

SDC Techmedia Limited

{Formerly known as Onesource Techmedia Limited}

**Twelfth Annual Report
2019-2020**

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

Current

M/s. P. SHANMUGARAJ & CO
No. 22/50, Navallar Nagar,
Thirumanagalam road,
Anna Nagar West,
Chennai, 600040

Secretarial Auditor

JAIN SONESH & ASSOCIATES

Company Secretaries
46/1 College Road, Opp.B.E.College Main Gate,
Howrah - 711103

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	:	Monday
Date	:	28.12.2020
Time	:	12.30 P.M
Venue	:	33/1, Wallajah Road, Chepauk, Chennai- 600 002

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NOTICE

Notice is hereby given that 12th Annual General Meeting of the members of SDC TECHMEDIA LIMITED, will be held on Monday, 28th day of December, 2020 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, 2020 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.

BY ORDER OF THE BOARD OF DIRECTORS
For SDC TECHMEDIA LIMITED

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

DATE : 13.11.2020
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 Tuesday, 22nd December, 2020 to Monday, 28th December, 2020 (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 12th Annual Report is being sent to all the members via the permitted mode.
11. Members may also note that the 12th 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
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, 2020.
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 33 years, holds Degree in B.Com from University of Karnataka and Diploma in Travelling & Tourism. She had 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 12th 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:-

The process and manner for remote e-voting is as under:

- a. The remote e-voting period commences on Friday, 25th December, 2020 (9.00 a.m. IST) and ends on Sunday, 27th December, 2020 (5.00 p.m. IST). During this period, members of the Company holding shares in dematerialized form, as on the cut-off date i.e, 21st December, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently
- b. The shareholders should log on to the e-voting website www.evotingindia.com.
- c. Click on "Shareholders" tab.
- d. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- e. Next enter the Image Verification as displayed and Click on Login.
- f. 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.

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

For Members holding shares in Demat Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. • 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. • 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).

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. 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 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.
- j. Click on the EVSN **201202027** for the relevant Company Name i.e. "SDC TECHMEDIA LIMITED" on which you choose to vote.
- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- r. Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which 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.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s. 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.
17. 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 on or before 27th December, 2020 upto 05:00 pm without which the vote shall not be treated as valid.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e, 21st December, 2020.
19. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e 21st December, 2020.
20. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e., 21st December, 2020 may obtain the login ID and password by sending a request at e-voting@cdslindia.com and helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'Forgot User Details / Password' option available on www.evotingindia.com.
22. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM
23. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may cast their vote at the AGM through ballot paper.
24. At the end of the discussion at the AGM, on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

25. 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 : 13.11.2020
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, 2020.

1. Results of our Operations:

The Company's financial performance for the year ended 31st March, 2020 is summarized below;

(Rs. in Lacs)

Particulars	FY 2019-2020	FY 2018-2019
Revenue from Operations	1,021.32	947.75
Other Income	1.55	(0.81)
Total Income	1,022.87	946.94
Total Expenses	892.82	751.30
Profit Before Tax & Extraordinary Items	130.05	195.64
Tax Expense		
-Current Tax	36.18	9.07
-Deferred Tax Liability/(Assets)	38.72	48.63
Net Profit for the Year	55.15	137.94

a. Review of operations and affairs of the Company:

During the year under review, the Company has earned a profit before Interest, Depreciation & Tax of Rs. 370.02 lacs as compared to previous year's profit of Rs. 407.38 lacs. The net Profit for the year under review has been Rs. 55.15 lacs as compared to the previous year net profit Rs. 137.94 lacs. Your Directors are continuously looking for avenues for future growth of the Company in Media and Entertainment Industry.

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 Equipments to Theaters/Cinema Hall, advertisement on Theatre Screens and allied activities. The Theaters/Cinema Halls in the State of Tamil Nadu were under lockdown since 22nd March, 2020 to 10th November, 2020. Thus the entire operations of the Company have also been shut since the start of Lockdown. The Management is taking all possible efforts to initiate a dialogue between all the Theater/Cinema Halls management/owners to kick start the business operations of the Company. The FY 2020-21 is looking to be financially challenging and however the management is hopeful that FY 2021-22 shall bring a renewed sense of business operations to the Industry in which Company operates.

b. Name Change of the Company:

Pursuant to Section 4, Section 13 and Section 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the Company has changed its name from M/s. Onesource Techmedia Limited to M/s. SDC Techmedia Limited vide fresh Certificate of Incorporation dated 23rd October, 2019 pursuant to approval of shareholders vide Annual General Meeting held on 30th September, 2019.

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.