

04th March, 2021

To,
The Deputy Manager
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001

Scrip Code: 535647(BSE-SME)

Dear Sir/ Madam,



Sub: Submission of Postal Ballot Notice

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 we are herewith submitting a copy of the Postal Ballot Notice.

Kindly take the same on your record & oblige.

This is for the information of Members.

For SDC TECHMEDIA LIMITED



FAYAZ USMAN FAHED
(DIN: 00252610) ★
MANAGING DIRECTOR

Encl: As above

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
(Formerly known as Onesource Techmedia Limited)
CIN: L72900TN2008PLC067982

Reg. Office: 33/1, Wallajah Road, Chepauk Chennai-600002
Email: info@sdctech.in | Website: www.sdctech.in | Phone No: 044-2854 5858



NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") including any statutory modification or re-enactment thereof for the time being in force, the Resolutions appended below are proposed to be passed by way of Postal Ballot which includes voting by electronic means.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning the resolutions and the reasons thereto is annexed hereto for your consideration. The Company has appointed M/s. Vishal Garg & Associates, Practising Company Secretaries (ACS: 34062 & COP: 21156), as Scrutinizer for conducting this Postal Ballot process in a fair and transparent manner.

In terms with the provisions of the General Circular number 39/2020, 14/2020, 17/2020 & all other applicable laws and circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), the Physical dispatch of Postal Ballot Notice is dispensed with and all the items being considered through Postal Ballot are to be considered only through e-voting mechanism till 30th June, 2021.

In compliance with regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility, to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to its Members. It may be noted that e-voting is the only mechanism for voting which can be used by the members to cast their votes.

The e-voting facility is available at the link www.evotingindia.com. Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit their report to the Managing Director of the Company after the completion of the scrutiny of the Voting process. The Managing Director of the Company will announce the results at the Board Meeting scheduled to be held at 04.00 P.M. on 05th April, 2021 at the Registered Office of the Company. The said results would also be displayed at the notice board of the Registered Office of the Company, intimated to the BSE Limited where the Company's shares are listed and displayed on the Company's website viz. www.sdctech.in.

By order of the Board of Directors
For SDC TECHMEDIA LIMITED

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

Place : Chennai
Date : 02nd March, 2021

SPECIAL BUSINESS:

Item 1: FILLING UP CASUAL VACANCY IN THE OFFICE OF STATUTORY AUDITOR:

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution:**

“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, the appointment by the Board of Directors of the Company at the meeting held on 07th January, 2021 of **M/s. Ray & Ray, Chartered Accountants (Firm Registration No. 301072E)** as the statutory Auditor of the Company, to fill up the casual vacancy in the office of Statutory Auditor of the Company and to hold the said office till the conclusion of the ensuing 13th Annual General Meeting to be held in the calendar year 2021, at such remuneration, out-of-pocket, travelling, etc, as may be mutually agreed between the Board of Directors of the Company and the Auditors, be and is hereby ratified;

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

Item 2: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution :**

“RESOLVED THAT pursuant to Section 61 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, the consent of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lacs Only) divided into 75,00,000 (Seventy Five Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each subject to the conditions that unless otherwise determined at the time of issue the new equity shares shall rank pari passu in all respects with the existing Equity shares of the Company;

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

Item 3: ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution :**

“RESOLVED THAT the existing Clause V of the Memorandum of Association be and is hereby be substituted as follows:

- V** The Authorised share capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs.10/ -) each. Subject to the provisions of the Act, the company has the power from time to time to increase or reduce, reclassify its capital and to issue any shares in the original or new capital as equity or preference shares and to attach to any class or classes of such shares any preference rights, privileges or priorities in payment of dividends, distribution of assets or otherwise over any other shares or to subject the same to any restrictions or limitations or conditions and to vary the regulations of the company as far as necessary to give effect to the same and upon the sub-division of a share, to apportion, the right to participate in profits in any manner.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolutions."

By order of the Board of Directors
For SDC TECHMEDIA LIMITED

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

Place : Chennai
Date : 02nd March, 2021

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. The Notice is being sent to all the members whose names appear in the Register of Members/List of Beneficial Owners as on the record date i.e. 26th February, 2021
3. The Board of Directors of the Company have appointed M/s, Vishal Garg & Associates, Practising Company Secretaries (ACS: 34062 & COP: 21156), as the Scrutinizer for conducting the Postal Ballot voting process. The Scrutinizer will submit their report to the Managing Director of the Company after the completion of the scrutiny of the Voting Process. The Managing Director of the Company will announce the results at the Board Meeting scheduled to be held at 04.00 P.M. on 05th April, 2021 at the Registered Office of the Company.
4. In terms with the provisions of the General Circular number 39/2020, 14/2020, 17/2020 & all other applicable laws and circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), the Notice of Postal Ballot is being sent via mail to all those Shareholders who have registered their E-Mail IDs with the company.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the cut-off date i.e. 26th February, 2021.
6. In compliance with regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 and sections 108, 110 of the Companies Act 2013 and the Rules made there under, the company has provided facility to the members to exercise their votes electronically and the members may vote on all resolutions stated in this postal ballot through the e-voting facility provided by CDSL.
7. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of Postal Ballot Notice and dispatch there of will be published in at least one English Language and one Vernacular Language Newspaper circulating in Chennai, Tamilnadu.

8. GENERAL INSTRUCTIONS:

- a. There will be one e-voting for every client ID No. / Folio No. irrespective of the number of joint holders.
- b. Voting rights in the Postal Ballot / e-voting cannot be exercised by Proxy.
- c. In terms with the provisions of the General Circular number 39/2020, 14/2020, 17/2020 & all other applicable laws and circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), it may be noted that e-voting is the only mechanism for voting which can be used by the members to cast their votes.
- d. Voting period commences on and from 05th March, 2021 at 09.00 A.M. and ends on 03rd April, 2021 at 05.00 P.M.
- e. The results of the Postal Ballot/e-voting will be announced at the Board Meeting scheduled to be held at 04.00 P.M. on 05th April, 2021 at the Registered Office of the Company.
- f. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/ beneficial owners of the Company as on the cut-off date i.e. 26th February, 2021.
- g. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.

9. INSTRUCTIONS FOR VOTING BY ELECTRONIC VOTING MEANS :

In compliance with provisions of Section 110 of the Companies Act, 2013, Rule 22 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. The business shall be transacted through e-voting facility provided by Central Depository Services (India) Limited (CDSL)

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

- a. The remote e-voting period commences on 05th March, 2021 (09:00 A.M.) and ends on 03rd April, 2021 (05:00 P.M.) During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 26th February, 2021 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,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

- 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 and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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)	<p>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.</p> <ul style="list-style-type: none"> • 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 (c).

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. 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 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. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN **210302004** for the relevant Company Name i.e. " SDC TECHMEDIA LIMITED " on which you choose to vote
- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. 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.

- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. 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.
- r. Shareholders can also cast their vote using CDSL's mobile app m-Voting available. 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.
- s. Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. 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.
- u. 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 helpdesk.evoting@cdslindia.com on or before 03rd April, 2021 upto 05:00 P.M. without which the vote shall not be treated as valid.
- v. 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 of 26th February, 2021.
- w. The shareholders shall have one vote per equity share held by them as on the cut-off date 26th February, 2021. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

10. M/s. Vishal Garg & Associates, Practising Company Secretaries (ACS: 34062 & COP: 21156) has been appointed as the Scrutinizer to scrutinize the Voting Process in a fair and transparent manner. The Scrutinizer will submit within a period not exceeding 48 hours from the conclusion of the remote e-voting period and unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
11. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sdctech.in and on the website of CDSL. The same will be communicated to the stock exchanges viz. BSE Limited where shares of the Company are Listed.

By order of the Board of Directors
For SDC TECHMEDIA LIMITED

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

Place : Chennai
Date : 02nd March, 2021

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

ITEM NO. 1: FILING OF CASUAL VACANCY IN THE OFFICE OF 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.

Further in compliance with Section 139 (8), the said appointment of Statutory Auditor to fill the casual vacancy by the Board of Directors of the Company is to be confirmed by the Shareholders of the Company within a period of 3 months from the date of the Board Meeting. Accordingly your Board of Directors have proposed to ratify the appointment of M/s. Ray & Ray, Chartered Accountants as Statutory Auditors of the Company and recommend this resolution for approval of the shareholders of the company to be passed as an **Ordinary Resolution**.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out in item no. 1 except to the extent of their shareholding.



SDC TECHMEDIA LIMITED
(Formerly known as Onesource Techmedia Limited)
CIN: L72900TN2008PLC067982

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ITEM NO. 2 & 3: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

At present the Authorised Share Capital of the Company is Rs.7,50,00,000/- (Rupee Seven Crores Fifty Lacs only) divided into 75,00,000 (Seventy Five Lacs) equity shares of Rs, 10/- (Rupees Ten Only) each.

It is proposed to increase the Authorised Capital of the Company so that the company has a provision to issue further shares as may be determined by the board.

Consequent upon increase in the Authorised Share Capital of the Company, the Memorandum of Association needs appropriate amendment and the same requires the members' consent and hence the Directors recommend this resolution for approval of the shareholders of the company to be passed as an **Ordinary Resolution**.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out in item no. 2 & 3 except to the extent of their shareholding.

By order of the Board of Directors
For SDC TECHMEDIA LIMITED

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

Place : Chennai
Date : 02nd March, 2021