

MMWL/SEC/18-19/

29th September, 2018

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 33rd 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 33rd Annual General Meeting held on Saturday, 29th September, 2018 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

FORMAT FOR VOTING RESULTS


Record Date	22 nd September, 2018	
Total number of shareholder as on record date	3041	
No of Shareholders present in the meeting either in person or through proxy:		
Promoter & Promoter Group	2	
Public	16	
No of Shareholders attended the meeting through Video Conferencing		
Promoter & Promoter Group	NA	
Public	NA	
No. of resolution passed in the meeting	6	

For Matrix Matrix Worldwide Limited

(Gurvinder Singh) (Sange)
Company Secretary

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

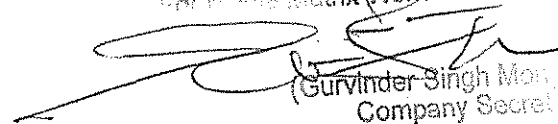
Resolution No 1	Ordinary Resolution	To receive , consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 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
		1	2	(3)=[(2)/(1)] * 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting		0	0	0	0	0	0
	Poll		685433752	99.6618	685433752	0	100	0
	Postal Ballot	687759918	0	0	0	0	0	0
	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	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		52520001	11.8027	52520001	0	100	0
	Poll		35879520	8.0631	35879520	0	100	0
	Postal Ballot	444982301	0	0	0	0	0	0
	Total	444982301	88399521	19.8659	88399521	0	100	0
Total		1132742219	773833273	68.3150	773833273	0	100	0

Resolution No 2	Ordinary Resolution	Re-appointment of Shri Sandeep Jairath (DIN: 05300460) 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	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	0	0	0	0	0	0
	Poll		685433752	99.6618	685433752	0	100	0
	Postal Ballot		0	0	0	0	0	0
	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	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	444982301	52520001	11.8027	52520001	0	100	0
	Poll		35879520	8.0631	35879520	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		444982301	88399521	19.8659	88399521	0	100
Total		1132742219	773833273	68.3150	773833273	0	100	0

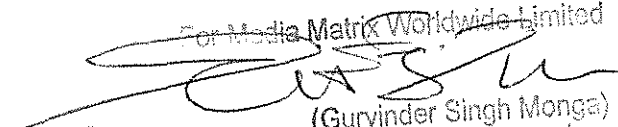
For Medicines Worldwide Limited

 Sandeep Singh
 Company

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 2018-19 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	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		0	0	0	0	0	0
	Poll		685433752	99.6618	685433752	0	100	0
	Postal Ballot	687759918	0	0	0	0	0	0
	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	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		52520001	11.8027	52520001	0	100	0
	Poll		35879520	8.0631	35879520	0	100	0
	Postal Ballot	444982301	0	0	0	0	0	0
	Total	444982301	88399521	19.8659	88399521	0	100	0
Total		1132742219	773833273	68.3150	773833273	0	100	0

Mr. Madia Matrix Worldwide Limited


(Gurvinder Singh)
Company Secret

Resolution No 4	Special Resolution	Appointment of Shri Bela Banerjee, (DIN:07047271) as an Non-Executive 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	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	0	0	0	0	0	0
	Poll		685433752	99.6618	685433752	0	100	0
	Postal Ballot		0	0	0	0	0	0
	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	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	444982301	52520001	11.8027	52520001	0	100	0
	Poll		35879520	8.0631	35879520	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		444982301	88399521	19.8659	88399521	0	100
Total		1132742219	773833273	68.3150	773833273	0	100	0

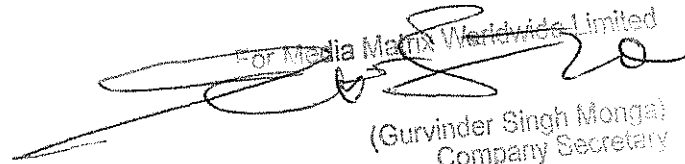
For Media Matrix Worldwide Limited

 (Gurvinder Singh Monga)
 Company Secretary

Resolution No 5		Special Resolution		Appointment of Shri Aasheesh Verma (DIN: 08199653) 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	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		0	0	0	0	0	0
	Poll		685433752	99.6618	685433752	0	100	0
	Postal Ballot	687759918	0	0	0	0	0	0
	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	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		52520001	11.8027	52520001	0	100	0
	Poll		35879520	8.0631	35879520	0	100	0
	Postal Ballot	444982301	0	0	0	0	0	0
	Total	444982301	88399521	19.8659	88399521	0	100	0
Total		1132742219	773833273	68.3150	773833273	0	100	0

For Media Matrix Worldwide Limited

 (Gurvinder Singh Monge)
 Company Secretary

Resolution No 6		Ordinary Resolution		Appointment of Shri Sunil Batra (DIN 05300460) as 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	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	0	0	0	0	0	0
	Poll		685433752	99.6618	685433752	0	100	0
	Postal Ballot		0	0	0	0	0	0
	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	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	444982301	52520001	11.8027	52520001	0	100	0
	Poll		35879520	8.0631	35879520	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		444982301	88399521	19.8659	88399521	0	100
Total		1132742219	773833273	68.3150	773833273	0	100	0


 For Media Matrix Worldwide Limited
 (Gurvinder Singh Mongal)
 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
33rd 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 33rd Annual General Meeting of Media Matrix Worldwide Limited held on September 29th, 2018 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 Companies 2013 Act read with Rule 21 of Companies (Management and Administration) Rules 2014 on the resolutions contained in the notice dated 13th August, 2018 for the 33rd Annual General Meeting (AGM) of the Members of the Company held on September 29th, 2018 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 13th August, 2018 for the 33rd 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.

MIZ & 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



3. The cutoff 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, 2018.
4. As prescribed in the Rules, remote e-voting facility was kept open for three days from Wednesday, September, 26th 2018 (09:00 AM) till Friday, 28th September, 2018 (05:00 PM).
5. As on cut off date i.e. 22nd September, 2018 there were 3041 Shareholders of the Company.
6. At the end of remote e-voting period on Friday, September 28th, 2018, 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 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, 2018 after counting the vote cast at the meeting, the vote cast through remote e-voting were unblocked by us in the presence of Mr. Nitin Patil and Mr. Bajiroa Ardalkar who acted as witness.


Mr. Nitin Patil


Mr. Bajiroa Ardalkar

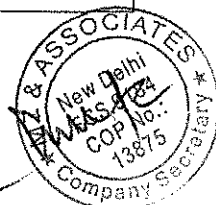
9. As requested by management, we submit herewith my combined report on the results of remote e-voting together with that of poll at the AGM as under :-

SI No.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIRE-MENT	BALLOT PAPER (POLL)		E-VOTING		GRAND TOTAL				RESULT
			FOR	AGAINST	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, 2018, 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, 2018 and report of the auditor's report thereon	Ordinary	721313272	Nil	52520001	Nil	773833273	100	Nil	Nil	Passed Unanimously

MZ & ASSOCIATES, Company Secretaries

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MZA

2.	Re-appointment of Shri Sandeep Jairath (DIN: 05300460) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	721313272	Nil	52520001	Nil	773833273	100	Nil	Nil	Passed Unanimously
3	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), as Statutory Auditors of the Company for the financial year 2018-19 and fixation of remuneration by the Board of Directors of the Company.	Ordinary	721313272	Nil	52520001	Nil	773833273	100	Nil	Nil	Passed Unanimously
4.	Appointment of Shri Bela Banerjee, (DIN:07047271) as an Non-Executive Director of the Company	Ordinary	721313272	Nil	52520001	Nil	773833273	100	Nil	Nil	Passed Unanimously
5.	Appointment of Shri Aasheesh Verma (DIN: 08199653) as an Independent Director of the Company	Ordinary	721313272	Nil	52520001	Nil	773833273	100	Nil	Nil	Passed Unanimously
6.	Appointment of Shri Sunil Batra (DIN 05300460) as Director of the Company	Ordinary	721313272	Nil	52520001	Nil	773833273	100	Nil	Nil	Passed Unanimously

MZ & ASSOCIATES, *Company Secretaries*

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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,

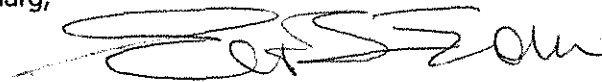
For MZ & Associates
Scrutinizer

CS. Mohd. Zafar
Partner
Membership No. FCS 9184
CP No. 13875

Place: Mumbai
Date: 29th September 2018

Witness-1
Mr. Nitin Patil
Address: New Nityanan CHS, Flat No 101, A Wing,
Plot No 28, Sector 3, New Pavail East 410206

Witness -2
Mr. Bajiroa Ardalkar
Address: 1/203, Panchagandha Bulding, NM Joshi Marg,
Lower Parel East, Mumbai 400013



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

MZ & ASSOCIATES, *Company Secretaries*

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