

Date: 28th September, 2014

To
BSE LIMITED
Department of Corporate Services,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400001

Subject: Disclosure of voting results as per Clause 35A of the Listing Agreement and Scrutinizer Report of the 29th AGM of the Company

Scrip Code: 512267

Dear Sir.

This is to inform you that pursuant to compliance of Clause 35A of the Listing Agreement, please find enclosed herewith the details regarding voting (e-voting and Ballot Voting - Poll) results of the business transacted at the 29th AGM of the Media Matrix Worldwide Limited held on 27th September, 2014 and copy of the Combined Report of Scrutinizer on e-voting and poll.

DETAILS OF VOTING RESULTS

Sr.No	PARTICULARS	DETAILS		
1	Date of AGM	27 th September, 2014		
2	Total number of share holder as on Cutoff Date	3034		
3	No of shareholders present in the Meeting either in Person or Through proxy	<u>Promoter & Promoter Group</u>	Public	
		In person/corporate authorization	In person/corporate authorization	Through Proxy
		2	14	2
4	E-Voting period	21 st September, 2014(9.00 a.m.) to 24 th September, 2014 (9.00 a.m.)		
5	No. of Shareholders attended the meeting through Video Conferencing	None		

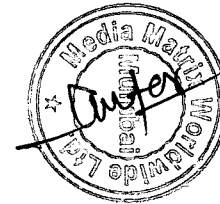


Registered Office : Office No. 514, "B" Wing, 215 Atrium, Andheri-Kurla Road, Chakala, Andheri (E), Mumbai-400059.
Telephone : +91-22-61391700

Corporate Office : Plot No. 38, 4th Floor, Institutional Area, Sector - 32, Gurgaon - 122001
Telephone : +91-124-4310000, Fax : +91-124-4310050 Email : mmwl.corporate@gmail.com
Website : www.mmwlindia.com, Corporate Identity Number : L51900MH1985PLC036518

Agenda Wise details of poll and e-voting:

Item No.	Subject matter of the resolution	Resolution required (Ordinary/Special)	Mode of voting (Show of hands/ Poll/Postal Ballot)	Remarks
Ordinary Business				
1	Adoption of Annual Accounts for the Year Ended 31 st March,2014	Ordinary	Poll + Evoting	Passed unanimously
2	Re-appointment of Mr. Bharat Bhushan Chugh, Director (DIN: 00472532) who retires by Rotation	Ordinary	Poll + Evoting	Passed unanimously
3	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), as Auditor and to fix their remuneration	Ordinary	Poll + Evoting	Passed with requisite majority
4	Appointment of Mr. Chhattar Kumar Goushal (DIN: 01187644) as an Independent Director	Ordinary	Poll + Evoting	Passed with requisite majority
5	Appointment of Mr. Suresh Bohra(DIN: 00093343) as an Independent Director	Ordinary	Poll + Evoting	Passed unanimously



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The result of the Poll/Evoting are as under:

- (1) **Resolution** - to consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2014:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favor	No. of Votes - against	% of Votes in favor 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	722759918	685433752	94.84	685433752	0	100	0
Public Institutional holders	40000	0	0	0	0	0	0
Public-Others	409942301	18826491	4.59	18826491	0	100	0
Total	1132742219	704260243	62.17	704260243	0	100	0

- (2) **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 has offered himself for re-appointment:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favor	No. of Votes - against	% of Votes in favor 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	722759918	685433752	94.84	685433752	0	100	0
Public Institutional holders	40000	0	0	0	0	0	0
Public-Others	409942301	18826491	4.59	18826491	0	100	0
Total	1132742219	704260243	62.17	704260243	0	100	0



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- (3) **Resolution** -to appoint M/S Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W), as Statutory Auditors of the Company and fixing their remuneration:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes - against	% of Votes in favor on votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	722759918	685433752	94.84	685433752	Nil	100	Nil
Public Institutional holders	40000	0	0	0	0	0	0
Public-Others	409942301	18826491	4.59	18309633	516858	97.25	2.74
Total	1132742219	704260243	62.17	703743385	516858	99.93	0.07

- (4) **Resolution** - to appoint Mr.Chhattar Kumar Goushal (DIN: 01187644) as an Independent Director:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes - against	% of Votes in favor on votes polled	% of Votes on against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	722759918	685433752	94.84	685433752	Nil	100	Nil
Public Institutional holders	40000	0	0	0	0	0	0
Public-Others	409942301	18826491	4.59	18309633	516858	97.25	2.74
Total	1132742219	704260243	62.17	703743385	516858	99.93	0.07



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(5) **Resolution -** to appoint Mr. Suresh Bohra (DIN: 00093343) as an Independent Director:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes - against	% of Votes in favor 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	722759918	685433752	94.84	685433752	0	100	0
Public Institutional holders	40000	0	0	0	0	0	0
Public-Others	409942301	18826491	4.59	18826491	0	100	0
Total	1132742219	704260243	62.17	704260243	0	100	0

This is for your kind information and records

Kindly acknowledge the receipt of the same.

Thanking You.

Yours Faithfully,

For **Media Matrix Worldwide Limited**



(Mohd. Zafar)
Company Secretary

Encl: As Above

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**M Siroya and Company
Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24, 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Scrutinizer's Report- Combined

To,

The Chairman of 29th Annual General Meeting of the Members of
Media Matrix Worldwide Limited (the Company)
held on the 27th September, 2014 Flat No 155, 15th Floor,
Mittal Court, A Wing, Nariman Point, Mumbai 400021

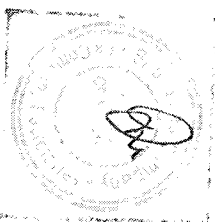
Dear sir,

1. I Mukesh Siroya, a practicing Company Secretary, have been appointed as a Scrutinizer by

i) The Board of Directors of Media Matrix Worldwide Limited (the Company) for the purpose of scrutinizing the 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 (Rules) and

ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 29th Annual General Meeting (AGM) of the Members of the Company, held on the 27th September, 2014 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 e-voting and poll on the resolutions contained in the Notice to the 29th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the 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 e-voting system provided by National Securities Depository Ltd (NSDL) the authorized Agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (through physical means) at AGM.



M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivall (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

3. I have issued separate Scrutinizer's Report dated 26th September, 2014 on the e-voting on the resolutions contained in the notice to the AGM. As requested by management submit herewith my combined report on the results of e-voting together with that of poll as under :-

Sl No.	SUB MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT PAPER (POLL)		E-VOTING		GRAND TOTAL				RESULT
			FOR	AGAI NST	FOR	AGAIN ST	FOR	%	AGAIN ST	%	
1	Adoption of Annual Accounts for the year ended 31st March, 2014	Ordinary	703710978	Nil	549265	Nil	704260243	100	Nil	NA	Passed Unanimously
2	Re-appointment of Mr. Bharat Bhushan Chugh, Director (DIN: 00472532) who retires by rotation	Ordinary	703710978	Nil	549265	Nil	704260243	100	Nil	NA	Passed Unanimously
3	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), as Auditor and to fix their remuneration	Ordinary	703710978	Nil	32407	516858	703743385	99.93	516858	0.07	Passed with requisite Majority
4	Appointment of Mr. Chhatar Kumar Goushal (DIN: 01187644) as an Independent Director	Ordinary	703710978	Nil	32407	516858	703743385	99.93	516858	0.07	Passed with requisite Majority
5	Appointment of Mr. Surjesh Bohra (DIN: 000933443) as an Independent Director	Ordinary	703710978	Nil	549265	Nil	704260243	100	Nil	NA	Passed Unanimously

Thanking you,
Yours faithfully,

(Mukesh Siroya)

(Signature)
Practicing Company Secretary
Membership No. FCS 5682, CP No. 4157
A-103, Samved Building (Madhukunj),
Near Ekta Bhoomi Gardens, Rajendra Nagar,
Borivall (E), Mumbai 400066

Place : Mumbai

Date : September 27, 2014

