



P Sriram & Associates
Practising Company Secretaries

1.

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 4th Annual General Meeting of

Matha Social Communications Limited,

Having Registered Office at :

ST. Thomas building 150: luz church road,

MYLAPORE CHENNAI Chennai TN 600004

FOURTH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF MATHA SOCIAL COMMUNICATIONS LIMITED HELD ON WEDNESDAY 14TH SEPTEMBER, 2016 AT 3:00 PM AT ARCHDIOCESAN PASTORAL CENTRE, 25 ROSARY CHURCH ROAD, SANTHOME, MYLAPORE, CHENNAI - 600004.

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 scrutinizing the voting by electronic means i.e. remote e-voting and voting by poll at the Company's Annual General Meeting (AGM) held on 14th September ,2016 at the venue mentioned above 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 August 02, 2016 of the AGM held on September 14, 2016.

P.SRIRAM
SCRUTINIZER




INITIAL OF THE CHAIRMAN

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 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) Limited (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 7th September, 2016.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Sunday, 11th September, 2016 (9:00 am IST) till Tuesday, 13th September 2016 (5:00 pm IST) preceding the date of the AGM.
4. As on the cut-off date i.e. 7th September, 2016, there were 28977 Shareholders.
5. At the end of remote e-voting period on 13th September, 2016 at 5:00 PM IST, voting portal of Central Depository Services (India) Limited (CDSL) was blocked forthwith.



**P.SRIRAM
SCRUTINIZER**



INITIAL OF THE CHAIRMAN

6. After the poll ordered by the Chairman at the AGM, one poll box kept for polling was sealed in my presence with due identification marks placed by me.
7. After completion of the poll at the AGM, the poll box kept for voting was immediately opened by me in presence of two witnesses who were not the employees of the Company.
8. The Shareholders present in person or through proxy/Authorised Representatives at the AGM were 97.
9. On Wednesday, 14th September, 2016 at 03:48 PM after counting votes cast at the AGM, the votes cast through remote e-voting were unblocked by me in the presence of Mr.M.Oberoi Jangit & Mr.R.Vignesh Balaji.
10. The voting ballot papers for the Poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by Central Depository Services (India) Limited (CDSL), 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 Poll.
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 :



P.SRIRAM
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INITIAL OF THE CHAIRMAN

**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

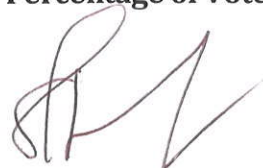
TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2016 AND THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY TOGETHER WITH THE REPORT OF THE AUDITORS THEREON.

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)	69	113	0	0	2	0
Number of Votes Cast by Members	179	227	0	0	6	0
% of total number of valid votes cast	100	100	0	0	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 1

Percentage of Votes in Favour – 100

Percentage of Votes against – NIL



**P.SRIRAM
SCRUTINIZER**




INITIAL OF THE CHAIRMAN

ITEM NO.2: AS AN ORDINARY RESOLUTION

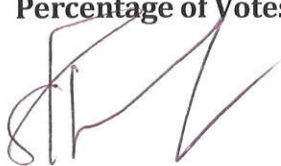
TO REAPPOINT MR.ANANDARAYAR ANTONY (HOLDING DIN:02332581) WHO RETIRES BY ROTATION AND BEING ELIBILE, OFFERS HIMSELF FOR RE-APPOINTMENT

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)	69	112	0	1	2	0
Number of Votes Cast by Members	179	222	0	5	6	0
% of total number of valid votes cast	100	97.7974	0	2.2026	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 2

Percentage of Votes in Favour – 98.8987

Percentage of Votes against – 1.1013



**P.SRIRAM
SCRUTINIZER**




INITIAL OF THE CHAIRMAN

ITEM NO. 3 : AS AN ORDINARY RESOLUTION

TO REAPPOINT MR.ANTONY PAPPUSAMY (HOLDING DIN: 06906357) WHO RETIRES BY ROTATION AND BEING ELIBILE, OFFERS HIMSELF FOR RE-APPOINTMENT

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)	67	112	0	1	4	0
Number of Votes Cast by Members	173	222	0	5	12	0
% of total number of valid votes cast	100	97.7974	0	2.2026	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 3

Percentage of Votes in Favour – 98.8987

Percentage of Votes against – 1.1013

**P.SRIRAM
SCRUTINIZER**



A. Anandapriya

INITIAL OF THE CHAIRMAN

ITEM NO.4 AS AN ORDINARY RESOLUTION

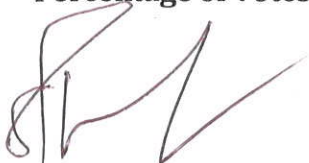
TO RATIFY THE APPOINTMENT OF THE AUDITORS AND TO FIX THEIR REMUNERATION AND IN THIS REGARDS PASS WITH OR WITHOUT MODIFICATION(S):

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)	69	113	0	0	2	0
Number of Votes Cast by Members	179	227	0	0	6	0
% of total number of valid votes cast	100	100	0	0	0	0

CONSOLIDATED RESULT ON VOTING ITEM NO: 4

Percentage of Votes in Favour -100

Percentage of Votes against - NIL



**P.SRIRAM
SCRUTINIZER**




INITIAL OF THE CHAIRMAN

ITEM NO.5 AS A SPECIAL RESOLUTION**POWER TO MAKE LOAN UPTO RS. 10 CRORES**

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)	69	113	0	0	2	0
Number of Votes Cast by Members	179	227	0	0	6	0
% of total number of valid votes cast		100				

CONSOLIDATED RESULT ON VOTING ITEM NO: 5**Percentage of Votes in Favour – 100****Percentage of Votes against - NIL**

**P.SRIRAM
SCRUTINIZER**

INITIAL OF THE CHAIRMAN

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, 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.



**P.SRIRAM
SCRUTINIZER**



INITIAL OF THE CHAIRMAN

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 Board of Directors 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:

Date: 16th September, 2016

Place: Chennai

**P.SRIRAM
SCRUTINIZER**



INITIAL OF THE CHAIRMAN