

SDC Techmedia Limited

**Fifteenth Annual Report
2022-2023**

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 | - | Non-executive Independent Director |
| Mr. VASUDEVAN SRIDHARAN DIN: 07487245 | - | Non-executive Independent Director |

KEY MANAGERIAL PERSONNEL

| | | |
|----------------------------------|---|--|
| Mr. CHANDRAMOULI BANERJEE | - | Company Secretary cum Compliance Officer |
| Ms. PAKRISWAMY SARASWATHY | - | Chief Financial 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 PURVA SHAREGISTRY (INDIA) PVT. LTD.

No-9, Shiv Shakti Industrial Estate,
J. R. Boricha Marg, Near Lodha Excelus,
Lower Parel East,
Mumbai - 400 011
(T) (91)- 022-4961 4132 / 2301 2518
Website: www.purvashare.com
Email: support@purvashare.com

BANKERS

YES BANK
HDFC BANK
AXIS BANK

REGISTERED OFFICE

33/1, Wallajah Road,
Chepauk, Chennai – 600002
(T) (91)- 044-2854 5757
Website: www.sdctech.in
Email: info@sdctech.in

ANNUAL GENERAL MEETING

Day : Saturday
Date : 30.09.2023
Time : 12.00 P.M
Venue : 33/1, Wallajah Road,
Chepauk,
Chennai- 600002

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SDC TECHMEDIA LIMITED, WILL BE HELD ON SATURDAY, THE 30TH DAY OF SEPTEMBER, 2023 AT 12.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 33/1, WALLAJAH ROAD, CHEPAUK, CHENNAI- 600002 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:**ITEM NO. 1: ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of Board of Directors and Auditors thereon.

ITEM NO. 2: RE-APPOINTMENT OF MRS. SAMIA FAHEED (DIN: 02967081), RETIREMENT BY ROTATION:

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

SPECIAL BUSINESS:**ITEM NO. 3: RE-APPOINTMENT OF MR. FAYAZ USMAN FAHEED (DIN: 00252610) AS MANAGING 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 Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act"), read along with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), And pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the company be and is hereby accorded for the appointment of Mr. Fayaz Usman Faheed (DIN: 00252610) as Managing Director of the company for a period of five year on the following terms, conditions and remuneration:

1. His tenure of appointment will be from 01st October, 2023 to 30th September, 2028;
2. He shall be paid fixed consolidated remuneration of Rs. 26,40,000/- per annum subject to annual increment as may be decided by the Board of Directors of the company;
3. He shall be reimbursed for the expenses incurred for the benefit and development of the Company; and
4. During the tenure of his appointment he shall not be liable to retire by rotation.
5. He shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded for the payment of the same salary, allowances and perquisites as mentioned above to Mr. Fayaz Usman Faheed (DIN: 00252610), Managing Director, as minimum remuneration in case of absence or inadequacy of profits in any financial year of the Company during the said period;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or re-appointment as it may deem fit and as may be acceptable to Mr. Fayaz Usman Faheed (DIN: 00252610), subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as maybe considered necessary, desirable or expedient to give effect to the above resolution."

ITEM NO. 4: APPROVAL TO ENTER INTO RELATED PARTY TRANSACTION:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read along with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read along with

the Company's Policy on "Materiality of Related Party Transactions" and subsequent to the approval of Audit Committee, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company to enter into a contract(s)/ arrangement(s)/ transaction(s) with Mr. Fayaz Usman Faheed (DIN: 00252610), a related party within the meaning of the Act, for taking on rent the 9,750 Sq Ft., fully furnished Office Premises situated at "33/1, Wallajah Road, Chepauk, Chennai- 600002" on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 1,30,00,000/- (Rupees One Crore Thirty Lakh only) & Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) for the FY 2023-2024 & FY 2024-2025 respectively;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as maybe considered necessary, desirable or expedient to give effect to the above resolution."

**By order of the Board of Directors
FOR SDC TECHMEDIA LIMITED**

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

**DATE : 31.08.2023
PLACE : CHENNAI**

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
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 Saturday, 23rd September, 2023 to Saturday, 30th September, 2023 (both days inclusive), for the purpose of AGM.
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. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, effective from April 1, 2019, and SEBI notification dated January 24, 2022, transfers of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
9. 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.
10. 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.
11. Copies of the 15th Annual Report is being sent to all the Members via the permitted mode.
12. Members may also note that the 15th 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.

13. 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, up to and including the date of the Annual General Meeting of the Company.
14. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2023.
15. Members seeking any information with regard to accounts are requested to write to the undersigned at the Corporate Office of the Company, at least 7 days in advance, so as to keep the information ready at the Meeting.
16. **The Additional Information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standard on "General Meetings" issued by the Institute of Company Secretaries of India in respect to the Director seeking re-appointment (Retirement by rotation) at the Annual General Meeting is as follows;**

Mrs. Samia Faheed (DIN: 02967081):

Mrs. Samia Faheed (DIN: 02967081), aged 37 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.

Mrs. Samia Faheed (DIN: 02967081) is a Non-Executive (Non-Independent) Director who joined the Board of SDC Techmedia Limited on 21st February, 2018.

Mrs. Samia Faheed (DIN: 02967081) holds Directorships in the following companies other than SDC Techmedia Limited:

| S.No. | Name of the Company | Date of Appointment | Designation |
|-------|------------------------------------|---------------------|-------------|
| 1 | UF PROMOTERS PRIVATE LIMITED | 15/12/2021 | Director |
| 2 | PAYM TECH SOLUTION PRIVATE LIMITED | 06/05/2022 | Director |
| 3 | SDC I NETWORKZ PRIVATE LIMITED | 06/06/2022 | Director |

Mrs. Samia Faheed (DIN: 02967081) is the member of "Nomination and Remuneration Committee" of the Board of Directors of SDC Techmedia Limited.

Mrs. Samia Faheed (DIN: 02967081) does not hold any membership/chairmanship in Committees of Board in any other unlisted public/private company.

Mrs. Samia Faheed (DIN: 02967081) did not hold any Directorship/membership/chairmanship in Committees of Board in any other listed entity during the last three years.

Mrs. Samia Faheed (DIN: 02967081) is not related to any of the other Director(s) and KMP(s) of the Company except, Mr. Fayaz Usman Faheed (DIN: 00252610), Managing Director of the Company.

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

Mrs. Samia Faheed (DIN: 02967081) attended 9 (Nine) Meetings of the Board of Directors during the financial year 2022-23.

17. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, along with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their vote electronically in the 15th 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 commences on Wednesday, 27th September, 2023 at 09.00 A.M. IST and ends on Friday, 29th September, 2023 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., Saturday, 23rd September, 2023, 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 Saturday, 23rd September, 2023.
- (B) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 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 09th December, 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 the e-voting facility.

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 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 facility are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. If the user is not registered for Easi/Easiest facility, 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 from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers. |
| Individual Shareholders holding securities in Demat mode with NSDL | <p>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.</p> <p>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.</p> <p>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.</p> |
| Individual Shareholders (holding securities in Demat mode) login through their depository participants | 1. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. |

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

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

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