

MMWL/SEC/17-18/

29th September, 2017

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 32nd Annual General Meeting

Dear Sir,

Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results of 32nd Annual General Meeting held on Friday, the 29th September, 2017 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 and amendments made thereto.

This is for your information and record purpose.

Thanking you,

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

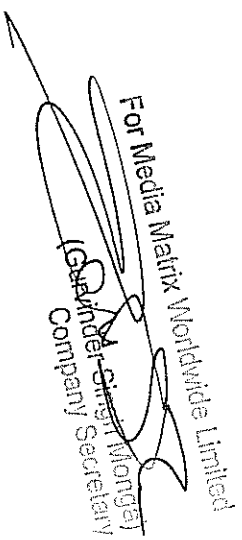


(Gurvinder Singh Monga)
Company Secretary

Enclosure as Above

MEDIA MATRIX WORLDWIDE LIMITED
FORMAT FOR VOTING RESULTS


Date of AGM/EGM/Postal-Ballot	29 th September, 2017
Total number of shareholder as on record date	
Promoter & Promoter Group	3
Public	3179
No of Shareholders present in the meeting either in person or through proxy:	
Promoter & Promoter Group	3
Public	19
No of Shareholders attended the meeting through Video Conferencing	
Promoter & Promoter Group	NA
Public	NA

For Media Matrix Worldwide Limited

 (Alexander Sings Mongat)
 Company Secretary

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

Resolution No 1	Ordinary Resolution	To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2017, 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, 2017 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 $(3)=[(2)/(1)] * 100$	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	1	2		4	5		
	Poll		0	0	0	0	0	0
	Postal Ballot	687759918	687759918	100	687759918	0	100	0
	Total	687759918	687759918	100	687759918	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		63025396	14.1636	63025396	0	100	0
	Poll		32534690	7.3115	32534690	0	100	0
	Postal Ballot	444982301	0	0	0	0	0	0
	Total	444982301	95560086	21.4750	95560086	0	100	0
Total		1132742219	783320004	69.1525	783320004	0	100	0

For Media Matrix Worldwide Limited


(Gurvinder Singh Monga)
Company Secretary


Resolution No 2	Ordinary Resolution	Re-appointment of Shri Bharat Bhushan Chugh (DIN: 00472532) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.						
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	1	0	0	0	0	0	0
	Poll		687759918	100	687759918	0	100	0
	Postal Ballot		687759918	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		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-voting	444982301	63025396	14.1636	63024261	1135	99.9982	0.0018
	Poll		32534690	7.3115	32534690	0	100.0000	0.0000
	Postal Ballot		0		0	0	0.0000	0.0000
	Total		444982301	95560086	21.4750	95558951	1135	99.9988
Total		1132742219	783320004	69.1525	783318869	1135	99.9999	0.0001

For Media Matrix Worldwide Limited

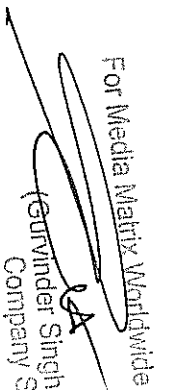
(Ravinder Singh Monga)
Company Secretary

Resolution No 3	Ordinary Resolution	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), as Statutory Auditors of the Company for the financial year 2017-18 and fixation of remuneration by the Board of Directors of the Company.						
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 $(3) = \frac{(2)}{(1)} * 100$	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled $(6) = \frac{(4)}{(2)} * 100$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter group	E-voting	0	0	0	0	0	0	0
	Poll	687759918	687759918	100	687759918	0	100	0
	Postal Ballot	687759918	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	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	63025396	63025396	14.1636	63025396	0	100	0
	Poll	32534690	32534690	7.3115	32534690	0	100	0
	Postal Ballot	444982301	0	0	0	0	0	0
	Total	444982301	95560086	21.4750	95560086	0	100	0
	Total	1132742219	783320004	69.1525	783320004	0	100	0

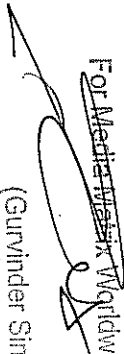
For Media Matrix Worldwide Limited


(Gurvinder Singh Monga)
Company Secretary

Resolution No 4	Special Resolution	Re-appointment of Shri Chhatter Kumar Ghoushal, (DIN:01187644) as an Independent Director of the Company						
Whether promoter/promoter group are Interested in the agenda/resolution		NA						
Category	Mode of Voting	No. of shares held	2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	4	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	0	0	0	0	0	0	0
	Poll	687759918	687759918	100	687759918	0	100	0
	Postal Ballot	0	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	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	63025396	63025396	14.1636	63024261	1135	99.9982	0.0018
	Poll	32534690	32534690	7.3115	32534690	0	100.0000	0.0000
	Postal Ballot	444982301	0		0	0	0.0000	0.0000
	Total	444982301	95560086	21.4750	95558951	1135	99.9988	0.0012
Total		1132742219	783320004	69.1525	783318869	1135	99.9999	0.0001

For Media Matrix Worldwide Limited

 (Gurvinder Singh Mongra)
 Company Secretary

Resolution No 5		Special Resolution	Re-appointment of Shri Suresh Bohra (DIN: 00093343) as an Independent Director of the Company					
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	0	0	0	0	0	0	0
	Poll	687759918	687759918	100	687759918	0	100	0
	Postal Ballot	687759918	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	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	63025396	63025396	14.1636	63024261	1135	99.9982	0.0018
	Poll	444982301	32534690	7.3115	32534690	0	100.0000	0.0000
	Postal Ballot	444982301	0		0	0	0.0000	0.0000
	Total	444982301	95560086	21.4750	95558951	1135	99.9988	0.0012
Total		1132742219	783320004	69.1525	783318869	1135	99.9999	0.0001


 For ~~Mehar Singh~~ Worldwide Limited
 (Gurvinder Singh Mongra)
 Company Secretary

Resolution No 6		Ordinary Resolution		Appointment of Shri Sandeep Jalrath (DIN 05300460) as Whole Time Director cum Chief Financial Officer of the Company				
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		0	0	0	0	0	0
	Poll		687759918	100	687759918	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		687759918	100	687759918	0	100	
Public Institutions	E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-voting		63025396	14.1636	63025396	0	100	0
	Poll		32534690	7.3115	32534690	0	100	0
	Postal Ballot		0		0	0	NA	0
	Total		444982301			0		
Total	Total		95560086	21.4750	95560086	0	100	0
	Total		1132742219	783320004	69.1525	783320004	0	100

Date: 29.09.2017
Place: Mumbai

For Media Matrix Worldwide Limited
(Gulshan Narsingh Monga)
Company Secretary



**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
32nd Annual General Meeting
Media Matrix Worldwide Limited
CIN: L32100MH1985PLC036518
Office No.514, B Wing, 215 Atrium,
Andheri-Kurla Road, Chakala,
Andheri (E), Mumbai-400059

Subject : Passing of Resolution(s) through electronic voting and poll conducted at the 32nd Annual General Meeting of Media Matrix Worldwide Limited held on September 29th, 2017 at 09:30 a.m. at Flat No. 155, 15th Floor, Mittal Court, A Wing, Nariman Point, Mumbai 400021.

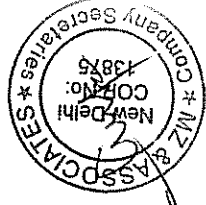
Dear sir,

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 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 29th August, 2017 for the 32nd Annual General Meeting (AGM) of the Members of the Company held on September 29th, 2017 at 09:30 a.m. 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 29th August, 2017 for the 32nd Annual General Meeting (AGM) of the members of the Company. Our 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 Limited ("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: 3/51/ West Patel Nagar, New Delhi 110008

Telephone No: - +91 11 4341 1103-04, Webstre: www.mycompliances.com, Email: associates.inza@gmail.com



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 22nd, 2017.
4. As prescribed in the Rules, remote e-voting facility was kept open for three days from Tuesday, September, 26th 2017 (09:00 AM) till Thursday, 28th September, 2017 (05:00 PM).
5. As on cut off date i.e. 22nd September, 2017 there were 3182 Shareholders of the Company.
6. At the end of remote e-voting period on Thursday, September 28th, 2017, 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 29th, 2017 after counting the vote cast at the meeting, the vote cast through remote e-voting were unblocked by us in the presence of Mr. Sandeep Shintre and Mr. Nitin Patil who acted as witness.


Mr. Sandeep Shintre

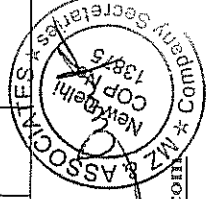

Mr. Nitesh Prakash Patil

9. As requested by management, we submit herewith my combined report on the results of remote e-voting together with that of poll at the AGM as under :-

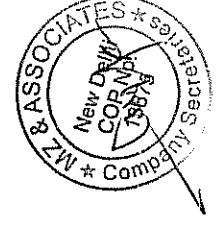
Sl No.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT PAPER (POLL)		E-VOTING		GRAND TOTAL		RESULT	
			FOR	AGAINST	FOR	AGAINST	%	AGANIST %		
1	To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and report of the auditor's report thereon	Ordinary	720294608	Nil	63025396	Nil	783320004	100	Nil	Passed Unanimously

MZA & 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.inza@gmail.com



2.	Re-appointment of Shri Bhushan Chugh (DIN: 00472532) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	720294608	Nil	63024261	1135	783318869	99.9999	1135	0.0001	Passed with requisite majority
3	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), as Statutory Auditors of the Company for the financial year 2017-18 and fixation of remuneration by the Board of Directors of the Company.	Ordinary	720294608	Nil	63025396	Nil	783320004	100	Nil	Nil	Passed Unanimously
4.	Re-appointment of Shri Chhattar Kumar Ghoushal, (DIN:01187644) as an Independent Director of the Company	Special	720294608	Nil	63024261	1135	783318869	99.9999	1135	0.0001	Passed with requisite majority
5.	Re-appointment of Shri Suresh Bohra (DIN: 00093343) as an Independent Director of the Company	Special	720294608	Nil	63024261	1135	783318869	99.9999	1135	0.0001	Passed with requisite majority
6.	Appointment of Shri Sandeep Jairath (DIN 05300460) as Whole Time Director cum Chief Financial Officer of the Company	Ordinary	720294608	Nil	63025396	Nil	783320004	100	Nil	Nil	Passed Unanimously



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

MZA

We, hereby confirm that, we are 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. We 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
Scrutinizer
New Delhi
CP No. 13875
SS Mohd Zafar
* Comp. Partner
Membership No. FCS 9184
CP No. 13875

Place: Mumbai
Date: 29th September 2017
Witness-1
Mr. Sandeep Shintre
Address: Shastrri Nagar, Opposite Gandhi Nagar, Bandra East - Mumbai,

Witness -2
Mr. Dashrath Patil
Address: Nala Sopara, Mumbai




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

MZ & ASSOCIATES, Company Secretaries

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