

MMWL/SEC/23-24

June 20, 2023

To,

BSE Limited

27th Floor
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Email: corp.relations@bseindia.com
Security Code No: 512267

Dear Sir/Madam,

Sub: Voting Results of Postal Ballot through remote e-Voting

This is further to our letter dated 17th May, 2023, enclosing therein, the Postal Ballot Notice dated 26th April 2023, for seeking approval of the Members of the Company on such resolutions as mentioned in aforesaid Notice.

In connection with the same, please find the following:

- a) Voting results of the said Postal Ballot activity through remote e-Voting, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, attached and marked as **Annexure - 1**.
- b) The Scrutinizer's Report dated 20th June, 2023, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, attached and marked as **Annexure - 2**.

Based on the report of the Scrutinizer, we hereby inform that the Members of the Company have duly passed the resolutions as mentioned in the aforesaid Notice with the requisite majority.

The Voting Results along with the Scrutinizer's Report are also available on the website of the Company viz. www.mmwlindia.com and on website of National Securities Depository Limited i.e. www.evoting.nsdl.com.

This is for your information and records.

Thanking you,

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

(Gurvinder Singh Monga)
Company Secretary

Registered Office: A/308, Dynasty Business Park CHS LTD, A K Road, Opp. Sangam Cinema, NR, Kohinoor Hotel
Andheri (East), Mumbai – 400059; Telephone: +91-22-49616129, Fax: +91-22-49616129

Corp Office: Plot No 38, 4th Floor, Sector 32, Gurgaon 122001.
Telephone: +91-124-4310000, Fax: +91-124-4310050 Email: mmwl.corporate@gmail.com
Website: www.mmwlindia.com, Corporate Identity Number: L32100MH1985PLC036518

General information about company	
Scrip code	512267
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE200D01020
Name of the company	Media Matrix Worldwide Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	18-06-2023
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	CS Mohd Zafar
Firms Name	MZ & Associates
Qualification	CS
Membership Number	9184
Date of Board Meeting in which appointed	26-04-2023
Date of Issuance of Report to the company	20-06-2023

Voting results	
Record date	12-05-2023
Total number of shareholders on record date	18485
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mrs. Mansi Gupta (DIN: 07383271) as an Independent Woman Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares $\frac{(3)}{[(2)(1)]} * 100$	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled $\frac{(6)}{[(4)(2)]} * 100$	% of Votes against on votes polled $\frac{(7)}{[(5)(2)]} * 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting		687759918	100	687759918	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	687759918	0	0	0	0	0	0
	Total	687759918	687759918	100	687759918	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		137110	0.0308	135400	1710	98.7528	1.2472
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	444982301	0	0	0	0	0	0
	Total	444982301	137110	0.0308	135400	1710	98.7528	1.2472
Total		1132742219	687897028	60.7285	687895318	1710	99.9998	0.0002
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	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Sandeep Jairath (DIN: 05300460) as 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	100	687759918	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	687759918	0	0	0	0	0	0
	Total	687759918	687759918	100	687759918	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting		137110	0.0308	135905	1205	99.1211	0.8789
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	444982301	0	0	0	0	0	0
	Total	444982301	137110	0.0308	135905	1205	99.1211	0.8789
Total		1132742219	687897028	60.7285	687895823	1205	99.9998	0.0002
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	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Sarvdeep Garg (DIN: 03313357) as an Independent Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting	687759918	687759918	100	687759918	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		687759918	687759918	100	687759918	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	137110	0.0308	136005	1105	99.1941	0.8059
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		444982301	137110	0.0308	136005	1105	99.1941
Total		1132742219	687897028	60.7285	687895923	1105	99.9998	0.0002
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	

Annexure 2

MZA

SCRUTINIZER REPORT

POSTAL BALLOT THROUGH REMOTE E-VOTING OF
MEDIA MATRIX WORLDWIDE LIMITED

Dated: 20th June, 2023

The Chairman,
Media Matrix Worldwide Limited
A/308, Dynasty Business Park CHS Ltd,
A K Road Opp. Sangam Cinema, NR Kohinoor Hotel
Andheri (East), Mumbai, Maharashtra- 400059

Subject: Scrutinizer's Report on Postal Ballot Remote e-Voting Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Applicable Rules") as amended from time to time and General Circular Nos. 14/2020 dated April 08, 2020 , 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08 , 2021 , 3/2022 dated May 05, 2022, 11/2022 dated December 28,2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars").

Dear Sir,

We MZ & Associates, Firm of Company Secretaries, Gurugram had been appointed as Scrutinizer by the Board of Directors of Media Matrix Worldwide Limited ("the Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-Voting process ("e-Voting") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated April 26th, 2023 ("Notice") issued pursuant to provisions of the of the Act, and applicable rules, Regulation 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by MCA circulars.

The Board of Directors of Media Matrix Worldwide Limited ("the Company") have vide their resolution passed on 26th April, 2023 decided to conduct the process of voting through Postal Ballot to obtain approval of members of the Company on the following Special Resolutions as set out in the Postal Ballot Notice dated 26th April, 2023:

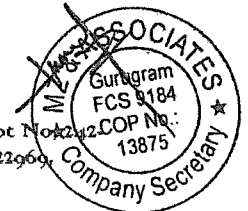
1. Re-appointment of Mrs. Mansi Gupta (DIN: 07383271) as an Independent Woman Director of the Company.
2. Re-appointment of Mr. Sandeep Jairath (DIN: 05300460) as Whole-Time Director cum Chief Financial Officer of the Company.
3. Appointment of Mr. Sarvdeep Garg (DIN: 03313357) as an Independent Director of the Company.

The Company had provided the facility of voting through electronic means as required under the provisions of the Act, applicable rules and Regulation 44 of Listing Regulations.

The management of the Company is responsible to ensure the compliance with the provisions of the Act, and applicable Rules relating to voting through Postal Ballot and electronic means on the Special Resolutions contained in the notice of Postal Ballot. Our responsibility as a Scrutinizer for the postal ballot voting process including remote e-Voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and provide a Scrutinizers Report of the Votes

MZ & ASSOCIATES, *Company Secretaries*

Peer Review Firm: : P2014DE40000-757/2020-757/2020, Address: Business Centre, AIHP Palms, Plot No. 242, Udyog Vihar, Phase IV, Gurugram, Haryana - 122015, Telephone No: - +91244140022, 4222969,
Website: www.mycompliances.com, Email: associates.mza@gmail.com



cast "in favor" or "against" the resolution mentioned in such Notice, based on the reports generated from the remote e-Voting system provided by the National Securities Depository Limited ("NSDL"), the authorised agency to provide e-Voting facilities, engaged by the Company.

The Postal Ballot Notice along with the statement setting out material facts under Section 102 of the Companies Act, 2013 was dispatched to 17,878 (Seventeen Thousand Eight Hundred Seventy-Eight) Shareholders as on the cut-off date of 12th May, 2023, who's Email ID was made available by the two depositories/ RTA through E-mails.

The members of the Company holding the shares as on 12th May, 2023 ("cut-off date") were entitled to vote on the Special Resolutions proposed as set out in the Postal Ballot Notice.

In this regard, We submit our report as under:

1. The Company has provided facility of casting vote to the members of the Company through NSDL platform at its designated website
2. The Company had followed the process for remote e-Voting as prescribed in the provisions of the Act and applicable rules.
3. The Company also published advertisement in Hindustan Times (English Newspaper) having nationwide circulation and Pudhari (Marathi Newspaper) in the edition of Thursday, May 18, 2023 as required to be published as per Rule 20(4)(v) (a) to (h) of the Companies (Management and Administration) Rules, 2014.
4. The remote e-Voting was open from Saturday, 20th May, 2023 (9.00 A.M. IST) and ended on Sunday, 18th June, 2023 (5.00 P.M. IST).
5. At the end of e-Voting period, we have unblocked the electronic votes in the presence of two witnesses who are not in employment of the Company.
6. The details containing the list of shareholders who voted "FOR" or "AGAINST" the resolution put to vote were downloaded from the e-Voting website of NSDL i.e. <https://www.evoting.nsdl.com/>
7. We have scrutinized the votes cast through electronic means for the purpose of this report.
8. The particulars of all the electronic votes cast by the members through remote e-Voting process have been recorded in a register separately maintained for the purpose.
9. A Summary of the through remote e-Voting process is as under:

Item No 1.

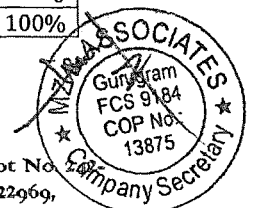
Special Resolution: To re-appoint Mrs. Mansi Gupta (DIN: 07383271) as an Independent Woman Director of the Company.

(a) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	78	68,78,97,028	100%
2	Less: Invalid Votes cast	0	0	0
3	Total Valid Votes Cast	78	68,78,97,028	100%

MIZ & ASSOCIATES, Company Secretaries

Peer Review Firm: : P2014DE40000-757/2020-757/2020, Address: Business Centre, AIHP Palms, Plot No. 243, Udyog Vihar, Phase IV, Gurugram, Haryana – 122015, Telephone No: - +911244140022, 4222969, Website: www.mycompliances.com, Email: associates.mza@gmail.com



4	Votes "in favor" of the resolution	67	68,78,95,318	99.99975%
5	Votes "against" the resolution	11	1,710	0.00025%

(b) Break up of Remote e-Voting process:

(i) Votes in favor of the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	NA	NA	NA
Voting through Electronic means (e-Voting)	67	68,78,95,318	99.99975%
Total	67	68,78,95,318	99.99975%

(ii) Votes against the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	NA	NA	NA
Voting through Electronic means (Remote e-Voting)	11	1,710	0.00025
Total	11	1,710	0.00025

(iii) Invalid votes

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	NA	NA
Voting through Electronic means (Remote e-Voting)	NIL	NIL
Total	NIL	NIL

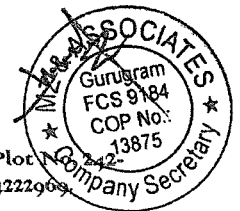
Result: As votes cast in favour of resolution is more than three fourth of votes cast against the resolution hence, resolution is passed as special resolution. You may accordingly declare the Result of the voting by Postal Ballot including Remote e-Voting.

Item No 2.

Special Resolution: To re-appoint Mr. Sandeep Jairath (DIN: 05300460) as Whole-time Director cum Chief Financial Officer of the Company.

MIZ & ASSOCIATES, Company Secretaries

Peer Review Firm: : P2014DE40000-757/2020-757/2020, Address: Business Centre, AIHP Palms, Plot No. 242, 243, Udyog Vihar, Phase IV, Gurugram, Haryana – 122015, Telephone No: - +911244140022, 4222969, Website: www.mycompliances.com, Email: associates.mza@gmail.com



(a) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	78	68,78,97,028	100%
2	Less: Invalid Votes cast	0	0	0
3	Total Valid Votes Cast	78	68,78,97,028	100%
4	Votes "in favor" of the resolution	69	68,78,95,823	99.99982%
5	Votes "against" the resolution	9	1,205	0.00018%

(b) Break up of Remote e-Voting process:

(i) Votes in favor of the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	NA	NA	NA
Voting through Electronic means(e-Voting)	69	68,78,95,823	99.99982%
Total	69	68,78,95,823	99.99982%

(ii) Votes against the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	NA	NA	NA
Voting through Electronic means(Remote e-Voting)	9	1,205	0.00018%
Total	9	1,205	0.00018%

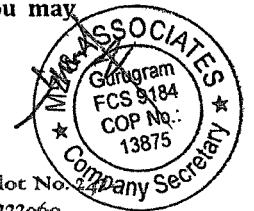
(iii) Invalid votes

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	NA	NA
Voting through Electronic means(Remote e-Voting)	NIL	NIL
Total	NIL	NIL

Result: As votes cast in favour of resolution is more than three fourth of votes cast against the resolution hence, resolution is passed as special resolution. You may

MIZ & ASSOCIATES, Company Secretaries

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accordingly declare the Result of the voting by Postal Ballot including Remote e-Voting.

Item No 3.

Special Resolution: To appoint Mr. Sarvdeep Garg (DIN: 03313357) as an Independent Director of the Company.

(a) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	78	68,78,97,028	100%
2	Less: Invalid Votes cast	0	0	0
3	Total Valid Votes Cast	78	68,78,97,028	100%
4	Votes "in favor " of the resolution	70	68,78,95,923	99.99984%
5	Votes "against" the resolution	8	1,105	0.00016%

(b) Break up of Remote e-Voting process:

(i) Votes in favor of the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	NA	NA	NA
Voting through Electronic means (e-Voting)	70	68,78,95,923	99.99984%
Total	70	68,78,95,923	99.99984%

(ii) Votes against the resolution

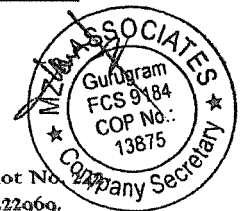
Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	NA	NA	NA
Voting through Electronic means (Remote e-Voting)	8	1,105	0.00016%
Total	8	1,105	0.00016%

(iii) Invalid votes

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	NA	NA

MZ& ASSOCIATES, Company Secretaries

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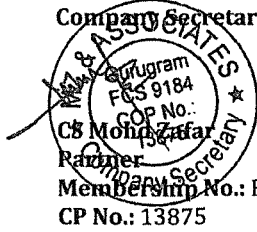
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Voting through Electronic means (Remote e-Voting)	NIL	NIL
Total	NIL	NIL

Result: As votes cast in favour of resolution is more than three fourth of votes cast against the resolution hence, resolution is passed as special resolution. You may accordingly declare the Result of the voting by Postal Ballot including Remote e-Voting.

Thanking you
Yours faithfully,

For MZ & Associates
Company Secretaries



Place: Gurugram
Date: 20th June, 2023

We the undersigned witness that the votes were unblocked from the e-Voting website of National Securities Depository Limited ("NSDL")-<https://www.evoting.nsdl.com/in> our presence at 10:40 a.m. (IST) on 19th June, 2023 at the office of the Scrutinizer.

Signature:	Signature:
Mr. Athar Shakeel Address: 303, Grand Orchid, Lucknow	Mr. Akshat Srivastava Address: Aliganj, Sector K, Lucknow

MZ & ASSOCIATES, Company Secretaries

Peer Review Firm : P2014DE40000-757/2020-757/2020, Address: Business Centre, AIHP Palms, Plot No. 242-243, Udyog Vihar, Phase IV, Gurugram, Haryana – 122015, Telephone No: - +91244140022, 4222969, Website: www.mycompliances.com, Email: associates.mza@gmail.com