

**NOTICE IS HEREBY GIVEN THAT THE 11<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MATHA SOCIAL COMMUNICATIONS LIMITED WILL BE HELD ON THURSDAY, THE 17<sup>TH</sup> DAY OF AUGUST 2023 AT 04:00 PM AT ST. THOMAS BUILDING 150: LUZ CHURCH ROAD, MYLAPORE CHENNAI TN 600004 IN TO TRANSACT THE FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS:**

**ITEM NO. 1: ADOPTION OF STANDALONE & CONSOLIDATED FINANCIAL STATEMENTS, BOARD'S REPORT AND AUDITOR'S REPORT**

To receive, consider and adopt the Financial Statements along with the audited Balance Sheet, the Profit and Loss Account and Cash flow statements for the year ended as on 31<sup>st</sup> March 2023 and the Report of the Auditors and the Directors report thereon and in this regards pass with or without modification(s), the following resolution as Ordinary Resolution:

**“RESOLVED THAT** the Balance Sheet, the Profit & Loss Account, Cash Flow Statements along with Accounting Policies, Schedules, Explanatory Notes forming parts of financial statements, the Reports of Directors’ and Auditors Report for the period from 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023 thereon be and are hereby received, considered, approved and adopted.

**ITEM NO 2: RE-APPOINTMENT OF DIRECTOR**

To Reappoint Mr. David Arockiam(holding DIN: 08738293) who retires by rotation and, being eligible, offers himself for re-appointment.

**SEPCIAL BUSINESS:**

**ITEM NO 3: REGULARISATION OF MR. FRANCIS KALIST (DIN:09689353):**

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 rule made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Francis Kalist (DIN: 09689353) , who was appointed as an additional director by the Board of Directors with effect from 28<sup>th</sup> July 2022, and who holds office till the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in the said behalf) and Key Managerial Personnel, be and is hereby severally authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent of approval of Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution.”

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**-sd-**

**GEORGE ANTONYSAMY  
CHAIRMAN  
DIN: 06906365**

**PLACE: CHENNAI  
DATE: 11.07.2023**

**NOTES FORMING A PART OF THE NOTICE:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** A form of proxy is enclosed, and if intended to be used, should be returned to the company duly completed not less than 48 (forty-eight) hours before the aforesaid meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and the share transfer books will remain closed from Thursday, August 10, 2023 to Thursday, August 17, 2023 (both days inclusive). Transfer requests received during book closure, if any, will be considered only after reopening of the Register of Members.
3. Members and Proxies are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed signed and stamped, mentioning therein details along with folio No.
4. 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. Integrated Registry Management Services Private Limited.
5. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company/RTA for consolidation into a single-folio.
6. In case of joint holders, 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.
7. 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.
8. Shareholders holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. The members may contact the Company in this regard.
9. The Notice calling the AGM and Annual Report 2022-23 are made available on the Company's website at [www.mscom.in](http://www.mscom.in). The AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.cdsl.com](http://www.evoting.cdsl.com). For any communication, the

shareholders may also send requests to the Company's investor e mail id: [mscoml2012@gmail.com](mailto:mscoml2012@gmail.com). Members desirous of seeking information about the accounts and/or operations of the Company are requested to email the Company atleast five (5) days before the date of Annual General Meeting to enable the Company to keep the information ready at the meeting.

10. Shareholders desiring to express their views/ ask questions during the meeting may register themselves as a speaker. Request for this may be made to mail id [mscoml2012@gmail.com](mailto:mscoml2012@gmail.com) on or before 16th August 2023 (5.00 PM). Only those shareholders who have registered themselves as a speaker will be allowed to express their views or ask questions at the e-AGM. The company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time for conduct of the e-AGM.
11. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting.
12. The Board of Directors has appointed Mr. P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours, except on holidays, up to and including the date of the Annual General Meeting of the Company.

#### **14. VOTING THROUGH ELECTRONIC MEANS**

- I. The business set out in this Notice shall be conducted through remote e-voting. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

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

The remote e-voting period shall commence from 13<sup>th</sup> August 2023 (9.00 am IST) and ends on 16<sup>th</sup> August 2023 (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 (16<sup>th</sup> August 2023 5.00 pm IST)

a) Individual **Shareholders holding securities in Demat mode** with CDSL Depository

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533

b) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
  
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- c) After entering these details appropriately, click on “SUBMIT” tab.
- d) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- e) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- f) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- g) 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.
- h) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- i) 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.
- j) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- k) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- l) If a 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.
- m) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- n) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [mscoml2012@gmail.com](mailto:mscoml2012@gmail.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- II. In If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact attoll free no. 1800 22 55 33. You may also contact **Miss. Seeli (Admin)** to address the grievances connected with remote e-voting at the Registered Office of the Company situated at ST. Thomas Building 150: Luz Church Road, Mylapore Chennai – 600004.
  - III. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 10<sup>th</sup> August 2023 being cut-off date.
  - IV. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 10<sup>th</sup> August 2023, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [ormscoml2012@gmail.com](mailto:ormscoml2012@gmail.com).
  - V. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - VI. At the end of discussion on the resolutions on which voting is to be held, the Chairman shall allow voting with the assistance of scrutinizer, by use of ballot or polling paper or by using electronic system for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - VII. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two(2) witnesses not in the employment of the Company and the Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of AGM and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - VIII. The Results declared along with the report of the Scrutinizer shall be hosted on the Company's website [www.mscom.in](http://www.mscom.in) and on the website of CDSL immediately after the declaration of the result.
15. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, the Members are requested to provide their e-mail id to the Company or Registrar and Share Transfer Agent in order to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.
16. Electronic copy of the 11th Annual Report and Notice of the 11th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has



requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 11th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

17. The Notice of the 11th AGM of the Company and 11th Annual Report of the Company circulated to the members of the Company will be made available on the Company's website at [www.mscom.in](http://www.mscom.in). Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

18. As Per Secreterial Standards -2 below mentioned are the brief details of the director:

<b>S.No</b>	<b>Directors Name</b>	<b>Francis Kalist</b>
1	Age	66
2	Qualifications	
3	Experience	
4	Terms and conditions of Appointment	As per policy of the company
5	Details of Remuneration	
6	Date of First appointment	28/07/2022
7	Shareholding in the company	Nil
8	Relationship with other directors and KMP of the company	Not Applicable
9	Number of Board Meetings attended during the year	5
10	Directorship, Membership or Chairmanship of committees of other board	1. SOUTH ARCOT DIOCESAN CORPORATION 2. MATHA SOCIAL COMMUNICATIONS LIMITED

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

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**GEORGE ANTONYSAMY**

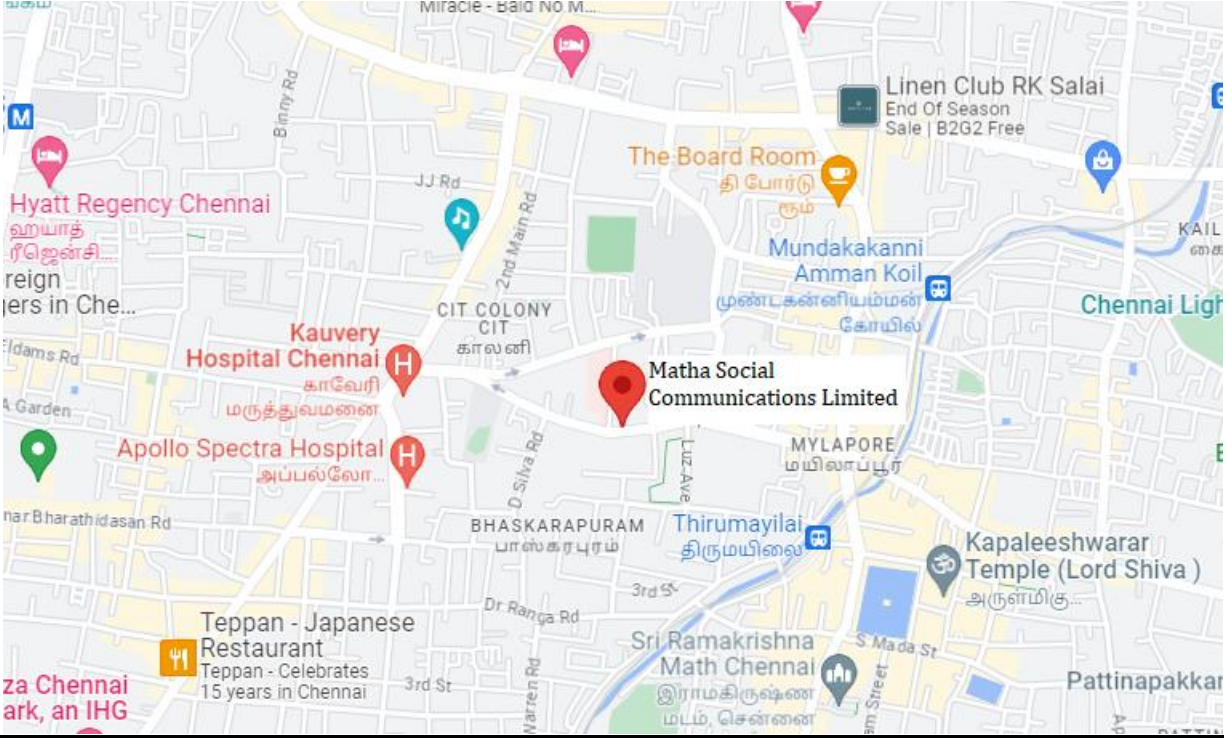
**CHAIRMAN**

**DIN: 06906365**

**PLACE: CHENNAI**

**DATE: 11.07.2023**

**ROUTE MAP**



**ROUTE MAP OF ANNUAL GENERAL MEETING**



ST. THOMAS BUILDING 150, LUZ CHURCH ROAD, MYLAPORE, CHENNAI TN 600004

**MATHA SOCIAL COMMUNICATIONS LIMITED**

**ATTENDANCE SLIP**

CIN: U74900TN2012PLC086666

I/We here by record my/our presence at the Eleventh Annual General Meeting of the Company at **Santhome Communication Centre, St. Thomas Building, 150, Luz Church Road, Mylapore, Chennai-600004** at **04:00 PM on Thursday, the 17th August 2023.**

**Member's Folio No.      Member's/Proxy's name in Block Letter      Member's/Proxy Signature**

1. Please Complete the Folio and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Members holding shares in physical form are requested to advise the change in their address, if any, to the company, quoting their Folio Number(s).
3. Members are requested to bring this slip along with them as duplicate slips will not be issued at the venue of the Meeting.

**MATHA SOCIAL COMMUNICATIONS LIMITED**

**CIN:U74900TN2012PLC086666**

Regd. Office: ST. Thomas Building No. 150, Luz Church Road, Mylapore, Chennai-600004

**Form No.MGT-11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address :

E-mail ID :

Folio :

I/We, being the member(s) holding .....Shares of the above named company, hereby appoint:

- 1) Name ..... Address.....  
email id:.....signature..... or failing him or her
- 2) Name ..... Address.....  
email id:.....signature..... or failing him or her
- 3) Name ..... Address.....  
email id:.....signature..... or failing him or her

as my/our proxy to attend and vote (on a poll) for me/us and on our behalf at Eleventh Annual General Meeting of the Company to be held at **Santhome Communication Centre, St. Thomas Building, 150, Luz Church Road, Mylapore, Chennai-600004 at 4 PM on Thursday, the 17th August 2023** and at any adjournment thereof in respect of such resolution as indicated overleaf.

Resolution No.	Resolutions	Optional*	
		For	Against
1	Ordinary resolution for adoption of standalone & consolidated financial statements, board's report and auditor's report for the year ended 31 <sup>st</sup> March 2023		
2	Ordinary resolution for reappointment of David Arockiam (holding DIN: 08738293) as Director retiring by rotation		
3	Ordinary resolution for regularisation of Mr. Franics Kalist (holding DIN: 09689353) as Director of the Company		

Signed this.....day of.....2023

Signature of Proxy holder(s) .....Signature of Member.....

Note:

Affix Revenue Stamp

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Office of the registrar & Share transfer agent of the Company, not less than 48 hours before the time fixed for holding aforesaid meeting.
2. For the resolution please refer the notice of 11<sup>th</sup> AGM
3. The proxy needs not to be member of the Company

Please complete all details including details of member(s) in above box before submission.