

KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

BRANCH OFFICE
221, HANS BHAWAN,
BAHADUR SHAH ZAFAR MARG,
NEW DELHI-110 002

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To
The Board of Directors
Media Matrix Worldwide Limited

LIMITED REVIEW REPORT

1. We have reviewed the accompanying statement of Standalone Unaudited Financial Results of **MEDIA MATRIX WORLDWIDE LIMITED** (the Company) for the quarter ended 30th September, 2015 (the "Statement"), being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement with the Stock Exchange, except for the disclosures in Part II regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on 09th November, 2015. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Financial Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

3. Based on our review conducted as above, nothing further has come to our attention that causes us to believe that the accompanying statements of unaudited Standalone financial results prepared in accordance with the Accounting Standard as per Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014, and other recognized accounting practices and policies generally accepted in India has not disclosed the information required to be disclosed in terms of clause 41 of the Listing Agreement with the Stock Exchange, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **KHANDELWAL JAIN & CO.**
Chartered Accountants
Firm Registration No. 105049W

(Partner)
Naveen Jain
M. No. 511596



Place: Gurgaon
Dated: 09-11-2015

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To
The Board of Directors
Media Matrix Worldwide Limited

CONSOLIDATED LIMITED REVIEW REPORT

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **MEDIA MATRIX WORLDWIDE LIMITED** (the Company) its subsidiaries (collectively referred to as "the group") for the period ended 30th September, 2015 (the "Statement"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on 9th November 2015. Our responsibility is to issue a report on the statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. This Statement includes the results of the following entities
Digicall Teleservices Private Limited, nexG Devices Private Limited, Digicall Global Private Limited, Digilive Services Private Limited and Media Matrix Enterprises Private Limited.
4. We did not review the interim financial statements of 4 subsidiaries viz: nexG Devices Private Limited, Digicall Global Private Limited, Digilive Services Private Limited and Media Matrix Enterprises Private Limited included in the consolidated financial results, whose interim financial statements /information /results reflect total revenues of Rs. 7,42,02,875 and Rs. 17,11,12,778 for the quarter and six months ended September 30, 2015 respectively and total loss after tax of Rs. 7,17,40,948 and Rs. 12,99,20,725 for the quarter and six months ended September 30, 2015, as considered in the consolidated financial results. These interim financial statements have been reviewed by other auditors whose reports have been furnished to us by the Management and our report on the quarterly and consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

5. Based on our review conducted as above and based on the consideration of the reports of the other auditors referred to in paragraph 4 above, nothing has come to our attention that causes



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KHANDELWAL JAIN & CO.
CHARTERED ACCOUNTANTS

Continuation Sheet No.

us to believe that the accompanying Statement prepared in accordance with applicable Accounting Standard issued under the Companies (Accounting Standard) Rules, 2006 which continue to apply as per Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014, and other recognized accounting practices and policies generally accepted in India has not disclosed the information required to be disclosed in terms of clause 41 of the Listing Agreement with the Stock Exchange, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For KHANDELWAL JAIN & CO.
Chartered Accountants
Firm Registration No. 105049W



Naveen Jain
(Partner)
M. No. 511596

Place: Gurgaon
Dated: 09-11-2015



Media Matrix Worldwide Limited
Registered Office: Office No.514, "B" wing, 215 Atrium, Andheri-Kurla Road, Chakala, Andheri (E), Mumbai-400059
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Corp Office: Plot No 38, 4th Floor, Sector 32, Gurgaon 122001
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Website: www.mmwinda.com, CIN: L51900MH1985PLC036518

Statement of Unaudited Standalone and consolidated Financial Results for the quarter and half year ended Sept 30, 2015
Statement of Unaudited Standalone Financial Results for the quarter and half year ended Sept 30, 2015

(Amount in Rs. Lacs)

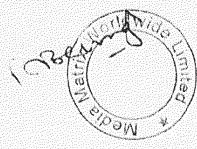
Particulars	Statement of Unaudited Standalone Financial Results for the quarter and half year ended Sept 30, 2015						Statement of Unaudited Consolidated Financial Results for the quarter and half year ended Sept 30, 2015					
	Three months ended Sept 30, 2015	Preceding Three months ended June 30, 2015	Corresponding Three months ended in the previous year Sept 30, 2014	Year to date figures for the current period ended Sept 30 2015	Year to date figures for the previous period ended Sept 30 2014	Previous Year ended March, 31 2015	Three months ended Sept 30, 2015	Corresponding Three months ended in June 30, 2015	Corresponding Three months ended in previous year Sept 30, 2014	Year to date figures for the current period ended Sept 30 2015	Year to date figures for the previous period ended Sept 30 2014	Previous Year ended March, 31 2015
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1. Income from Operations												
(a) Net Sales/Income from Operations (net of return)	97.45	63.00	70.10	160.45	115.35	258.20	3,148.32	3,020.50	4,275.48	6,168.82	9,202.93	15,892.49
(b) Other Operating Income											115.35	258.20
Total Income from Operations (net)	97.45	63.00	70.10	160.45	115.35	258.20	3,148.32	3,020.50	4,390.86	6,284.17	9,318.28	16,150.69
2. Expenses												
(a) Cost of Materials consumed												
(b) Purchase of stock-in-trade												
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade												
(d) Employee benefits expense												
(e) Depreciation and amortisation expense	26.95	13.48	17.61	40.43	34.81	55.61	2,051.04	1,800.81	2,134.72	3,851.85	3,949.90	7,394.10
(f) Legal & Professional charges	0.54	0.64	0.58	1.18	1.13	2.30	422.51	401.74	514.44	824.25	1,147.75	2,092.34
(g) Technical cost	1.05	4.20	26.98	7.11	50.09	102.37	87.63	96.32	85.83	37.78	168.68	398.31
(h) Controll. & Bandwidth cost							54.22	37.78	62.13	92.00	121.91	283.53
(i) Other expenses							356.40	324.88	526.47	681.29	855.33	1,544.87
(j) Bad debts, advances & Miscellaneous balances written off (net)	44.36	41.30	31.68	85.66	53.38	114.57	1,056.26	1,178.31	1,233.20	2,234.58	2,435.76	4,348.02
Total Expenses	74.90	59.68	76.85	194.58	139.40	274.85	4,144.69	3,584.38	5,580.37	8,129.08	11,466.91	19,322.39
3. Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	22.55	3.32	(6.75)	25.87	(24.05)	(16.65)	(996.37)	(963.88)	(1,234.79)	(1,960.26)	(2,148.63)	(3,171.70)
4. Other Income	18.17	22.91	16.55	41.08	33.68	72.23	18.49	17.93	19.45	36.42	37.74	115.68
5. Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	40.72	26.23	9.80	66.95	9.63	55.58	(977.89)	(945.95)	(1,215.35)	(1,923.84)	(2,110.89)	(3,056.02)
6. Finance Costs	0.00	0.06	0.01	0.06	0.01	0.02	105.09	92.88	71.85	197.98	144.41	308.90
7. Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5- 6)	40.72	26.17	9.79	66.89	9.62	55.56	(1,082.98)	(1,038.83)	(1,287.20)	(2,121.82)	(2,255.31)	(3,364.92)
8. Exceptional Items - (Income)/Expenses												
9. Profit / (Loss) from ordinary activities before tax (7 + 8)	40.72	26.17	9.79	66.89	9.62	55.56	(1,082.98)	(1,038.83)	(1,287.20)	(2,121.82)	(2,255.31)	(3,364.92)
10. Tax expense												
Current tax	11.57	8.10	6.09	19.87	6.92	22.02	11.57	8.10	6.09	19.67	6.92	22.08
Deferred tax	(0.56)	(0.01)	(0.62)	(0.79)	(3.04)	(2.63)	(0.62)	0.37	(0.62)	(0.25)	(3.04)	(19.60)
MAT Credit												(0.06)
11. Net Profit / (Loss) from ordinary activities after tax (9 - 10)	29.71	18.08	4.32	47.81	5.74	36.17	(1,093.92)	(1,047.30)	(1,292.66)	(2,141.23)	(2,259.19)	(3,367.34)
12. Extraordinary items												
13. Net Profit / (Loss) for the period (11- 12)	29.71	18.08	4.32	47.81	5.74	36.17	(1,093.92)	(1,047.30)	(1,292.66)	(2,141.23)	(2,259.19)	(3,367.34)
14. Paid up equity share capital (Face Value of Re.1/- each)	11,327.42	11,327.42	11,327.42	11,327.42	11,327.42	11,327.42	11,327.42	11,327.42	11,327.42	11,327.42	11,327.42	11,327.42
15. Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year												
16. Earning per Share of Re.1/- each) - (not annualised)						5,272.17						(6,854.11)
(a) Before Extraordinary items - Basic	0.0026	0.0016	0.0004	0.0042	0.0005	0.0032	(0.0966)	(0.0925)	(0.1141)	(0.1890)	(0.1994)	(0.2973)
- Diluted	0.0026	0.0016	0.0004	0.0042	0.0005	0.0032	(0.0966)	(0.0925)	(0.1141)	(0.1890)	(0.1994)	(0.2973)
(b) After Extraordinary items - Basic	0.0026	0.0016	0.0004	0.0042	0.0005	0.0032	(0.0966)	(0.0925)	(0.1141)	(0.1890)	(0.1994)	(0.2973)
- Diluted	0.0026	0.0016	0.0004	0.0042	0.0005	0.0032	(0.0966)	(0.0925)	(0.1141)	(0.1890)	(0.1994)	(0.2973)



A. Particulars of shareholding												
1. Public Shareholding												
No. of shares	4449,82,301	4449,82,301	4149,82,301	4449,82,301	4149,82,301	4449,82,301	4449,82,301	4449,82,301	4149,82,301	4449,82,301	4149,82,301	4449,82,301
Percentage of shareholding	39.28%	39.28%	36.64%	39.28%	36.64%	39.28%	39.28%	39.28%	36.64%	39.28%	36.64%	39.28%
2. Promoters and promoter group Shareholding												
a) Pledged/Encumbered												
Number of shares	1,34,00,000	Nil	Nil	1,34,00,000	Nil	Nil	1,34,00,000.00	Nil	Nil	1,34,00,000	Nil	Nil
Percentage of shares (as a % of the total shareholding of promoter and promoter group)	1.95%	NA	NA	1.95%	NA	NA	1.95%	NA	NA	1.95%	NA	NA
Percentage of shares (as a% of the total share capital of the company)	1.18%	NA	NA	1.18%	NA	NA	1.18%	NA	NA	1.18%	NA	NA
b) Non-encumbered												
Number of shares	6,74,35,99,918	6,87,75,99,918	7,17,75,99,918	6,74,35,99,918	7,17,75,99,918	6,87,75,99,918	6,74,35,99,918	6,87,75,99,918	7,17,75,99,918	6,74,35,99,918	7,17,75,99,918	6,87,75,99,918
Percentage of shares (as a% of the total shareholding of promoter and promoter group)	98%	100%	100%	98%	100%	100%	98%	100%	100%	98%	100%	100%
Percentage of shares (as a % of the total share capital of the company)	59.54%	60.72%	63.36%	59.54%	63.36%	60.72%	59.54%	60.72%	63.36%	59.54%	63.36%	60.72%
B. Investor complaints												
Pending at the beginning of the quarter	Nil											
Received during the quarter	Nil											
Disposed off during the quarter	Nil											
Remaining unresolved at the end of the Quarter	Nil											

Notes:

- The above standalone and consolidated unaudited financial results of the Company for the period ended Sept 30, 2015 as reviewed by the Audit Committee were approved by the Board of Directors at their meeting held on Nov 9, 2015.
- The company has come out with issue of 90,77,85,000 equity shares with a face value of Rs 1/- each at a premium of Rs. 0.20 per equity share for an amount aggregating Rs. 10893.42 Lacs on a rights basis in the ratio of 9 equity shares for every 1 fully paid-up equity share held by the equity shareholders on the record date that is, on March 19, 2013. The aforesaid shares allotted by the Board of Directors on 7th May, 2013 have already been listed at BSE limited and are available for trading w.e.f. 10th May, 2013. Out of the right issue proceeds of Rs 10,891.42 Lacs, as per utilisation certificates received, funds to the tune of Rs. 8928.93 Lacs as of Sept. 30, 2015 has been utilised for the objects of the issue as stated in the letter of Offer. The Board of Directors at its meeting held on Aug 13, 2015 has approved the change in manner of utilisation of funds raised in the right issue subject to the approval of Members. The Members at their Annual General Meeting held on Sept 28, 2015 has unanimously approved the change in utilisation of unutilised funds under Right Issue.
- The Company is registered with Reserve Bank of India (RBI) vide registration no. 13.01.287 dated August 13, 1999 as NBFC Company. Since the Company presently does not meet the criteria of principal business of NBFC as specified by the RBI and instead qualifies as Core Investment Company (CIC) based on its current investment structure, the Company has notified the same to RBI vide letter dated April 20, 2013. The Company qualifies for exemption from registration as CIC and has applied for the same to RBI. The same is under due consideration of RBI further, the Company has also applied for deregistration as NBFC as it has no intention to continue NBFC activities in future.
- The Consolidated Financial Results represents the result of the Company including its subsidiary companies, namely DigiCall Teleservices Private Ltd., DigiCall Global Private Ltd. (DGPL), NexG Devices Private Ltd.(NDPL), DigiVive Services Private Ltd. (DPSL) and Media Matrix Enterprises Private Ltd.(MMEPL)
- The Company is operating with "Digital Media and handset trading", Call center services and other unallocable segment. Accordingly, segment wise information has been given in line with the requirements of AS-17 "Segment Reporting"
- Previous period/year figures have been re-grouped/ re-classified wherever considered necessary to confirm to current period classification.



Statement of Assets and Liabilities

(Rs. in lakhs)

Particulars	As at Current	As at Previous	As at Current	As at Previous
	Period ended Sept 30, 2015	Year end March 31, 2015	Period ended Sept 30, 2015	Year end March 31, 2015
	Unaudited	Audited	Unaudited	Audited
A				
EQUITY AND LIABILITIES				
1 Shareholders Fund				
(a) Share Capital	11,327.42	11,327.42	11,327.42	11,327.42
(b) Reserve & Surplus	5,319.99	5,272.18	(8,995.23)	(6,854.11)
Sub-total Shareholders funds	16,647.41	16,599.60	2,332.19	4,473.31
2. Minority Interest	-	-	-	-
3. Non-current Liabilities				
(a) Long term borrowings	12.75	15.28	2,677.44	2,513.48
(b) Long term provisions	-	-	160.76	168.75
(c) Deferred tax liabilities (net)	12.75	15.28	2,838.20	2,682.23
Sub-total Non-current liabilities	-	-	-	-
4. Current Liabilities				
(a) Short term borrowings	-	-	3,268.94	2,779.63
(b) Trade Payable	53.38	61.94	1,456.10	1,446.33
(c) Other current liabilities	25.76	57.90	1,772.04	1,628.82
(d) Short term provisions	0.26	0.29	695.23	271.72
Sub-total Current liabilities	79.40	120.13	7,192.31	6,126.50
TOTAL - EQUITY & LIABILITIES	16,739.56	16,735.01	12,362.70	13,282.04
B				
ASSETS				
1. Non-current assets				
(a) Fixed assets	7.46	13.67	2,876.91	3,329.12
(b) Intangible assets	-	-	187.22	296.17
(c) Goodwill on Consolidation	-	-	1,665.50	1,776.54
(d) Deferred tax assets	6.19	5.41	14.72	14.25
(e) Non-current investments	14,191.42	14,191.42	400.10	400.10
(f) Long term loan & advances	9.18	9.18	564.83	651.08
Sub-total Non-current assets	14,214.25	14,219.68	5,809.28	6,467.26
2. Current assets				
a) Inventories	0.00	0.00	32.27	17.44
b) Trade Receivables	266.57	263.95	2,500.81	3,416.93
c) cash and Cash equivalents	2,153.53	2,138.81	437.89	597.51
d) Short term loan and advances	105.21	112.57	2,411.10	1,104.10
e) Other Current assets	2,525.31	2,515.33	6,553.42	1,678.80
Sub-total Current assets	16,739.56	16,735.01	12,362.70	13,282.04

Place : Gurgaon

Date : Nov 9, 2015

By Order of the Board

sd/-

B.B Chugh

Director (Finance)



Particulars	3 months ended (30/9/2015)		3 months ended (30/9/2015)		Preceding 3 months ended (30/9/2014)		3 Year to date Year to date for current period ended Sept 30 ended Sept 30 ended Sept 30		for the financial year ended (31/3/2015)	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
1 Segment Revenue										
a. Call center services	743.94	899.64	1,733.24	1,643.58	4,417.69	5,398.90	12,114.51	13,114.51	13,114.51	13,114.51
b. Call center services	2409.38	2,111.54	2,618.58	4,519.92	4,370.55	9,969.47	16,149.42	16,149.42	16,149.42	
c. Others	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	3,153.32	3,011.18	4,351.82	6,173.50	8,788.24	15,368.37	34,263.93	34,263.93	34,263.93	34,263.93
Net Sale/Income from operations	2,201	2,201	3,202.90	4,345.58	6,188.82	9,318.28	14,506.68	14,506.68	14,506.68	14,506.68
2 From each segment										
a. Digital media & handset trader	(599.66)	(64.75)	(830.54)	(1,094.41)	(1,288.54)	(2,314.51)	(3,629.01)	(3,629.01)	(3,629.01)	(3,629.01)
b. Call center services	(340.14)	(438.21)	(872.29)	(778.15)	(1,556.40)	(1,814.51)	(3,370.91)	(3,370.91)	(3,370.91)	(3,370.91)
c. Others	(0.21)	(0.21)	(0.21)	(0.21)	(0.21)	(0.21)	(0.21)	(0.21)	(0.21)	(0.21)
3 Capital Employed										
a. Digital media & handset trader	1,360.61	1,693.64	2,743.33	1,360.61	2,743.33	5,560.73	5,560.73	5,560.73	5,560.73	5,560.73
b. Call center services	409.21	409.44	1,413.34	409.32	409.32	1,413.34	1,413.34	1,413.34	1,413.34	1,413.34
c. Others	5,373.48	6,018.88	9,718.21	5,779.49	5,779.49	7,978.45	7,978.45	7,978.45	7,978.45	7,978.45
Total capital employed in the segment										
4 Unaudited Corporate assets & liabilities										
5 Segment Revenue										
a. Call center services	2409.38	2,111.54	2,618.58	4,519.92	4,370.55	9,969.47	16,149.42	16,149.42	16,149.42	16,149.42
b. Call center services	743.94	899.64	1,733.24	1,643.58	4,417.69	5,398.90	12,114.51	13,114.51	13,114.51	13,114.51
Total	3,153.32	3,011.18	4,351.82	6,173.50	8,788.24	15,368.37	34,263.93	34,263.93	34,263.93	34,263.93
Net Sale/Income from operations	2,201	2,201	3,202.90	4,345.58	6,188.82	9,318.28	14,506.68	14,506.68	14,506.68	14,506.68
2 From each segment										
a. Digital media & handset trader	(599.66)	(64.75)	(830.54)	(1,094.41)	(1,288.54)	(2,314.51)	(3,629.01)	(3,629.01)	(3,629.01)	(3,629.01)
b. Call center services	(340.14)	(438.21)	(872.29)	(778.15)	(1,556.40)	(1,814.51)	(3,370.91)	(3,370.91)	(3,370.91)	(3,370.91)
c. Others	(0.21)	(0.21)	(0.21)	(0.21)	(0.21)	(0.21)	(0.21)	(0.21)	(0.21)	(0.21)
3 Capital Employed										
a. Digital media & handset trader	1,360.61	1,693.64	2,743.33	1,360.61	2,743.33	5,560.73	5,560.73	5,560.73	5,560.73	5,560.73
b. Call center services	409.21	409.44	1,413.34	409.32	409.32	1,413.34	1,413.34	1,413.34	1,413.34	1,413.34
c. Others	5,373.48	6,018.88	9,718.21	5,779.49	5,779.49	7,978.45	7,978.45	7,978.45	7,978.45	7,978.45
Total capital employed in the segment										
4 Unaudited Corporate assets & liabilities										

