



social communications limited

4th

ANNUAL REPORT (2015-16)

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COMPANY INFORMATION

BOARD OF DIRECTORS

Thiru. Antony Ananadarayar	Director
Thiru. Aesu Malayappan Chinnappa	Director
Thiru. Peter Fernando	Director
Thiru. George Antonysamy	Director
Thiru. Antony Pappusamy	Director

Auditors:
M/s. M.Thomas & Co.,
Chartered Accountants
Plot No.G/11, Marina Square
53/27, Santhome High Road,
Santhome,
Chennai – 600 004.

Bank:-
Indian Bank, 48, Luz Church Road,
East Abhiramipuram, Chennai – 600 004.

Registered Office :
St.Thomas Building,
150, Luz Church Road,
Mylapore,Chennai - 600 004



NOTICE IS HEREBY GIVEN THAT THE 4TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MATHA SOCIAL COMMUNICATIONS LIMITED WILL BE HELD ON 14TH DAY OF SEPTEMBER 2016 AT 3.00 P.M AT ARCHDIOCESAN PASTORAL CENTRE, 25 ROSARY CHURCH ROAD, SANTHOME, MYLAPORE, CHENNAI – 600004

TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS :

ITEM NO 1

To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended on 31st March 2016 and the Report of the Board of Directors and the Auditors and the Audited Consolidated Financial Statement of the Company together with the Report of the Auditors thereon.

ITEM NO 2

To reappoint Mr. Anandarayar Antony (holding DIN: [02332581](#)) who retires by rotation and, being eligible, offers himself for re-appointment.

ITEM NO 3

To reappoint Mr Antony Pappusamy, (holding DIN: [06906357](#)) who retires by rotation and being eligible, offers himself for re-appointment



ITEM NO 4

To Ratify the Appointment of the Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act 2013, read with Companies (Audit And Auditors) Rules 2014 the appointment of **M/S. M. THOMAS & CO, CHARTERED ACCOUNTANTS (ICAI FIRM REGISTRATION NO. 004408S)** as the Statutory Auditors of the Company vide Approval of the Shareholders of the Company at the Annual General Meeting of the Company held on 16th September 2015 for a period of 5 Years be and is hereby ratified to hold Office from the conclusion of this Annual General Meeting till the conclusion of Next Annual General Meeting for a period of 1 Year of the Company and their appointment be at a remuneration to be decided by the Board of Directors of the Company in consultation with the Auditors. The remuneration so fixed will be in addition to applicable service tax and re-imbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”



SPECIAL BUSINESS

ITEM NO. 5.

Power to make loan upto Rs. 10 Crores and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as special resolution:

RESOLVED THAT pursuant to the provisions of section 186 of the Companies Act 2013 (as amended or re-enacted from time to time) read with Rule no 11 & 13 the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to the approval of shareholders in general meeting, the consent be and is hereby accorded to grant loans or provide security or guarantee in for an amount(s) exceeding 60% of paid-up capital , free reserves and securities premium account or 100% of free reserves and securities premium account but not exceeding Rs 10.00 Crore on such terms and conditions as may be decided by the Board from time to time.

RESOLVED FURTHER THAT pursuant to rule no 12 of the Companies (Meeting of Board and its Powers) Rules, 2014 and section 117 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 24 of the Companies (Management and Administration) Rules 2014, any one of the director of the Company be and is hereby authorized to making necessary entries in the Register of Investment , authenticate it and file form no MGT-14 with the Registrar of Companies within the prescribed time and fees.



RESOLVED FURTHER THAT, any one of the director of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: CHENNAI

DATE: 02/08/2016

ANTONY ANANDARAYAR

DIRECTOR

DIN: 02332581

NOTES:

1. Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote (on a poll only) instead of himself/herself and such proxy need not be a member of the company.
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY EIGHT HOURS before commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc, must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and



holding in the aggregate not more than 10% of the total voting share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total voting share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.

3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

4. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.

5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrars and Transfer Agents (RTA), M/s. Cameo Corporate Services Private Limited.

6. The members holding shares in demat format are requested to update their email addresses with their depository participant to ensure that the Annual Report and other documents reach you on your preferred email account in order to save paper and participate in the "Green Initiative" of the Ministry of Corporate Affairs.

7. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays between 10.00 a.m. and 5.00 p.m. up to and including the date of the Annual General Meeting.

8. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least Seven days before the date of Annual General Meeting to enable the Company to keep the information ready at the meeting.

9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.



10. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under section 72 of the Act, are requested to submit details to the RTA in the prescribed Form SH 13 for this purpose.

11. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering remote e-voting facility to its members in respect of the businesses to be transacted at 04th Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), the Authorised Agency to provide e-voting facilities, for facilitating remote e-voting.

The procedure and instructions for e-voting forms part of this notice

(i) The remote e-voting period commences on Sunday, 11.09.2016 (9.00 am IST) and ends on Tuesday, 13.09.2016 (5.00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, 07.09.2016 may cast their votes electronically.

(ii) The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently.

(iii) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on Wednesday, 07.09.2016

(iv) As consented to act as Scrutinizer, the Board of Directors has appointed Sri. P.Sriram of M/s P.Sriram & Associates, Practising Company Secretary (Membership No. FCS 4862) as the Scrutinizer for conducting the remote e-voting process and the voting in accordance with the law and in a fair and transparent manner.

(v) The Chairman shall at the AGM at the end of the discussions on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot or polling paper or by using electronic systems for all those members who are present at the AGM but not have cast their votes by availing the remote e-voting facility.



(vi) The Scrutinizer shall after the conclusion of the voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and the Scrutinizer shall within 48 hours from the Conclusion of AGM and make a consolidated Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company

(vii) Voting is provided to the members through remote e-voting and at the Annual General Meeting of the Company. A member can opt for only one mode of voting i.e either through remote e-voting or at the Annual General Meeting of the Company.

(viii) If a Member casts votes by both modes, then voting done through e-voting shall prevail.

THE PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS ARE AS FOLLOWS:

The remote e-voting period shall commence from Sunday, 11.09.2016 (9.00 am IST) and shall close on Tuesday, 13.09.2016 (5.00 pm IST) . During this period of remote e-voting, the Members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The remote e-voting module will be disabled for voting thereafter and the Members will not be able to cast their vote electronically beyond the date and time mentioned above (13th September 2016 at 5 P.M)

- (i) Log on to the e-voting web site : www.evotingindia.com
- (ii) Click on "Shareholders/Member" tab.
- (iii) Now Enter your User ID (For CDSL: 16 digits beneficiary ID) Members holding shares in physical form should enter Folio Number registered with the Company and then enter the Image verification as displayed and Click on Login.
- (iv) 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. If you are a first time user follow the steps given below.



Enter your 10 digit alpha-numeric PAN issued by Income Tax Department, enter the Bank Account Number 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 Bank Account Number. Members who have not updated their PAN with the Company/DP 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Matha Social Communications Limited
- (x) 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.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolution details.



- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If 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.
- (xvi) Institutional Members (i.e. other than individuals, HUF, NRI etc.) who wish to cast their votes through remote e-voting should send a scanned copy of the Registration form bearing the stamp and sign of the entity and the list of accounts along with scanned copy (PDF format) of the relevant Board Resolution and Power of Attorney (POA) etc. to helpdesk.evoting@cdslindia.com.
- (xvii) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) 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 or call on 18002005533 or contact the Company Secretary of the Company at the contacts mentioned on the top of this notice.



The Scrutiniser would be able to view the names and number of shareholders who have casted the vote by way of e-voting on Tuesday, 13th September 2016 after 5.00 P.M. in the presence of at least two witnesses, who are not in employment of the Company and can unblock the voting pattern after the conclusion of AGM on 14th September, 2016 and report on the results of voting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013.

The Company has wholly owned subsidiary and in order to enable the wholly owned subsidiary to function more effectively and efficiently, Your company is required to provide loan to its wholly owned subsidiary so as to enable the subsidiary company meet out its fund requirement

The Board of Directors in their meeting held on 02/08/2016 decided to seek approval of shareholders to make give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

Accordingly, your company is required to obtain approval by passing special resolution in general meeting in case it proposes to give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more



In view of better utilization of funds available with the company it is proposed to pass enabling resolution authorizing board of directors of the company to give loan, guarantee or provide security within the limits as mentioned in proposed resolution. None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: CHENNAI

DATE: 02/08/2016

ANTONY ANANDARAYAR

DIRECTOR

DIN: 02332581

BOARDS' REPORT

TO THE MEMBERS,

Your Directors have pleasure in presenting the Fourth Annual Report on the performance of the Company together with the audited Financial Statements for the year ended 31st March, 2016.

1. FINANCIAL RESULTS:

The Company's performance during the year 2015-16 as compared to the previous year is summarized below:

(Rs. In Actuals)

Particulars	2015-2016	2014-2015
Gross Income	4,752,548	42,07,301
Profit Before Interest and Depreciation	3,518,424	14,85,302
Finance Charges	582	42
Gross Profit	3,518,424	14,85,260
Provision for Depreciation	1,622,236	16,20,447
Net Profit (Loss) Before Tax	1,896,188	-1,35,187
Provision for Tax	1,44,715	NIL
Net Profit (Loss) After Tax	1,346,472	-1,35,187
Balance of Profit brought forward	NIL	NIL
Balance available for appropriation	1,346,472	NIL
Proposed Dividend on Equity Shares	NIL	NIL
Tax on proposed Dividend	NIL	NIL
Transfer to General Reserve	1,346,472	-1,35,187
Surplus carried to Balance Sheet	1,081,438	-2,65,034

2. PERFORMANCE REVIEW:

The Total Revenue of the Company for the year ended 31st March 2016 was Rs.4,752,548 compared to the previous year of Rs. 4,207,301 The Performance of the Company for the year ended 31st March 2016 was satisfactory and the Company has earned profit during the Financial year . The Board of Directors expect more business and profitability in the forthcoming years.

3. DIVIDEND:

Though the Company could achieve profits, the Board considers it prudent to plough back the profit for future growth of the Company and does not recommend dividend for the year of operations.

4. BOARD MEETINGS:

The Board of Directors met 5 (Five) times in respect of which meetings the proceedings were recorded in the Minutes book maintained for the purpose.

5. DIRECTORS:

During the financial year under review, there was no Appointment, Re-appointment, Change in Designation and Resignation of Directors, Managing Directors, Whole Time Directors. i.e. there was no significant change in the constitution of the Board.

In accordance with the provisions of the Act and the Articles of Association of the Company Mr.Anandarayar Antony, Director and Mr.Antony Pappusamy, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment

6. DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had 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;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

7. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES:

The Financial Performance of the Subsidiary Company are mentioned in FORM AOC 1 and the same has been duly enclosed as **ANNEXURE 1** as a part of this Annual Report.

8. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 is annexed as **ANNEXURE 2** and forms part of this Annual Report.

9. AUDITORS:

➤ STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act 2013, and the Companies (Audit and Auditors) Rules, 2014, M/S M.Thomas& Co, Chartered Accountants (Firm Registration No. 004408S), Chennai were appointed as the Statutory Auditors of the Company at the Annual General Meeting held on 16th September 2015 to hold office up to the conclusion of the 8th Annual General Meeting to be held in the year 2020, subject to ratification of their appointment at Every Annual General Meeting, The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The Board of Directors of the Company at its meeting held on 02.08.2016 recommended to the members of the Company for their ratification and approval for their appointment of M/S M.Thomas& Co, Chartered Accountants as the Statutory Auditors of the Company for the Financial Year 2016-2017.

10. HUMAN RESOURCES:

To ensure Good Human Resource Management, the Company focuses on all aspects of employee Life Cycle. This provides a holistic experience for the employees. The Company conducts various skill Development, engagement and volunteering programs to motivate the employees.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

The Company has no activity, which requires reporting under the provisions of Section 134 (3) (m) of Companies Act 2013 with regard to Conservation of energy, Technology absorption and Foreign Exchange inflow or outgo.

12. PREVENTION OF SEXUAL HARASSMENT AT WORK PLACE:

Your Company is committed to ensure conducive working environment to all employees without fear of sexual harassment, exploitation or intimidation. A Prevention of Sexual Harassment committee is constituted to receive and act upon complaints. During the year under review the committee did not receive any complaints and has recorded a NIL compliance report.

13. DEPOSITS:

The Company has neither accepted nor renewed any deposits during the year under review.

14. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Proper and adequate internal control systems pertaining to financial statements have been adopted by your company. Your company ensures that existing internal controls serve to assist the operations in the best possible manner and discrepancies are reduced to the least possible extent, resulting in maximum effectiveness of the operations. During the year, such controls were tested and no reportable material weakness in the design or operation was observed

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of the Loans, guarantees and investments covered under the provisions of the Companies Act, 2013 are given in the Notes to the Financial Statement.

16. RISK MANAGEMENT POLICY:

During the year, your Directors have formulated a risk management program to (a) Oversee and approve the Company's enterprise wide risk management framework; and (b) Oversee that all the risks that the organization faces such as strategic, financial, security, property, IT, legal, regulatory and reputational have been identified and assessed and there is an adequate risk management framework in place capable of addressing those risks.

17. CORPORATE SOCIAL RESPONSIBILITY:

The Provisions of Section 135 of the Companies Act 2013 relating to Corporate Social Responsibility are not applicable to the Company for the Financial Year 2015-2016

18. RELATED PARTY TRANSACTIONS:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Particulars of Contracts or Arrangements with Related parties referred to in Section 188(1) are as given in the Notes to Accounts & also in Form AOC 2 which is annexed as **ANNEXURE 3** as a part of this Annual Report.

19. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

There are no employees in the Company within the meaning of Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel Rules) 2014

20. SHARE CAPITAL :

The paid up equity share capital of the Company as on March 31, 2016 was Rs. 54,262,000/-. During the year under review, the Company has not issued shares with differential voting rights and sweat equity shares.

21. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There are no material changes and commitments affecting financial position of the Company between 31st March 2016 and the date of Board's Report.

22. ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, Customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

ANTONYSAMY GEORGE
DIRECTOR
DIN: 06906365

ANANDARAYAR ANTONY
DIRECTOR
DIN : 02332581

DATE :: 02/08/2016

PLACE : CHENNAI

ANNEXURES

PARTICULARS	ANNEXURE NO.
FINANCIAL PERFORMANCE OF THE SUBSIDIARY, ASSOCIATES AND JOINT VENTURES	FORM AOC 1 – ANNEXURE NO 1
EXTRACTS OF THE ANNUAL RETURN	FORM MGT 9 – ANNEXURE NO 2
RELATED PARTY TRANSACTIONS	FORM AOC 2 – ANNEXURE NO 3

ANNEXURE - 1**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

Sl. No.	Particulars	Details
1	Name of the subsidiary	MADHA MEDIA RENAISSANCE PRIVATE LIMITED
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2015-16
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INDIAN RUPEE
4	Share capital	10,00,000/-
5	Reserves & surplus	1,35,58,527/-
6	Total assets	1,48,30,133/-
7	Total Liabilities	1,48,30,133/-
8	Investments	NIL
9	Turnover	1,63,05,118/-
10	Profit before taxation	12,49,479/-
11	Provision for taxation	1,50,000/-
12	Deferred Tax Asset	87,115/-
13	Profit after taxation	10,12,364/-
14	Proposed Dividend	Nil
15	% of shareholding	100%

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	NOT APPLICABLE
1. Latest audited Balance Sheet Date	NOT APPLICABLE
2. Shares of Associate/Joint Ventures held by the company on the year end	NOT APPLICABLE
No.	NOT APPLICABLE
Amount of Investment in Associates/Joint Venture	NOT APPLICABLE
Extend of Holding%	NOT APPLICABLE
3. Description of how there is significant influence	NOT APPLICABLE
4. Reason why the associate/joint venture is not consolidated	NOT APPLICABLE
5. Net worth attributable to shareholding as per latest audited Balance Sheet	NOT APPLICABLE
6. Profit/Loss for the year	NOT APPLICABLE
Considered in Consolidation	NOT APPLICABLE
Not Considered in Consolidation	NOT APPLICABLE

DATE: 02.08.2016

PLACE: CHENNAI

**FOR M.THOMAS & CO.
CHARTERED ACCOUNTANTS**

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**(A.ROZARIO)
PARTNER
M.NO - 021230
F.NO - 004408S**

**ANTONYSAMY GEORGE
DIN: [06906365](#)
DIRECTOR**

**ANANDARAYAR ANTONY
DIN : 02332581
DIRECTOR**

ANNEXURE - 2
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U74900TN2012PLC086666
2.	Registration Date	07/07/2012
3.	Name of the Company	MATHA SOCIAL COMMUNICATIONS LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES (UNLISTED, PUBLIC LIMITED COMPANY)
5.	Address of the Registered office & contact details	ST. THOMAS BUILDING 150: LUZ CHURCH ROAD, MYLAPORE CHENNAI - 600004
6.	Whether listed company	NO
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NOT APLLICABLE

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. NO.	NAME AND DESCRIPTION OF MAIN PRODUCTS / SERVICES	NIC CODE OF THE PRODUCT/SERVICE	% TO TOTAL TURNOVER OF THE COMPANY
1	TELECAST EQUIPMENT RENTAL	77309	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY	% OF SHARES HELD	APPLIC- ABLE
1	MADHA MEDIA RENAISSANCE PRIVATE LIMITED ADDRESS : ST.THOMAS BUILDING 150, LUZ CHURCH ROAD, MYLAPORE CHENNAI - 600004	U72900TN200-8PTC065943	SUBSIDIARY	100%	Section 2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	De-mat	Physical	Total	% of Total Shares	Dema t	Physical	Total	% of Total Shares	
A. Promoter s	0	0	0	0	0	0	0	0	0
(1) Indian	0	0	0	0	0	0	0	0	0
a) Individual/ HUF	0	600	600	1.11%		600	600	1.11%	Nil
b) Central Govt	0	0	0	0%	0	0	0	0	0
c) State Govt(s)	0	0	0	0%	0	0	0	0	0
d) Bodies Corp.	0	0	0	0%	0	0	0	0	0
e) Banks / FI	0	0	0	0%	0	0	0	0	0
f) Any other	0	0	0	0%	0	0	0	0	0
Sub - Total(A) (1):-	0	600	600	1.11%		600	600	1.11%	NIL
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/ FI	0	0	0	0	0	0	0	0	0
e) Any Other...	0	0	0	0	0	0	0	0	0
Sub - total(A) (2):-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A1)+(A2)	0	600	600	1.11%		600	600	1.11%	NIL
B. Public Shareholding	0	0	0	0	0	0	0	0	0
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
2. Non-Institutions	0	0	0	0	0	0	0	0	0
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	52562	52562	96.87%	0	52562	52562	96.87%	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	1100	1100	2.03%	0	1100	1100	2.03%	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	53662	53662	98.90%	0	53622	53662	98.90%	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	53662	53662	98.90%	0	53622	53662	98.90%	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	54262	54262	100%	0	54262	54262	100%	0

B) SHAREHOLDING OF PROMOTER-

NO	SHAREHOLDER'S NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR			SHAREHOLDING AT THE END OF THE YEAR			% CHANGE IN SHAREHOLDING DURING THE YEAR
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	MR.AESU MALAYAPPAN CHINNAPPA	100	0.18%	NIL	100	0.18%	NIL	NIL
2	MR.PETER FERNANDO	100	0.18%	NIL	100	0.18%	NIL	NIL
3	MR.ANANDARAYAR ANTONY	100	0.18%	NIL	100	0.18%	NIL	NIL
4	MR.LAWRENCE	100	0.18%	NIL	100	0.18%	NIL	NIL
5	MR.PRASAD IGNATIUS	100	0.18%	NIL	100	0.18%	NIL	NIL
6	MR.JOSEPH	50	0.09%	NIL	50	0.09%	NIL	NIL
7	MR.DAVID AROCKIAM	50	0.09%	NIL	50	0.09%	NIL	NIL

C) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

NO	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	600	1.11%	600	1.11%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change During the year			
	At the end of the year	600	1.11%	600	1.11%

D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS:**(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

NO	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NOT APPLICABLE			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NOT APPLICABLE			
	At the end of the year	NOT APPLICABLE			

E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

NO	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ANANDARAYAR ANTONY				
	At the beginning of the year	100	0.18%	100	0.18%
	At the end of the year	100	0.18%	100	0.18%
2	AESU MALAYAPPAN CHINNAPPA				
	At the beginning of the year	100	0.18%	100	0.18%
	At the end of the year	100	0.18%	100	0.18%
3	PETER FERNANDO				
	At the beginning of the year	100	0.18%	100	0.18%
	At the end of the year	100	0.18%	100	0.18%
4	ANTONY PAPPUSAMY				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
5	ANTONY SAMY GEORGE				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

V) INDEBTEDNESS –

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount In Lakhs:)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
* Addition	NIL	NIL	NIL	NIL
* Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:**

NO.	PARTICULARS OF REMUNERATION	NAME OF MANAGING DIRECTOR, WHOLE- TIME DIRECTORS AND/OR MANAGER:	TOTAL AMOUNT
1	Gross salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	NIL	NIL

B. REMUNERATION TO OTHER DIRECTORS

NO	PARTICULARS OF REMUNERATION	NAME OF DIRECTORS					TOTAL AMOUNT
		ANANDA -RAYAR ANTONY	AESU - MALAYAPP- AN CHINNAPPA	SINTHADURAI PETER FERNANDO	ANTONY PAPPUSA -MY	ANTO NYSAM MY GEOR- GE	NIL
1	Independent Directors	NIL	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL	NIL
3	Other Executive Directors	NIL	NIL	NIL	NIL	NIL	NIL
	Total (3)	NIL	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2+3)	NIL	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL	NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

“THERE ARE NO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD IN THE COMPANY”

NO	PARTICULARS OF REMUNERATION	KEY MANAGERIAL PERSONNEL			
		CEO	CS	CFO	Total
1	Gross salary	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

FOR AND ON BEHALF OF THE BAORD OF DIRECTORS

ANTONYSAMY GEORGE

DIRECTOR

DIN: 06906365

ANANDARAYAR ANTONY

DIRECTOR

DIN : 02332581

DATE : 02/08/2016

PLACE : CHENNAI

ANNEXURE – 3

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 arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transaction not at arm's length basis – There were no contracts or arrangement or transactions entered into during the year ended March 31, 2015 which were not at arm's length basis

(a) Name(s) of the related party and nature of relationship – N.A

(b) Nature of contracts/arrangements/transactions – N.A

(c) Duration of the contracts/arrangements/transactions – N.A

(d) Salient terms of the contracts or arrangements or transactions including the value, if any – N.A

(e) Justification for entering into such contracts or arrangements or transactions – N.A

(f) Date(s) of approval by the Board, if any – N.A

(g) Amount paid as advances, if any – N.A

(h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188 – N.A

2. Details of material contracts or arrangement or transactions at arm's length basis

No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangement s/transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Rent paid if any
1	Commission for Social Communications Society	Premises Rent	01.04.2015 To 31.03.2016	N/A	N/A	3.76 Lakhs
2	Commission for Social Communications Society	Equipment Rental Income	01.04.2015 To 31.03.2016	N/A	N/A	4.22 Lakhs
3	Madha Media Renaissance Private Limited	Equipment Rental Income	01.04.2015 To 31.03.2016	N/A	N/A	19.56 Lakhs

FOR AND ON BEHALF OF THE BAORD OF DIRECTORS

ANTONYSAMY GEORGE
DIRECTOR
DIN: 06906365

ANANDARAYAR ANTONY
DIRECTOR
DIN : [02332581](#)

DATE :: 02/08/2016

PLACE : CHENNAI

INDEPENDENT AUDITOR'S REPORT

To

The Members of **MATHA SOCIAL COMMUNICATIONS LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of MATHA SOCIAL COMMUNICATIONS LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's 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 financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act 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, 2016, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("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 A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. 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;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. 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.

- e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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 B**”.
- 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 tous:
 - 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.

**For M.THOMAS & CO,
Chartered Accountants,
Firm Regn No 004408S**

**A.ROZARIO
Partner
Membership No. – 021230**

**Place: Poondi(Thanjavur) 613105
Date:18.07.2016**

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The company has not acquired any immovable property till 31.03.2016.
- 2) (a & b) Physical verification of inventory doesn’t arise since the company is a Service industry.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For M.THOMAS & CO,
Chartered Accountants,
Firm Regn No 004408S**

**A.ROZARIO
Partner
Membership No. – 021230**

**Place: Poondi (Thanjavur)613105
Date: 18.07.2016**

“Annexure B” TO THE AUDITORS’ REPORT OF EVEN DATE TO THE MEMBERS OF MATHA SOCIAL COMMUNICATIONS LIMITED CHENNAI ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2016

Report on the Internal Financial Controls 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 Matha Social Communications Limited (“the Company”) as of March 31, 2016 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.

Auditors’ 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 Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note requires 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 judgment, 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, 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, 2016, 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 M.THOMAS & CO,
Chartered Accountants,
Firm Regn No 004408S**

A.ROZARIO

Partner

Membership No. – 021230

Place: Poondi(Thanjavur)613105

Date: 18.07.2016

Matha Social Communications Limited
No.150: Luz Church Road: Mylapore: Chennai - 600 004
Balance Sheet as at March 31st 2016

		Amount in (₹)	
PARTICULARS	Note No	March 31st 2016	March 31st 2015
EQUITY AND LIABILITIES			
Shareholders funds			
a Share capital	1	54,262,000	54,262,000
b Reserves and surplus	2	1,081,438	(265,034)
Share application money pending allotment		-	-
Non-current Liabilities			
Other long term liabilities	3	-	-
Current Liabilities			
Trade payables	4	-	19,000
Deferred Tax Liability		99,715	-
Other current liabilities	5	935,000	25,000
TOTAL		56,378,154	54,040,966
ASSETS			
Non-current Assets			
a. Fixed Assets			
Tangible Assets	6	8,532,740	10,154,976
b. Investments	7	16,750,000	16,300,000
c. Long term loans and advances	8	-	-
d. Other non-current assets	9	328,740	834,048
Current Assets			
Trade receivable	10	-	-
Cash and cash equivalent	11	30,212,212	26,165,638
Other current assets	12	554,462	586,304
TOTAL		56,378,154	54,040,966

The accompanying Notes are an integral part of the Financial Statements. **Note-16**

ANTONYSAMY GEORGE
Director
(DIN -6906365)
Place : Poondi(Thanjavur)613105
Date : 18/07/2016

ANTONY ANANDARAYAR
Director
(DIN - 02332581)

As per our report of even date
For M.THOMAS & Co
Chartered Accountants
Firm Reg. No.004408S
(A.ROZARIO)
Partner
M. No. 021230

Matha Social Communications Limited
No.150: Luz Church Road: Mylapore: Chennai - 600 004
Statement of Profit and Loss for the year ended March 31st 2016

Amount in (₹)

PARTICULARS	Note No	March 31st 2016	March 31st 2015
Revenue from Operations : Equipment Rental		2,378,400	2,378,400
Other Income	13	2,374,148	1,828,901
Total Revenue (1+2)		4,752,548	4,207,301
Expenses			
Employee benefit expense		-	305,078
Finance Cost and bank charges		582	42
Depreciation expenses	6	1,622,236	1,620,447
Other expenses	14	1,233,542	2,416,921
Total Expenses		2,856,360	4,342,488
Profit / (Loss) before tax (3-4)		1,896,188	(135,187)
Tax expense			
Current Tax (Provision for Income Tax)		450,000	-
Deferred Tax		99,715	
Profit / (loss) after tax (6-7)		1,346,472	(135,187)
Earnings per equity share of face value of Rs.1,000 each			
Basic and Diluted ₹	15	24.81	(2.49)

The accompanying Notes are an integral part of the Financial Statements. **Note-16**

As per our report of even date

For M.THOMAS & Co

Chartered Accountants

Firm Reg. No.004408S

(A.ROZARIO)

Partner

M. No. 021230

ANTONYSAMY GEORGE

Director

(DIN -6906365)

Place : Poondi(Thanjavur)6131105

Date :18/07/2016

ANTONY ANANDARAYAR

Director

(DIN - 02332581)

Matha Social Communications Limited
No.150: Luz Church Road: Mylapore: Chennai - 600 004
CASH FLOW STATEMENT FOR THE YEAR ENDED March 31st 2016

PARTICULARS	Amount in (₹)	
	For the year ended March 31st 2016	For the year ended March 31st 2015
A. Cash flow from operating activities		
Net profit / (loss) before taxation	1,896,188	(135,187)
Adjustments for:		
Depreciation	1,622,236	1,620,447
Interest income	(2,374,148)	(1,828,901)
Provision for Taxation	(450,000)	
Operating profit before working capital changes	694,276	(343,641)
Movements in working capital:		
(Increase)/Decrease in trade receivables	-	405,755
(Increase)/Decrease in other current & non current assets	537,150	106,124
(Increase)/Decrease in loans and advances	-	6,797,176
Increase / (Decrease) in trade payables and other liabilities	891,000	(506,392)
Cash generated from / (used in) operations	2,122,426	6,459,022
Net cash flow from / (used in) operating activities	A 2,122,426	6,459,022
B. Cash flow from investing activities		
Purchase of fixed assets, capital work in progress (including capital advances)	(450,000)	(61,500)
Term deposits placed with banks during the year (more than 3 months)	(4,625,792)	(10,500,000)
Interest received	2,374,148	1,828,901
Net cash from / (used in) investing activities	B (2,701,644)	(8,732,599)
C. Cash flow from financing activities		
Proceeds from issuance of sharecapital	-	-
Proceeds of share application money	-	-
Net cash (used in) / from financing activities	C -	-
Net increase / (decrease) in cash and cash equivalents	A+B+C (579,218)	(2,273,577)
Total Cash and cash equivalents at the beginning of the year	665,638	2,939,215
Cash and cash equivalents at the end of the year	86,420	665,638
Components of cash balances		
Cash in hand	22,692	389,018
Balance with banks in current accounts	63,728	276,620
Total	86,420	665,638

Notes :

1. Cash Flow Statement has been prepared following Indirect method
2. Figures of previous year have been regrouped/restated/reclassified wherever necessary

As per our report of even date
For M.THOMAS & Co
Chartered Accountants
Firm Reg. No.004408S
(A.ROZARIO)
Partner
M. No. 021230

ANTONYSAMY GEORGE
Director
(DIN -6906365)
Place : Poondi(Thanjavu)613105
Date : 18/07/2016

ANTONY ANANDARAYAR
Director
(DIN - 02332581)

Matha Social Communications Limited
No.150: Luz Church Road: Mylapore: Chennai - 600 004
Notes to financial statements for the year ended 31st March 2016

Note : 1 Share Capital

Amount in (₹)

Particulars		As at March 31st 2016		As at March 31 2015	
		Number of Shares	Amount	Number of Shares	Amount
(a)	Authorised Capital				
	Equity shares of Rs.1,000/- each	60,000	60,000,000	60,000	60,000,000
(b)	Issued, Subscribed and Paid Up				
	Equity shares of Rs.1,000/- each	54,262	54,262,000	54,262	54,262,000

Note : 1(a) Share capital (contd.) Reconciliation of sharecapital

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2016			
- Number of shares	54,262	-	54,262
- Amount (`)	54,262,000	-	54,262,000

Note : 1(b) Number of Shares held by each shareholder holding more than 5 percent equity shares of the company are as follows :

		As at 31st March, 2016	As at 31st March, 2015
No. of Shares held by each shareholder holding more than 5% equity shares		NIL	NIL

Note 2: Reserves and surplus

Particulars		As at 31 March, 2016	As at 31 March, 2015
Surplus / (Deficit) in Statement of Profit and Loss			
Opening balance		(265,034)	(129,847)
Add: Profit / (Loss) for the year		1,346,472	(135,187)
Closing balance		1,081,438	(265,034)
Total			

Matha Social Communications Limited
No.150: Luz Church Road: Mylapore: Chennai - 600 004
Notes to financial statements for the year ended 31st March 2016

Note 3: Other long-term liabilities

Particulars	Amount in (₹)	
	As at 31st March, 2016	As at 31st March, 2015
	-	-
(b) Others:		
(ix) Others - Amount received from Dioceses	-	-
Total	-	-

Note 4: Trade payables

Particulars	Amount in (₹)	
	As at 31st March, 2016	As at 31st March, 2015
	-	-
Trade payables:		
Creditors	-	19,000
Total	-	19,000

Note 5: Other current liabilities

Particulars	Amount in (₹)	
	As at 31st March, 2016	As at 31st March, 2015
	-	-
(j) Other payables		
Audit fee payable	35,000	25,000
Provision for Taxation	450,000	
Other payables	450,000	-
Total	935,000	25,000

Matha Social Communications Limited
No.150: Luz Church Road: Mylapore: Chennai - 600 004

Notes to financial statements for the year ended 31st March 2016

Note 6: Fixed assets

		Amount in (₹)			
A.	Tangible assets	Gross block			
		Balance as at 1st April 2015	Additions	Disposals	Balance as at March 31st 2016
	Airconditioners	212,350		-	212,350
	Audio and Visual Equipments	2,171,065	-	-	2,171,065
	Broadcasting Equipments	7,726,845		-	7,726,845
	Computers and accessories	748,700		-	748,700
	Electronic equipments & accessories	33,205		-	33,205
	Furniture & fittings	75,845		-	75,845
	Networking equipments and accessories	1,434,680		-	1,434,680
	Total	12,402,690	-	-	12,402,690

Note 6 (continued) : Fixed assets

		Amount in (₹)				
B	Tangible assets	Depreciation			Net block	
		Balance as at 1st April 2015	Depreciation / amortisation expense for the year	Balance as at March 31st 2016	Balance as at March 31st 2015	Balance as at March 31st 2016
	Airconditioners	49,562	41,012	90,574	162,788	121,776
	Audio and Visual Equipments	358,604	257,809	616,413	1,812,461	1,554,652
	Broadcasting Equipments	1,336,997	947,348	2,284,345	6,389,848	5,442,500
	Computers and accessories	278,627	233,803	512,430	470,073	236,270
	Electronic equipments & accessories	4,308	3,089	7,397	28,897	25,808
	Furniture & fittings	10,926	7,014	17,940	64,919	57,905
	Networking equipments and accessories	208,691	132,162	340,853	1,225,989	1,093,827
	Total	2,247,715	1,622,236	3,869,951	10,154,976	8,532,740

Matha Social Communications Limited
No.150: Luz Church Road: Mylapore: Chennai - 600 004
Notes to financial statements for the year ended 31st March 2016

Note 7: Investments

		Amount in (₹)
Particulars	As at 31st March, 2016	As at 31st March, 2015
<u>M/s Madha Media Renaissance Pvt Limited (KAMRPL)</u>		
100,000 Equity shares (Previous year 22,000) of Rs.10 each fully paid up	16,750,000	6,520,000
Advance paid for 33,000 (55,000) Equity shares of Rs.10 each fully paid up.		9,780,000
Total	16,750,000	16,300,000

Note 8: Long-term loans and advances

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(i) Other loans and advances:		
Secured, considered good	-	-
Unsecured, considered good - Advance for investment	-	-
Unsecured, considered good - other intercorporate advance	-	-
Total	-	-

Note 9: Other non-current assets

Particulars	As at 31 March, 2016	As at 31 March, 2015
(a)Prepaid Expenses	19,722	
Rental Advance - Society	198,000	
(b)Unsecured, considered good - other intercorporate advance	-	
A	217,722	612,010
(c) Unamortised expenses - Preliminary expenses		
Opening balance	222,038	333,058
Less: written off for the year	(111,020)	(111,020)
Closing balance	111,018	222,038
Total (A+B)	328,740	834,048

Particulars	As at 31 March, 2016	As at 31 March, 2015
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Other Trade receivables - Equipment rentals		
Unsecured, considered good	-	-
Total	-	-

Notes to financial statements for the year ended 31st March 2016

Note 11: Cash and cash equivalents

Amount in (₹)		
Particulars	As at 31 March, 2016	As at 31 March, 2015
(a) Cash on hand	22,692	389,018
(b) Cheques, drafts on hand	-	-
(c) Balances with Nationalised Banks		
(i) In current accounts	63,728	276,620
(iii) In deposit accounts	30,125,792	25,500,000
(d) Others (specify nature)		
Total	30,212,212	26,165,638

Note 12: Other current assets

Particulars	As at 31 March, 2016	As at 31 March, 2015
Accruals		
(i) Interest accrued on deposits	474,294	458,577
(ii) Tax deducted at source	80,168	127,727
Total	554,462	586,304

Note 13: Other Income

Particulars	As at 31 March, 2016	As at 31 March, 2015
(i) Other Income		
Interest from fixed deposit with bank	2,304,871	1,828,621
Other Income	69,277	280
Total - Other income	2,374,148	1,828,901

Note 14: Other expenses

Particulars	As at 31 March, 2016	As at 31 March, 2015
Repairs & Maintenance and Supervision charges	46,028	608,498
Communication - Internet, web & telephone charges	-	600,000
Printing and stationery	10,779	100,078
Professional charges/Consultancy Charges	45,025	338,933
Rent for office premises	375,825	360,000
Amortisation of preliminary expenses	111,020	111,020
Audit fees	35,000	25,000
Postage & communication	240,056	166,586
Meeting & Conference	350,565	29,333
Registration/Filing fee/Rates & Taxes	18,334	62,473
Software Maintenance	-	15,000
Travelling & Conveyance	910	-
Total	1,233,542	2,416,921

Matha Social Communications Limited

No.150: Luz Church Road: Mylapore: Chennai - 600 004

Notes to financial statements for the year ended 31st March 2016

15	Earnings per share (EPS)	As at 31st March, 2016	As at 31st March, 2015
	i) Net Profit as per Profit and Loss Statement attributable to Equity Shareholders (₹)	1,346,472	(135,187)
	ii) Weighted Average number of Equity Shares used as denominator for calculating EPS	54,262	54,262
	iii) Basic and Diluted Earnings per share (₹)	24.81	(2.49)
	iv) Face Value per Equity share (₹)	1,000	1,000

16	<u>RELATED PARTY DISCLOSURES:</u>	
Sl.No.	Name of the Related Party	Relationship
1	Madha Media Renaissance Private Limited	Wholly owned Subsidiary
2	COMMISSION FOR SOCIAL COMMUNICATIONS SOCIETY	Enterprises over which Key Management Personnel (KMP) are able to exercise significant influence.

Nature & value of Transactions during the year with Related Parties:

Sl.No.	Nature of Transactions	₹ in Lakhs			
		2015-16		2014-15	
		<i>Subsidiary</i>	<i>Enterprise with KMP</i>	<i>Associate</i>	<i>Enterprise with KMP</i>
1	Premises Rent		3.76		3.6
2	Equipment Rental Income	19.56	4.22	19.56	4.22
3	Investments	163.00		163.00	

Matha Social communications Limited

SIGNIFICANT ACCOUNTING POLICIES:

i) NATURE OF OPERATIONS:

Madha Social Communications Limited was incorporated in 2012. The company was incorporated to carry on the business of dealing with telecasting / broadcasting contents and the networking for the same.

ii) BASIS OF PREPARATION:

The financial statements have been prepared to comply with the generally accepted accounting principles in India including the Accounting standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under historical cost convention on the basis of going concern and on an accrual basis in accordance with accounting principles generally accepted in India. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

iii) USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the result are known/ materialized

iv) FIXED ASSET:

Fixed assets are stated at cost less accumulated depreciation. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use. Subsequent expenditures related to an item of Tangible Assets are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard performance.

v) DEPRECIATION:

Depreciation is provided based on the useful life of the assets as prescribed in "Schedule-II of the Companies Act, 2013 on SLM basis. Plant and Machinery costing up-to Rs.5,000/- are fully depreciated in the year of purchase.

vi) REVENUE RECOGNITION:

Revenue is recognized only when risk and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection,

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

The company has earned its income by leasing out the leasing / broadcasting equipments and related devices. The income from other than the lease rental has been earned out of interest from the deposits with the bank.

vii) SEGMENT:

The Company's business activity is mainly leasing out the telecasting and broadcasting equipments and devices from Chennai- Tamilnadu.

ix) INVESTMENTS:

Investments (Non-Current) represents the 1,00,000 shares of M/s. MMRPL purchased which are valued at purchase cost of Rs.1,67,50,000/-.

x) CASH AND CASH EQUIVALENTS:

Cash comprises cash on hand and balances with banks. Including term deposits with banks.

xi) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

A provision is recognized when:

- The Company has a present obligation as a result of a past event;
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- A reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably not, require an outflow of resources. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets are neither recognized nor disclosed.

xii) PRELIMINARY EXPENSES WRITTEN OFF:

The Preliminary expense is being written off over a period of 5 years.