

MMWL/SEC/16-17/

1st October, 2016

To

The Secretary
BSE Limited
27th Floor
Phiroze Jeejeebhoy Towers, Dalal Street
MUMBAI-400 001

Dear Sir,

Sub: Voting results and Consolidated Scrutinizer's Report of 31st Annual General Meeting

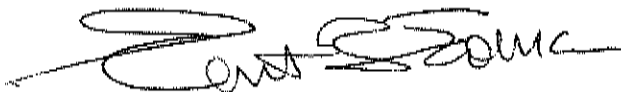
Dear Sir,

Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the voting results of 31st Annual General Meeting held on Friday, 30th September, 2016 at 09:30 a.m. and Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies(Management and Administration) Rules, 2014.

This is for your information and record purpose.

Thanking you,

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



(Gurvinder Singh Monga)
Company Secretary

MEDIA MATRIX WORLDWIDE LIMITED

Annexure 1

Format for Voting Results Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

DETAILS OF VOTING RESULTS

Date of AGM/EGM	30 th September, 2016	
Total number of shareholder as on record date	3301	
	Promoter & Promoter Group	2
	Public	15
No of Shareholders attended the meeting separately for each agenda item	Promoter & Promoter Group	NA
	Public	NA

Agenda –wise disclosure (to be disclosed separately for each agenda item)

Resolution No 1	Ordinary Resolution	To receive , consider and adopt the (a) audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon (b) and the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and report of the auditor's report thereon						
Whether promoter/promoter group are interested in the agenda/resolution	NA							
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
Promoter and Promoter group	E-voting	687759918	0	0.00	0	0	0.000	0.000
	Poll		612441279	89.049	612441279	0	100.00	0.000
	Postal Ballot (if applicable)			0.00			0.000	0.000
	Total	687759918	612441279	89.049	612441279	0	100.00	0.000
Public Institutions	E-voting	0.00	0	0.00	0	0	0.000	0.000
	Poll			0.00			0.000	0.000

Signature

	Postal Ballot (if applicable)												
Public Non-Institutions	Total	0	0	0.00	0	0	0.000	0.000	0.000	0	0.000	0.000	0.000
	E-voting	444982301	54897	0.012	54897	0	100.00	100.00	0.000	0	0.000	0.000	0.000
	Poll		35866556	8.061	35866556	0	100.00	100.00	0.000	0	0.000	0.000	0.000
	Postal Ballot (if applicable)			0.00			0.000	0.000	0.000		0.000	0.000	0.000
	Total	444982301	35921553	8.073	35921553	0	100.00	100.00	0.000	0	0.000	0.000	0.000
Total		1132742219	648362832	57.233	648362832	0	100.0	100.0	0.000	0	0.000	0.000	0.000

Resolution No 2 Ordinary Resolution To appoint a Director in place of Mr. Bharat Bhushan Chugh, Director (DIN: 00472532), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment:

Whether promoter/promoter group are interested in the agenda/resolution	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
NA	Promoter and Promoter group		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
		E-voting	687759918	0	0.00	0	0	0.000	0.000
		Poll		612441279	89.049	612441279	0	100.00	0.000
		Postal Ballot (if applicable)			0.00			0.000	0.000
		Total	687759918	612441279	89.049	612441279	0	100.00	0.000
	Public Institutions								
		E-voting	0.00	0	0.00	0	0	0.000	0.000
		Poll		0	0.00	0	0	0.000	0.000
		Postal Ballot (if applicable)			0.00			0.000	0.000
		Total	0	0	0.00	0	0	0.000	0.000
	Public Non-Institutions								
		E-voting	444982301	54897	0.012	54897	0	100.00	0.000
		Poll		35866556	8.061	35866556	0	100.00	0.000
		Postal Ballot (if applicable)			0.00			0.000	0.000
		Total	444982301	35921553	8.073	35921553	0	100.00	0.000
	Total		1132742219	648362832	57.233	648362832	0	100.0	0.000

Resolution No 3 Ordinary Resolution To appoint M/S Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W), as Statutory Auditors of the Company for the financial year 2016-17 and fixing their remuneration

Whether promoter/promoter group are Interested in the agenda/resolution NA

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
Promoter and Promoter group	E-voting	68759918	0	0.00	0	0	0.000	0.000
	Poll		612441279	89.049	612441279	0	100.00	0.000
	Postal Ballot (if applicable)			0.00			0.000	0.000
	Total	68759918	612441279	89.049	612441279	0	100.00	0.000
Public Institutions	E-voting	0.00	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)			0.00			0.000	0.000
	Total	0	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	444982301	54897	0.012	54897	0	100.00	0.000
	Poll		35866656	8.061	35866656	0	100.00	0.000
	Postal Ballot (if applicable)			0.00			0.000	0.000
	Total	444982301	35921553	8.073	35921553	0	100.00	0.000
Total		1132742219	648362832	57.233	648362832	0	100.00	0.000

Resolution No 4	Special Resolution	To re-appoint Mrs. Bela Banerjee(DIN: 07047271) as an Independent Director of the Company						
Whether promoter/promoter group are interested in the agenda/resolution	group	are NA						
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
Promoter and Promoter group	E-voting	687759918	0	0.00	0	0	0.000	0.000
	Poll		612441279	89.049	612441279	0	100.00	0.000
	Postal Ballot (if applicable)			0.00			0.000	0.000
	Total	687759918	612441279	89.049	612441279	0	100.00	0.000
Public Institutions	E-voting	0.00	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)			0.00			0.000	0.000
	Total	0	0	0.00	0	0	0.000	0.000
Public Non-Institutions	E-voting	444982301	54897	0.012	54897	0	100.00	0.000
	Poll		35866556	8.061	35866556	0	100.00	0.000
	Postal Ballot (if applicable)			0.00			0.000	0.000
	Total	444982301	35921553	8.073	35921553	0	100.00	0.000
	Total	1132742219	648362832	57.233	648362832	0	100.00	0.000

Date: 01st October, 2016
Place: Gurgaon





**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR MEDIA MATRIX WORLDWIDE LIMITED**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015

To,

The Chairman of the meeting
31st Annual General Meeting
Media Matrix Worldwide Limited (the Company)
CIN: L51900MH1985PLC036518
Flat No 155, 15th Floor,
Mittal Court, A Wing, Nariman Point, Mumbai- 400021

Subject : Passing of Resolution(s) through electronic voting and poll conducted at the 31st Annual General Meeting of Media Matrix Worldwide Limited ("The Company") held on September 30th, 2016 at 09.30 A. M. at Flat No 155, 15th Floor, Mittal Court, A Wing, Nariman Point, Mumbai - 400021.

Dear sir,


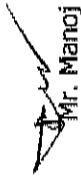
1. I, Mohd Zafar, Practicing Company Secretary, Partner at MZ & Associates (holding membership no 28165 and certificate of practice No.13875) have been appointed as a Scrutinizer by the Board of Directors of Media Matrix Worldwide Limited ("the Company") for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Companies (Management and Administration) Rules 2014 on the resolutions contained in the notice dated 12th August, 2016 for the 31st Annual General Meeting (AGM) of the Members of the Company held on the 30th September, 2016 at Flat No 155, 15th Floor, Mittal Court, A Wing, Nariman Point, Mumbai-400021.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and poll on the resolutions contained in the Notice dated 12th August, 2016 for the 31st Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the remote e-voting system provided by National Securities Depository Ltd (NSDL), the authorized Agency engaged by the Company to provide remote e-voting facilities for remote e-voting and also at the time of poll (through physical means) at AGM.



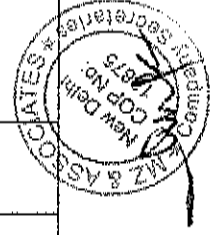
MZ & ASSOCIATES, Company Secretaries

Address: 3/31/ West Patel Nagar, New Delhi 110008
Telephone No: - +91 11 4341 1103-04. Website: www.mycompliances.com, Email: associates.mza@gmail.com

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3. The cut off date for the purpose of identifying the shareholders who will be entitled to vote on the resolution passed for the approval of shareholders was September 23rd, 2016.
 4. As prescribed in the Rules, remote e-voting facility was kept open for three days from Tuesday, September, 27th 2016 (09:00) AM till Thursday, 29th September, 2016 (05:00 PM).
 5. As on cut off date i.e. 23rd September, 2016 there were 3301 Shareholders of the Company.
 6. At the end of remote e-voting period on Thursday, September 29th, 2016, at 05:00 PM, voting portal of service provider was blocked.
 7. After completion of Poll at the AGM votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in Poll at AGM
 8. On September 30th, 2016 after counting the vote cast at the meeting, the vote cast through remote e-voting were unblocked by me in the presence of Mr. Sandeep and Mr. Manoj Tambe who acted as witness.
- 
Mr. Sandeep Shintre
- 
Mr. Manoj Tambe
9. As requested by management, I submit herewith my combined report on the results of remote e-voting together with that of poll at the AGM as under :-

Sl No.	SUB MATTER OF THE RESOLUTION	RESOLUTION REQUIRE -MENT	BALLOT PAPER (POLL)		E-VOTING		GRAND TOTAL			RESULT	
			FOR	AGAI NST	FOR	AGAINST	FOR	AGAINST	%		
1	To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and report of the auditor's report thereon	Ordinary	648307935	Nil	54897	Nil	648362832	100	Nil	NA	Passed Unanimously



MZA & ASSOCIATES, Company Secretaries

Address: 3/31/ West Patel Nagar, New Delhi 110008

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2.	To appoint a Director in place of Mr. Bharat Bhushan Chugh, Director (DIN: 00472532), who retires by rotation at this Annual General Meeting and being eligible has offers himself for re-appointment:	Ordinary	648307935	Nil	54897	Nil	648362832	100	Nil	NA	Passed Unanimously
3.	Appointment M/S Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W), as Statutory Auditors of the Company for the financial year 2016-17 and fixing their remuneration	Ordinary	648307935	Nil	54897	Nil	648362832	100	Nil	NA	Passed Unanimously
4.	Re- appointment Mrs. Bela Banerjee(DIN: 07047271) as an Independent Director of the Company	Special	648307935	Nil	54897	Nil	648362832	100	Nil	NA	Passed Unanimously

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through e- voting and poll by the shareholders of the Company. I have handed over all the relevant records to the Company Secretary of the Company, who is authorised for safe keeping.

Thanking you,

Yours faithfully,

For MZ & Associates

(CS. Mobd Zafar)
Partner

Scrutinizer

Membership No. ACS 28165, CP No. 13875
3/31, West Patel Nagar, New Delhi 110008

Place: Mumbai

Date: September 30th, 2016

MZ & ASSOCIATES, Company Secretaries

Address: 3/31/ West Patel Nagar, New Delhi 110008

Telephone No. - +91 11 4341 103-04, Website: www.mycompliances.com, Email: associates.mza@gmail.com

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