

MMWL/SEC/21-22/

1<sup>st</sup> October, 2021

To

The Secretary  
BSE Limited  
27<sup>th</sup> Floor  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai-400 001

Dear Sir,

**Sub: Voting results and Consolidated Scrutinizer's Report of 36<sup>th</sup> Annual General Meeting**

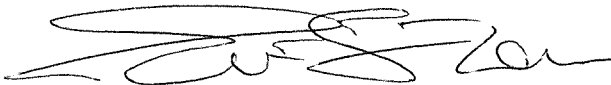
Dear Sir,

Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the voting results of 36<sup>th</sup> Annual General Meeting held on Thursday, 30<sup>th</sup> September, 2021 at 11:00 A.M. and Consolidated Scrutinizer's Report on Remote e-Voting and e-Voting conducted at 36<sup>th</sup> AGM, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies(Management and Administration) Amended Rules, 2015.

This is for your information and record purpose.

Thanking you,

Yours faithfully,  
For **Media Matrix Worldwide Limited**



**(Gurvinder Singh Monga)**  
Company Secretary



**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & INSTAPOLL i.e. E-VOTING  
AT ANNUAL GENERAL MEETING DURING 36<sup>TH</sup> ANNUAL GENERAL MEETING FOR  
MEDIA MATRIX WORLDWIDE LIMITED**

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies  
(Management and Administration) Rules, 2014 as Amended)**

To,

The Chairman of the meeting  
36th Annual General Meeting  
Media Matrix Worldwide Limited  
CIN: L32100MH1985PLC036518  
G-2, Shreya House Society, Off Andheri-Kurla Road  
Opp. Gurunanak Petrol Pump, Andheri (East)  
Mumbai - 400099

**Subject: Passing of Resolution(s) through remote e-voting and Instapoll i.e. e-voting at AGM electronically by the members during the 36<sup>th</sup> Annual General Meeting (AGM) of Media Matrix Worldwide Limited ("the Company") held on Thursday, the 30<sup>th</sup> September, 2021 at 11:00 A. M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM")**

Dear Sir,

1. MZ & Associates, Firm of Company Secretaries were appointed as a Scrutinizer by the Board of Directors of Media Matrix Worldwide Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ('e-voting') i.e. remote e-voting and Instapoll i.e. e-voting at AGM by members during the Annual General Meeting on the resolutions contained in the Notice dated August 13<sup>th</sup>, 2021 for 36<sup>th</sup> Annual General Meeting of the Members of the Company, held on Thursday, the September 30<sup>th</sup>, 2021 at 11:00 A.M. (IST).

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/ 2020 dated May 5, 2020 and Circular No. 02/2021 dated 13th January, 2021 in relation to 'Clarification on holding of annual general meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19' and Circular No.02/21 dated 13th January, 2021 in relation to clarification on holding of Annual General Meeting (AGM) through video conferencing ('VC') or other audio visual means ('OAVM')(collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to Relaxation from the compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, due to Covid-19 pandemic' (Collectively referred to as the 'SEBI Circulars') permitted the holding of the Annual General Meeting

**MZ & ASSOCIATES, Company Secretaries**

Peer Review Firm: 757/2020, Address: 3/31/ West Patel Nagar, New Delhi 110008

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# MIZA

('AGM'/the Meeting') through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and SEBI Circulars, MCA Circulars, the 36<sup>th</sup> AGM of the Company is being held through VC/OAVM.

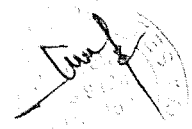
2. The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of remote e-voting and Instapoll i.e. e-voting during the AGM to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on all the five (5) items mentioned in the Notice dated August 13<sup>th</sup>, 2021. The Company had also uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their votes through remote e-voting and Instapoll. The Remote e-Voting facility was kept open from Monday, September 27<sup>th</sup>, 2021 (09:00 A.M.) to Wednesday, September, 29<sup>th</sup>, 2021 (05:00 P.M.).
3. The cut-off date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was September 23<sup>rd</sup>, 2021.
4. As on the cut-off date there were 6635 Shareholders of the Company. The Notice was sent through email to 5955 Shareholders whose email id was made available by the two depositories/RTA/depository participants.
5. Pursuant to the Applicable Circulars, the Notice sent through email contained the detailed procedure to be followed by the shareholders to cast their votes electronically.
6. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on Thursday, the September 09<sup>th</sup>, 2021 in The Hindustan Times (English Newspaper), and The Pudhari, (Marathi Newspaper). The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h).
7. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
8. At the 36<sup>th</sup> Annual General Meeting of the Company held through VC/OAVM, on Thursday, September 30<sup>th</sup>, 2021 at 11:00 a.m. onwards, after considering all the items of business, the facility to vote electronically i.e. through Instapoll was provided to facilitate those members who were attending the meeting through VC/ OAVM but could not participate in the remote e-voting to record their votes.
9. Thereafter, the remote e-voting and e-voting by the members at the AGM, results were unblocked by us at around 11:35 A.M. on September 30<sup>th</sup>, 2021 in the presence of two witnesses on the National Securities Depository Limited (NSDL) e-voting platform and the voting summary statement

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was downloaded pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015. After unblocking the total votes cast both through remote e-voting and Instapoll, were consolidated and the final Scrutinizer's Report was prepared

## Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means for the resolutions stated in the Notice dated August 13<sup>th</sup>, 2021.

## Responsibility as a Scrutinizer

Our responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Notice of 36<sup>th</sup> Annual General Meeting dated August 13<sup>th</sup>, 2021 based on the reports generated from the e-voting system provide by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company for providing e-voting facility.

As a Scrutinizer, the report of the e-voting carried by the shareholders was duly compiled.

The result of e-voting is as under :-

### Agenda Item No. 1

Ordinary Resolution for adoption of Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2021, Reports of the Board of Directors and auditors' thereon.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting) and at the AGM through electronically (Instapoll)	64	74,00,18,334	100
Total Number of Votes against the resolution	3	3003	0.0004
Total Number of Votes in favour of Resolution	61	74,00,15,331	99.9996

Therefore, the Resolution No. 1 has been approved with requisite majority.

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## Agenda Item No. 2

Ordinary Resolution for adoption of consolidated audited financial statements for the financial year ended March 31, 2021 and Auditors Report thereon.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting) and at the AGM through electronically (Instapoll)	64	74,00,18,334	100
Total Number of Votes against the resolution	3	3003	0.0004
Total Number of Votes in favour of Resolution	61	74,00,15,331	99.9996

Therefore, the Resolution No. 2 has been approved with requisite majority.

## Agenda Item No. 3

Ordinary Resolution: To re-appoint Shri Sunil Batra, (DIN: 02188254), Director who retires by rotation and being eligible offers himself for re-appointment :-

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting) and at the AGM through electronically (Instapoll)	64	74,00,18,334	100
Total Number of Votes against the resolution	3	3003	0.0004
Total Number of Votes in favour of Resolution	61	74,00,15,331	99.9996

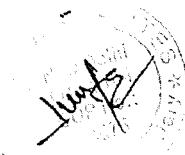
Therefore, the Resolution No. 3 has been approved with requisite majority.

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## Agenda Item No. 4

Ordinary Resolution for appointment of M/s SGN & CO, Chartered Accountants (Firm registration number 134565W), as Statutory Auditors and to fix their remuneration :-

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting) and at the AGM through electronically (Instapoll)	64	74,00,18,334	100
Total Number of Votes against the resolution	3	3003	0.0004
Total Number of Votes in favour of Resolution	61	74,00,15,331	99.9996

Therefore, the Resolution No. 4 has been approved with requisite majority.

## Special Business - Agenda Item No. 5

Ordinary Resolution To revise remuneration of Shri Sandeep Jairath (DIN 05300460) ,Whole-time Director cum Chief Financial Officer of the Company

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting) and at the AGM through electronically (Instapoll)	64	74,00,18,334	100
Total Number of Votes against the resolution	3	3003	0.0004
Total Number of Votes in favour of Resolution	61	74,00,15,331	99.9996

Therefore, the Resolution No. 5 has been approved with requisite majority.

**MIZ** & ASSOCIATES, *Company Secretaries*

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# MIZA

All the five (05) resolutions stand passed under remote e-voting and Instapoll with the requisite majority and, hence, deemed to be passed as on the date of the AGM, i.e. on September 30<sup>th</sup>, 2021.

We hereby confirm that we have maintaining the soft copy of the registers received from the service provider in respect of the votes cast through remote e- voting and Instapoll by way of electronic means by the members of the Company.

All other relevant records relating to remote e-voting and Instapoll shall remain in the safe custody of the Scrutinizer and will be hand over to the Company until the Chairman considers, approves and signs the Minutes of the 36<sup>th</sup> AGM. You may kindly declare the results accordingly.

Thanking you,

Yours faithfully,

**For MZ & Associates  
Scrutinizer**



**CS Mohd Zafar  
Partner**

**Membership No. FCS 9184**


**CP No. 13875**

**UDIN: F009184C001060630**

Place: Lucknow

Date: 1<sup>th</sup> October, 2021

Counter Signed by Shri Gurbinder Singh Monga, Company Secretary Authorised by the Chairman of the Meeting

*For Media Mark Worldwide Limited*  
  
(Gurbinder Singh Monga)  
Company Secretary

**MZ & ASSOCIATES, *Company Secretaries***

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BSE LTD  
ACKNOWLEDGEMENT

Acknowledgement No	: 0110202101410044	Date & Time	: 01/10/2021 13:41:00
Scrip Code	: 512267		
Entity Name	: Media Matrix Worldwide Limited		
Compliance Type	: Regulation 44 -Voting Results		
Quarter / Period	: 23/09/2021		
Mode	: E-Filing		



<b>General information about company</b>	
Scrip code	512267
NSE Symbol	Not Listed
MSEI Symbol	Not Listed
ISIN	INE200D01020
Name of the company	Media Matrix Worldwide Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2021
Start time of the meeting	11:00 AM
End time of the meeting	11:20 AM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	CS Mohd Zafar
Firms Name	MZ & Associates
Qualification	CS
Membership Number	FCS 9184
Date of Board Meeting in which appointed	13-08-2021
Date of Issuance of Report to the company	01-10-2021

<b>Voting results</b>	
Record date	23-09-2021
Total number of shareholders on record date	6635
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	36
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements for the financial year ended on 31st March, 2021, Reports of the Board of Directors and auditors' thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	687759918	685433752	99.6618	685433752	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		687759918	685433752	99.6618	685433752	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	444982301	54584582	12.2667	54581579	3003	99.9945	0.0055
	Poll							
	Postal Ballot (if applicable)							
	Total		444982301	54584582	12.2667	54581579	3003	99.9945
Total		1132742219	740018334	65.3298	740015331	3003	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of consolidated audited financial statements for the financial year ended March 31, 2021 and Auditors Report thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	687759918	685433752	99.6618	685433752	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	687759918	685433752	99.6618	685433752	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	444982301	54584582	12.2667	54581579	3003	99.9945	0.0055
	Poll							
	Postal Ballot (if applicable)							
	Total	444982301	54584582	12.2667	54581579	3003	99.9945	0.0055
Total		1132742219	740018334	65.3298	740015331	3003	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appoint Shri Sunil Batra, (DIN: 02188254), Director who retires by rotation and being eligible offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	687759918	685433752	99.6618	685433752	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		687759918	685433752	99.6618	685433752	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	444982301	54584582	12.2667	54581579	3003	99.9945	0.0055
	Poll							
	Postal Ballot (if applicable)							
	Total		444982301	54584582	12.2667	54581579	3003	99.9945
Total		1132742219	740018334	65.3298	740015331	3003	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s SGN & CO, Chartered Accountants (Firm registration number 134565W), as Statutory Auditors and to fix their remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	687759918	685433752	99.6618	685433752	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		687759918	685433752	99.6618	685433752	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	444982301	54584582	12.2667	54581579	3003	99.9945	0.0055
	Poll							
	Postal Ballot (if applicable)							
	Total		444982301	54584582	12.2667	54581579	3003	99.9945
Total		1132742219	740018334	65.3298	740015331	3003	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To revise remuneration of Shri Sandeep Jairath (DIN 05300460) , Whole-time Director cum Chief Financial Officer of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	687759918	685433752	99.6618	685433752	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		687759918	685433752	99.6618	685433752	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	444982301	54584582	12.2667	54581579	3003	99.9945	0.0055
	Poll							
	Postal Ballot (if applicable)							
	Total		444982301	54584582	12.2667	54581579	3003	99.9945
Total		1132742219	740018334	65.3298	740015331	3003	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

