



P Sriram & Associates
Practising Company Secretaries

CONSOLIDATED REPORT OF THE SCRUTINIZER
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the
Companies (Management and Administration) Rules, 2014)

To,
The Chairman of 5th Annual General Meeting of
MATHA SOCIAL COMMUNICATIONS LIMITED,
Having Registered Office at:
ST. THOMAS BUILDING,
150, LUZ CHURCH ROAD,
MYLAPORE,
CHENNAI-600004.

FIFTH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF MATHA SOCIAL COMMUNICATIONS LIMITED HELD ON MONDAY 18th SEPTEMBER, 2017 AT 3:00 PM AT ARCHDIOCESAN PASTORAL CENTRE, 25 ROSARY CHURCH ROAD, SANTHOME, MYLAPORE, CHENNAI - 600 004.

I, P. Sriram, Proprietor of P. Sriram & Associates, Practicing Company Secretaries, was appointed as Scrutinizer by the Board of Directors of **MATHA SOCIAL COMMUNICATIONS LIMITED**, CIN:U74900TN2012PLC086666 ("the Company") for the purpose of voting by electronic means i.e. remote e-voting and voting by poll at the Company's Annual General Meeting held on 18th September, 2017 at the venue mentioned above (AGM). Pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ('Rules') in respect of resolutions contained in the Notice dated 14th July, 2017 of the AGM held on 18th September, 2017.







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The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll (Insta Poll) at the AGM for the resolutions contained in the Notice of the AGM. My responsibility as a scrutinizer is restricted to ensure that the voting process through remote e-voting and poll at the AGM is conducted in a fair and transparent manner and to make a Consolidated Scrutinizer Report of the votes cast 'For' or 'Against' the resolutions contained in the Notice.

Report on scrutiny:

1. The Company has entered into an arrangement with Central Depository Services (India) Ltd (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.
2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 11th September, 2017.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Thursday, 14th September, 2017 (10:00 Hours IST) till Sunday 17th September, 2017 (17:00Hours IST) preceding the date of the AGM.
4. As on the cut-off date i.e. 11th September, 2017, there were 28977 Shareholders.
5. At the end of remote e-voting period on 17th September, 2017 at 17:00 HRS IST, voting portal of CDSL was blocked forthwith.


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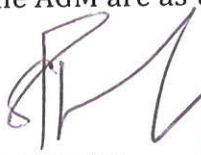


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6. After the poll ordered by the Chairman at the AGM, One poll box kept for polling were locked in my presence with due identification marks placed by me. The keys of the poll boxes were handed over to the Chairman of the AGM after locking them.
7. After completion of the poll at the AGM, the poll boxes kept for voting were immediately opened by me in presence of Mr.ROBERT.L (DPIN CLIENT ID 000028750) and Mr.SHOBA.V (DPIN CLIENT ID 00027233) who are not the employees of the Company.
8. The Shareholders present in person or through proxy at the AGM 74 & 5 respectively.
9. On Monday, 18th September, 2017 at 04:09 P.M after counting votes cast at the AGM, the votes cast through remote e-voting were unblocked by me in the presence of Ms. Nithya Pasupathy and Mr.Naresh Babu.
10. The voting ballot papers for the Poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by M/s Cameo Corporate Services Limited, the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations/ proxies lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e.,) on remote e-voting as well as by use of ballot.
11. The poll papers which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately
12. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under :


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CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS i.e.,

REMOTE E- VOTING AND VOTING BY POLL IS AS UNDER:

ITEM NO. 1: AS AN ORDINARY RESOLUTION

ADOPTION OF STANDALONE & CONSOLIDATED FINANCIAL STATEMENTS, BOARD'S

REPORT AND AUDITOR'S REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH,


2017:

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	79	1098	0	1	0	0
Number of Votes Cast by Members	79	2061	0	5	0	0
% of total number of valid votes cast	3.68	96.09	0	0.23	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour -99.77%

Percentage of Votes against -0.23%


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ITEM NO.2: AS AN ORDINARY RESOLUTION

RE-APPOINTMENT OF MR. ANTONYSAMY GEORGE (HOLDING DIN: 06906365) AS

DIRECTOR:-

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	79	1099	0	0	0	0
Number of Votes Cast by Members	79	2066	0	0	0	0
% of total number of valid votes cast	3.68	96.32	0	0	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favour -100.00%

Percentage of Votes against - 0.00%


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ITEM NO.3 AS AN ORDINARY RESOLUTION

RE-APPOINTMENT OF MR. AESU MALAYAPPAN CHINNAPPA (HOLDING DIN:

05287172) AS DIRECTOR:-

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	79	1099	0	0	0	0
Number of Votes Cast by Members	79	2066		0	0	0
% of total number of valid votes cast	3.68	96.32	0	0	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favour -100.00%

Percentage of Votes against - 0.00%




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ITEM NO. 4: AS AN ORDINARY RESOLUTION

RATIFICATION OF APPOINTMENT OF AUDITORS M/S. M. THOMAS & CO. CHARTERED ACCOUNTANTS (ICAI FIRM REGISTRATION NO. 004408S) TO HOLD THE OFFICE FROM CONCLUSION OF THIS AGM TILL CONCLUSION OF NEXT AGM AND FIXING THEIR REMUNERATION:-

Voting	Voted in favour of the resolution		Voted against the resolution		Votes invalid	
	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting	Through voting by poll	Through remote e-voting
Number of Members voted (in person or by proxy)	79	1099	0	0	0	0
Number of Votes Cast by Members	79	2066	0	0	0	0
% of total number of valid votes cast	3.68	96.32	0	0	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour -100.00%

Percentage of Votes against - 0.00%


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13. It is to be noted that

- a. The shareholders abstained from voting on specific resolutions under remote e-voting were not considered.
- b. Shareholders whose signature is not matched, improperly voted, abstained from voting resolutions are considered as invalid ones.
- c. The Shareholders who had exercised their right to vote by way of remote e-voting and has once again voted in the AGM, then the voting cast by him/ her by way of remote e-voting has be considered.

14. Based on the voting reported in the above table all resolutions are passed with requisite majority, we request the Chairman of the AGM to announce the results accordingly.

15. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.

16. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Chairman for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

SIGNATURE OF THE SCRUTINIZER:

**P.SRIRAM
PRACTISING COMPANY SECRETARY
MEMBERSHIP NO: 4862**

SIGNATURE OF THE CHAIRMAN OF THE MEETING:

**P.SRIRAM
SCRUTINIZER**



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