount in Rupees)

Note	Particulars	March 31,2021	March 31,2020
13	LONG TERM LOANS AND ADVANCES		
	Loans		
	Unsecured, Considered good	33,08,500	33,08,500
	Total	33,08,500	33,08,500
14	INVENTORIES		
	(At lower of cost and net realisable value)		
	Stock-in-trade (goods acquired for trading)	-	-
	Stores and Spares	5,65,467	11,77,337
	Total	5,65,467	11,77,337
15	TRADE RECEIVABLES		
	Unsecured and considered good		
	Trade Receivables*	6,21,22,831	5,54,04,743
	Less: Provision for doubtful debts	1,22,96,523	-
	Total	4,98,26,308	5,54,04,743
	Current	4,98,26,308	5,54,04,743
	Non-Current	-	-
	*Confirmation of balances is awaited		

(Amount in Rupees)			
Note	Particulars	March 31,2021	March 31,2020
16	CASH AND CASH EQUIVALENTS		
	Balance with Banks		
	- In Current Account	22,03,031	3,94,694
	Cash in Hand	16,953	2,14,624
	Total	22,19,984	6,09,318
17	OTHER CURRENT ASSETS		
	Prepaid Expenses	2,18,192	51,588
	Capital Advances*	65,38,000	65,38,000
	Less: Provision for doubtful debts	(25,38,000)	-
	Balances with Government Authorities	2,52,72,186	2,59,23,383
	Advances recoverable in kind or for value to be received	36,42,637	65,49,781
	Staff Advances	9,05,436	6,37,207
	Rental Deposits	2,00,000	6,45,122
	Total	3,42,38,451	4,03,45,081
	* Confirmation of balances is awaited		
18	REVENUE FROM OPERATIONS		
	Sale of Products	32,50,983	1,57,90,573
	Sale of Services	1,40,60,581	8,63,41,379
	Total	1,73,11,564	10,21,31,952
19	OTHER INCOME		
	Interest Income	-	65,779
	Dividend Income	-	-
	Discounts	-	7,500
	Fluctuation Income	-	81,962
	Liabilities no longer required written back	12,77,113	-
	Total	12,77,113	1,55,241
20	PURCHASES OF STOCK IN TRADE		
	Purchase of Lamps	-	53,19,300
	Purchase of Projectors	-	9,82,058
	Spares and consumables	53,407	77,45,275
	Purchase of Servers	-	44,80,000
	Total	53,407	1,85,26,633
21	CHANGE IN INVENTORIES OF STOCK IN TRADE		
	Opening Stock		
	Stock In Trade	11,77,337	35,79,763
	Closing Stock		
	Stock In Trade	5,65,467	11,77,337
	Total	6,11,870	24,02,426
22	EMPLOYEE BENEFITS EXPENSES		
	Salaries & Wages	61,65,511	2,68,90,260
	Bonus	67,697	-
	Staff Welfare Expenses	2,23,886	11,46,887
	Total	64,57,094	2,80,37,147
23	FINANCE COST		
	Interest on Term Loan	8,38,114	11,07,637
	Loan Processing Fee	2,967	-
	Total	8,41,081	11,07,637

(Amount in Rupees)			
Note	Particulars	March 31,2021	March 31,2020
24	DEPRECIATION AND AMORTISATION EXPENSES		
	Depreciation on Tangible Assets	2,84,68,914	2,27,88,197
	Depreciation on Intangible Assets	2,99,049	1,00,709
	Total	2,87,67,963	2,28,88,906
25	OTHER EXPENSES		
	Advertisement & Publicity	49,320	11,91,409
	Payment to Auditor		
	Statutory Audit Fees	4,00,000	4,00,000
	Tax Audit Fees	1,00,000	1,00,000
	Bank Charges	41,305	3,366
	Bad Debt & Sundry Balances Written Off	94,74,854	2,67,371
	Provision for doubtful debts	1,22,96,523	-
	Conveyance Expenses	5,95,228	14,90,648
	Courier & Postage	50,913	1,51,210
	Freight & Forwarding Chrges	32,550	1,96,536
	General Expenses	-	3,39,964
	Office Rent	10,000	37,76,900
	Printing & Stationery	41,591	2,74,070
	Legal & Professional Fees	4,98,000	15,83,693
	Repairs & Maintenance	2,51,387	10,63,363
	Communication Expenses	6,48,302	-
	Travelling & Boarding Charges	2,42,331	11,87,235
	Vehicle Maintenance & Insurance	2,07,160	3,50,481
	Website and content Booking charges	2,93,460	18,55,366
	Rates and taxes	9,81,900	43,101
	Discount	72,977	-
	Mobile Expenses and Accessories	-	14,95,865
	GST Expense	42,876	3,98,555
	Customs Duty Expense	-	1,13,027
	Miscellaneous expenses	28,949	37,258
	Total	2,63,59,626	1,63,19,418

26: RELATED PARTY TRANSACTIONS

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

Note: Related parties have been identified by the Management.

A) Details of related party transactions during the year ended 31 March, 2021

(Amount in Rupees)		
Particulars	March 31,2021	March 31,2020
Remuneration to Mr. Fayaz Usman Faheed	2,00,000	20,50,000
Remuneration to Mr. Usman Fayaz	1,50,000	15,00,000
Remuneration to Ms. Kanchan Jhawar	2,64,000	2,50,000
Remuneration to Mrs. K. Hemalatha	4,50,000	8,85,000

B) Details of related party transactions during the year ended 31 March, 2021 and balances outstanding as at 31 March, 2021.

Particulars	(Amount in Rupees)	
	March 31,2021	March 31,2020
M/s.Saraa Media Works Private Limited		
Outstanding balance (Net)	73,08,500	73,08,500
Fayaz Usman Faheed		
Outstanding balance (Net)	2,01,82,018	-
Transaction during the year	2,01,82,018	1,86,71,383
Amrin Rizwana (Sister of Director)		
Outstanding balance (Net)	-	-
Transaction during the year	-	27,00,000
SDC Cinemas		
Transaction during the year (Sales)	33,63,834	26,30,672
Deposits (Liability)	21,00,000	-
Outstanding balance (Net)	7,55,053	35,64,104
SL Digital Solutions Pvt Ltd, Srilanka		
Outstanding balance (Net)	57,93,077	57,93,077
Transaction during the year	-	57,93,077

27: EARNINGS PER SHARE

Particulars	March 31,2021	March 31,2020
Net profit / (loss) for the year	(3,11,90,544)	55,15,004
Weighted average number of equity shares	64,92,500	64,92,500
Par value per share	10	10
Earnings/(Loss) per share (EPS)	(4.80)	0.85

28: AUDITOR'S REMUNERATION

Particulars	(Amount in Rupees)	
	March 31,2021	March 31,2020
Towards Statutory Audit	4,00,000	4,00,000
Towards Tax Audit	1,00,000	1,00,000

29 : VALUE OF IMPORTS CALCULATED ON CIF BASIS

Particulars	(Amount in Rupees)	
	March 31,2021	March 31,2020
Raw Materials	-	9,82,058.00
Capital Goods	-	-

30: CONTINGENT LIABILITIES: NIL**31: CAPITAL COMMITMENTS:** NIL

32: Confirmation of balances/reconciliation of accounts pertaining to certain advances / creditors / debtors is 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**(Amount in Rupees)**

Particulars	Amount
Issue Proceeds	2,80,00,000
Less : Issue Related Expenses	46,87,000
Net Proceeds	2,31,13,000

35. UTILISATION OF THE NET PROCEEDS**(Amount in Rupees)**

Particulars	FY 2020-2021	FY 2019-2020
Office Infrastructure Development	-	-
Development of contents	1,46,12,000	1,46,12,000
Deposits for acquisition of contents	5,51,000	5,51,000
Brand Building and General Corporate purposes	24,00,000	24,00,000
Investment in Shares	57,50,000	57,50,000
Loans on Interest	-	-

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:

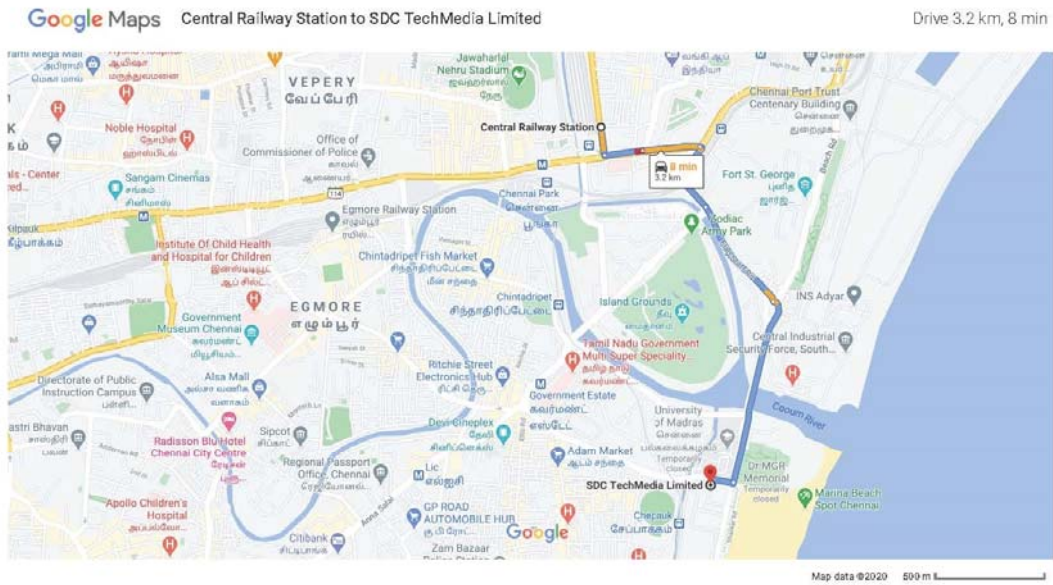
Due to Covid-19 Pandemic the entire world went in to a state of shock, fear and uncertainty. The Indian Government imposed strict lock down stating 22nd March, 2020 which continued for several months at different State and District level. The Company operates in the segment of leasing of Equipment's to Theatres/Cinema Hall, advertisement on Theatre Screens and allied activities. The Theatres/Cinema Halls in the State of Tamil Nadu were under lockdown since 22nd March, 2020 to 10th November, 2020 and the company operations were shut down during the said period. The Management is taking all possible efforts to initiate a dialogue between all the Theatre/Cinema Halls management/owners to kick start the business operations of the Company.

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.

For RAY & RAY*Chartered Accountants***Firm Registration No. 301072E****Sd/-****V. Raman****Partner****Membership No. 019839****UDIN : 21019839AAAF07472****Place : Chennai****Date : 13/10/2021****FOR AND ON BEHALF OF THE BOARD****Sd/-****FAYAZ USMAN FAHEED****(DIN:00252610)****Managing Director****Sd/-****KUPPUSAMY HEMALATHA****(PAN: AERPH0005F)****Chief Financial Officer****Sd/-****SAMIA FAHEED****(DIN: 02967081)****Director****Sd/-****KANCHAN JHAWAR****(PAN: ARBPJ7224M)****Company Secretary**

ROUTE MAP TO THE VENUE OF THE AGM



Central Railway Station

Jutikapuram, Periyamel, 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
160 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 : U72900TN2008PLC067982
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)

13TH ANNUAL GENERAL MEETING ON THURSDAY, 30TH DAY OF DECEMBER, 2021 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 : U72900TN2008PLC067982
Reg. Off.: 33/1, Wallajah Road, Chepauk, Chennai: 600 002
(T) (91)- 044-28545757|Web: www.sdctech.in| Email: info@sdctech.in

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 : Address : Email Id : Signature :
or failing him
2. Name : Address : Email Id : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Company to be held on Thursday, 30th day of December, 2021 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 be rotation;
3. Appointment of Statutory Auditors

Special Business:

- 4. Re-Appointment of Mr. Vasudevan Sridharan, as Independent Director

Signed this ___ day of ___ 2021

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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