

NOTICE IS HEREBY GIVEN THAT THE 8TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MATHA SOCIAL COMMUNICATIONS LIMITED WILL BE HELD ON WEDNESDAY, THE 28TH DAY OF OCTOBER 2020 AT 03.00 P.M THROUGH VIDEO CONFERENCE (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”)

TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

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

To Receive, Consider and Adopt the Audited Standalone Financial Statements of the Company including the Audited Balance Sheet as on March 31, 2020, the Statement of Profit and Loss and the Cash Flow Statement for the year ended as on March 31, 2020 and Audited Consolidated Financial Statements of the Company on that date together with the Report of the Board of Directors and the Auditors thereon.

ITEM NO 2: RE- APPOINTMENT OF M. THOMAS & CO AS STATUTORY AUDITOR:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act 2013, M/S M. Thomas & Co, Chartered Accountants (Firm Registration No. 004408S), be and is hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the Annual General Meeting of the Company to be held in the year 2025 for a period of 5 Years and his appointment be at a remuneration to be decided by the Board of Directors of the Company in consultation with the Auditor plus applicable tax rates and re-imburement of travelling and out of pocket expenses incurred by him for the purpose of audit.”

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign & file the necessary forms & other returns with Registrar of Companies, Chennai and to do all such acts, deeds, things as may be necessary to give effect to the above resolution.”

ITEM NO 3 : RE-APPOINTMENT OF DIRECTOR

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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**GEORGE ANTONYSAMY
CHAIRMAN
DIN: 06906365**

**PLACE: CHENNAI
DATE: 28/09/2020**

NOTES FORMING A PART OF THE NOTICE:

1. In view of the outbreak of COVID-19 pandemic, social distancing measures are a pre-requisite and in terms of Ministry of Corporate Affairs ("MCA") Circular No. 20/2020 dated 5th May, 2020 read with Circular 14/2020 dated 8th April, 2020, Circular 17/2020 dated 13th April, 2020 ("MCA Circulars") physical presence of the Members at common venue is dispensed with and hence the Annual General Meeting (AGM) 2020 is being conducted through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"). The deemed venue for the AGM shall be the Registered Office of the Company. The route map accompanying notice is not provided since the meeting is happening through virtual means.
2. A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Companies Act, will not be available for the AGM 2020 and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and the Members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to the members on first come first serve basis.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
5. The Register of Members and the share transfer books will remain closed from Thursday, October 22, 2020 to Wednesday, October 28, 2020 (both days inclusive). Transfer requests received during book closure, if any, will be considered only after reopening of the Register of Members.
6. 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.
7. 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.
8. 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.

9. 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.
10. 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.
11. In line with the MCA Circulars dated 12th May 2020, the Notice calling the AGM and Annual Report 2019-20 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2019-20 will also be made available on the Company's website at 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.
12. For any communication, the shareholders may also send requests to the Company's investor e mail id: 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.
13. 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 on or before 21st October 2020 (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.
14. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting.
15. 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.
16. 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.

16. 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 the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. The Company is pleased to offer remote e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting.

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

- (i) The remote e-voting period shall commence from 25th October 2020 (9.00 am IST) and ends on 27th October 2020 (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 (27th October 2020 at 5 P.M)
- (ii) Log on to the e-voting web site : www.evotingindia.com
- (iii) Click on "Shareholders/Member" tab.
- (iv) 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.
- (v) 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.

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Kindly note that the Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number mentioned in the

	Attendance slip. 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.
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- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then reach directly the Company selection screen. Kindly note that the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (vii) 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) 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.
- (x) Click on the EVSN for "Matha Social Communications Limited"
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) Members 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, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

II. 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. 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 21st October 2020 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. 21st October 2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or mscoml2012@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 and on the website of CDSL immediately after the declaration of the result.

17. 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.

18. Electronic copy of the 8th Annual Report and Notice of the 8th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes .

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**GEORGE ANTONYSAMY
CHAIRMAN
DIN: 06906365**

**PLACE: CHENNAI
DATE: 28/09/2020**