

MMWL/SEC/16-17/

February 3, 2017

To
BSE Limited
27th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Dear Sir,

Sub: Announcement of Postal Ballot Results.

This has reference to our letter dated 29th December, 2016 submitted along with copy of Notice of Postal Ballot dated 14th November, 2016 ("Notice") seeking approval of the Members for passing of the Resolutions:

1. Special Resolutions under Section 13 and other applicable provisions of the Companies Act, 2013 to alter the main object clause of the Memorandum of Association of the Company.
2. Special Resolution under Section 13 and other applicable provisions of the Companies Act, 2013 for alteration of Clause III(B) and III(C) of the Memorandum of Association of the Company.

As per the aforesaid Notice, the last date for remote E-voting and receipt of postal ballot forms was 1st February, 2017 by 05:00 P.M.

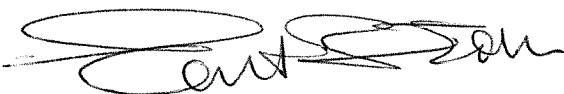
CS Mohd Zafar, Partner of MZ & Associates, Company Secretaries appointed as Scrutinizer by the Board of Directors of the Company to scrutinize the postal ballot process in relation to the aforesaid matter, has submitted the Scrutinizer Report dated 3rd February, 2017.

Based on the Scrutinizer's report, we wish to inform that the Members of the Company have passed special resolutions with requisite majority. A Copy of the Scrutinizer's Report is attached hereto as 'Annexure I'.

We request you to take the above on your record.

Thanking you,

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



(Gurvinder Singh Monga)
Company Secretary

Encl: as above

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

February 03rd, 2017

The Chairman
Media Matrix Worldwide Limited
Plot NO 38, 4th Floor, Institutional Area
Sector 32, Gurgaon 122001

Dear Sir,

Subject: Scrutiniser's Report on Postal Ballot Voting Process and Remote E-Voting Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time.

The Board of Directors of Media Matrix Worldwide Limited ('the Company') have vide resolution passed on 14th November, 2016 decided to conduct the process of voting through Postal Ballot as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the Special Resolutions as set out in the Postal Ballot Notice dated 14th November, 2016 for obtaining the approval of members of the Company in respect of the following resolutions:-

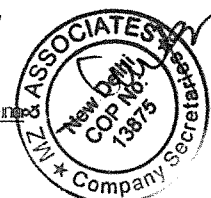
Reference to the Companies Act, 2013	Type and Description of the resolution
Section 13 of the Companies Act, 2013	<p>Special Resolution</p> <p>Alteration of the Main Object Clause of Memorandum of Association of the Company</p> <p>"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other Rules and Regulations, as may be applicable and subject to the necessary approval(s) as may be required in this regard from appropriate authorities and subject to such terms and conditions including any alteration(s)/modification(s) as may be imposed by them, approval of Members be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by inserting following new clauses 3, 4, 5 and 6 after existing clause 2B of clause (III) (A) of the Memorandum of Association of the Company:-</p> <p>3. <i>To conduct, engage in and undertake the business of scientific, technical and other research and development activities in the field of defence and other strategic areas, including research and development of design, deployment, integration, implementation and technical improvement of electronics, electrical, aerospace equipments, advanced systems, training systems, communication systems, software, hardware, sound transmission systems, amplifiers, signaling systems, mechanical devices and related apparatus, tools, utensils, receptacles, substances, appliances, equipment and machines and parts thereof and to carry on the business to manufacture, produce, process, prepare, assemble, alter, build, convert, sell, service, acquire, commercialize, distribute, dismantle, design, engineer, develop, erect, equip,</i></p>

MIZ & ASSOCIATES, *Company Secretaries*

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fabricate, handle, store, install, hire, let on hire, lease, maintain, manage, package, transport, modify, repair, improve, exchange, reconstruct, renovate, recondition, remodel, turn to account, and to act as agent, broker, importer, exporter, or otherwise to deal in all descriptions, specifications, modalities, capacities, shapes, sizes, varieties, strengths and uses of all kinds of materiel, articles, apparatus, instruments, equipment, machinery, goods and things (including components, parts, fittings, tools, implements, accessories, materials and all articles and things used or capable of being used in connection therewith in any way whatsoever) required for defence, security and other strategic purposes; and to do all necessary acts for the attainment of objects under these presents

4. *To conduct, engage in and undertake the business of scientific, technical and other research and development activities and provision of technical and consultancy services for development of projects, systems, equipment and machinery of all types and descriptions pertaining to railways and other transport systems, including surveys of all types, feasibility reports, detailed project reports, techno- economic investigations, site selection, supply of basic engineering and detailed designs and working drawings for construction of projects of all kinds pertaining to railways and other transport systems, equipment selection therein, preparing specifications and tender documents, tender evaluation and purchase assistance of all materials and goods pertaining to such projects, construction supervision, project management, engineering, procurement, erection, commissioning, operation and maintenance, training of all personnel and any such other services, executed by whatever contractual form whether turnkey, public private partnership or and other methodology and to carry on the business to manufacture, produce, process, prepare, assemble, alter, build, convert, sell, acquire, commercialize, distribute, dismantle, design, engineer, develop, erect, equip, fabricate, handle, store, install, hire, let on hire, lease, maintain, manage, package, transport, modify, repair, improve, exchange, reconstruct, renovate, recondition, remodel, turn to account, and to act as agent, broker, importer, exporter, or otherwise to deal in all descriptions, specifications, modalities, capacities, shapes, sizes, varieties, strengths and uses of, all manner and types of signalling, telecommunications and operational control systems for all manner and types of railways and railway rolling stock and rail vehicles, whether used for transportation of passengers or goods or any other purpose, and propelled by whatever manner of motive power and their fittings, fixtures, components, accessories, systems, devices, equipment, instruments, plants, and machineries connected thereto, and to do all necessary acts for the attainment of objects under these presents.*

5 *To carry on the business of manufacturers, merchants, dealers, distributors, traders, importers, exporters, buyers, sellers, agents and stockists, and to market, hire, lease, rent out, assemble, alter, install, service, design, research and improve, develop, trade, exchange, maintain, repair, refurbish, store and otherwise deal in any manner in all types of telecommunication and power*

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supply equipments like Electronic Rural Automatic Exchange (ERAX), switch mode rectifier, Single Channel & Dual Channel UHF & VHF Systems, telephone exchanges, telephone instruments whether corded, cordless, mobile or of any other kind; tele-terminals, fax machines, telegraphs, recording instruments and devices, telephone message/ answering machines and devices; dialing machines, trunk dialing barring devices, wireless sets and other wireless communication devices like radio pagers, cellular phones, satellite phones; telecom switching equipments of all kinds; telecom transmission equipments of all kinds, test equipments, instruments, apparatus, appliances and accessories and equipment and machinery for the manufacture thereof and to provide technical services in respect thereof or relating thereto and to design, establish, provide, maintain and perform engineering, technical and consultancy services for any person, firm or body corporate, for development of Telecommunications and Information Technology covering Hardware, Software & Networking (IT) Projects of all types and descriptions in India and outside India including but not limited to surveys of all types, feasibility reports, detailed project reports, techno-economic investigations, supply of basic engineering and detailed design and working drawings layouts, and blue prints for construction of Telecommunications & IT lines, equipment and other assets, Industrial Plants and Factories pertaining to Telecommunications & IT working and equipment selection therein, and manufacture of Telecommunications & IT equipment of all kinds and description, material handling, preparing specifications and tender documents, tender evaluation and purchase assistance of all materials and goods pertaining to such projects, expediting, inspecting and testing, construction supervision, project management, acceptance testing, evaluating, commissioning and maintenance training of personnel and any such other services.

- 6 To carry on the trade or business of manufacturers, assemblers of and dealers in, contractors for, repairers and maintainers of, and importers and exporters of, all kinds of radio products, radio apparatus, including amplifiers and amplifying and public address equipment, electronics of all kinds and description, electronic devices, gadgets, modules, machinery and apparatus including tape recorders, record players, desk calculators, computers, radar apparatus, television apparatus, medical electronic instruments and appliances and domestic electric and electronic appliances and components, parts, tools, fittings and accessories connected with each of the aforesaid businesses.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the object clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit.

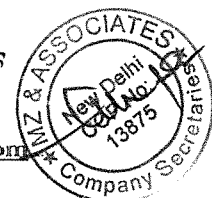
RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as

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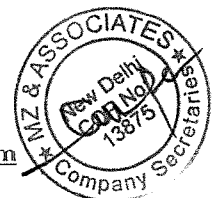
	<p>may be required for giving effect to this resolution including but not limited to making necessary filings/disclosures with the respective authorities and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."</p>
<p>Section 13 of the Companies Act, 2013</p>	<p>Special Resolution</p> <p>Alteration to Clause III (B) & III (C) of the Memorandum of Association of the Company</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 13 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof) and subject to approval of any other competent authority, the consent of Shareholders of the Company be and is hereby accorded for alteration of the Clause III(B) and III(C) of the Memorandum of Association of the Company in the following manner:</p> <p>(i) by substituting the heading of Clause III (B) "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" with the new heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE" to be in line with the provisions of Table A to Schedule I of the Companies Act, 2013.</p> <p>(ii) by deletion of the entire Clause III (C) that is "OTHER OBJECTS" consisting of Sub-Clause 54 to 137 of the Memorandum of Association of the Company.</p> <p>RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution and/ or otherwise considered by them in the best interest of the Company."</p>

The Company had provided the facility of voting through electronic means as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of the Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Mohd Zafar, Practicing Company Secretary having membership no. ACS 28165, (holding C.P. No. 13875), Partner of MZ & Associates, Company Secretaries was appointed as a Scrutinizer by M/s Media Matrix Worldwide Limited for the purpose of conducting the Postal Ballot process and remote e-Voting process in a fair and transparent manner in respect of obtaining approval of shareholders by way of Special Resolution for **Alteration of the Main Object Clause of Memorandum of Association of the Company and Alteration to Clause III (B) & III (C) of the Memorandum of Association of the Company.**

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The management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and Rules relating to voting through Postal Ballot and electronic means on the Special Resolutions contained in the notice of Postal Ballot. My responsibility as a Scrutiniser for the postal ballot voting process and remote e-Voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and provide a Scrutinisers Report of the Votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the physical postal ballots received from the members and remote e-Voting system provided by the National Securities Depository Limited (NSDL)-www.evoting.nsdl.com, the authorised agency to provide e-Voting facilities, engaged by the Company.

The notice dated 14th November, 2016 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the members of the Company on 29th December, 2016 by Registered Post/ Registered Airmail/E-mails.

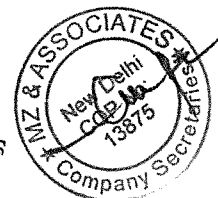
The members of the Company holding the shares as on 23rd December, 2016 ("cut-off date") were entitled to vote on the Special Resolutions proposed as set out in the Postal Ballot Notice.

In this regards, I submit my report as under:

1. The Company has provided facility of casting vote to the members of the Company through postal ballot process and also through electronic means.
2. The Company had followed the process as required under Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Form received up to the close of working hours i.e. 05:00 P.M. on Wednesday, 1st February, 2017 being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny and for the purpose of this report.
4. The Postal Ballot forms were kept in my safe custody.
5. The remote e-Voting period remained open from Tuesday, 3rd January, 2017 at 09:00 A.M. and ends on Wednesday, 1st February, 2017 at 05:00 PM.
6. At the end of e-Voting period, I have unblocked the electronic votes in the presence of two witnesses who are not in employment of the Company.
7. The details containing the list of shareholders who voted "FOR" or "AGAINST" the resolution put to vote were downloaded from the e-Voting website of NSDL i.e. www.evoting.nsdl.com.
8. I have scrutinised the votes cast through electronic means and through physical ballot forms for the purpose of this report.
9. The particulars of all the electronic votes cast by the members through remote e-Voting process and votes cast by the members through physical postal ballot forms have been recorded in a register separately maintained for the purpose.
10. I did not find any defaced or mutilated ballot paper(s).

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11. The shareholders exercised their voting either by Remote e-Voting or ballot paper. There was NIL shareholder who opted for both the facilities.

12. A Summary of the postal ballot process(including Remote e-Voting) is as under:

Item No 1.

(a) Special Resolution: **Alteration of the Main Object Clause of Memorandum of Association of the Company**

(b) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	16	692302983	100
2	Less: Invalid Votes cast	-	-	-
3	Total Valid Votes Cast	16	692302983	100
4	Valid Votes "in favour " of the resolution	16	692302983	100
5	Valid Votes "against" the resolution	-	-	-

(c) Break up of Physical postal ballot and Remote e-Voting process:

(i) Votes **in favour** of the resolution

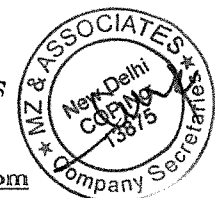
Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	3	2331016	0.34
Voting through Electronic means(Remote E-voting)	13	689971967	99.66
Total	16	692302983	100

(ii) Votes **against** the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	-	-	-
Voting through Electronic means(Remote E-Voting)	-	-	-
Total	-	-	-

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(iii) **Invalid votes**

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	-	-
Voting through Electronic means(Remote E-Voting)	-	-
Total	-	-

RECOMMENDATION: The Resolution should be considered passed as a Special Resolution having secured the requisite majority of votes and, therefore be Accepted. You may accordingly declare the Result of the voting by Postal Ballot including Remote e-Voting.

Item No 2.

(a) Special Resolution: **Alteration to Clause III (B) & III (C) of the Memorandum of Association of the Company**

(b) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	16	692302983	100
2	Less: Invalid Votes cast	-	-	-
3	Total Valid Votes Cast	16	692302983	100
4	Valid Votes "in favour " of the resolution	16	692302983	100
5	Valid Votes "against" the resolution	-	-	-

(c) **Break up of Physical postal ballot and Remote e-Voting process:**

(i) **Votes in favour** of the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	3	2331016	0.34
Voting through Electronic means(Remote E-voting)	13	689971967	99.66
Total	16	692302983	100

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(ii) Votes against the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	-	-	-
Voting through Electronic means (Remote E-Voting)	-	-	-
Total	-	-	-

(iii) Invalid votes



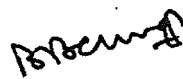
Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	-	-
Voting through Electronic means (Remote E-Voting)	-	-
Total	-	-

RECOMMENDATION: The Resolution should be considered passed as a Special Resolution having secured the requisite majority of votes and, therefore be Accepted. You may accordingly declare the Result of the voting by Postal Ballot including Remote e-Voting.

13. The Postal Ballot forms and all other relevant registers, records were handed over to the Company Secretary authorised by the Board for the safe keeping of the records.

Thanking you

Yours faithfully,

	 Mohd Zafar Scrutinizer Membership No. ACS 28165, CP No. 13875	Countersigned by  Bharat Bhushan Chugh Director (Finance)
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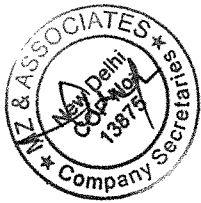
We the undersigned witness that the votes were unblocked from the e-Voting website of National Securities Depository Limited (NSDL)-www.evoting.nsdl.com in our presence at 03:00 P.M. on 02nd February, 2017 at the office of the Scrutiniser.

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Signature <u>Ayush</u>	Signature <u>Siddhant</u>
Mr. Ayush Jain Address: 3/31, West Patel Nagar, New Delhi 110008	Mr. Siddhant Oberio Address: 3/31 West Patel Nagar New Delhi - 110008



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