

Date: 30<sup>th</sup> September, 2015

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 30<sup>th</sup> 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 (remote e-voting and Ballot Voting - Poll) results of the business transacted at the 30<sup>th</sup> AGM of the Media Matrix Worldwide Limited held on 28<sup>th</sup> September, 2015 and copy of the Combined Report of Scrutinizer on remote e-voting and poll.

**DETAILS OF VOTING RESULTS**

Sr.No	PARTICULARS	DETAILS		
1	Date of AGM	28 <sup>th</sup> September, 2015		
2	Total number of share holder as on Cutoff Date	2974		
3	No of shareholders present in the Meeting either in Person or Through proxy	Promoter & Promoter Group	Public	
		In person/corporate authorization	In person/corporate authorization	Through Proxy
		2	19	2
4	Remote e-Voting period	25 <sup>th</sup> September, 2015(9.00 a.m.) to 27 <sup>th</sup> September, 2015 (05.00 p.m.)		
5	No. of Shareholders attended the meeting through Video Conferencing	Arrangement was not made		





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

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Agenda Wise details of poll and remote e-voting:

Item No.	Subject matter of the resolution	Resolution required (Ordinary/Special)	Mode of voting (Show of hands/ Poll/Postal Ballot )	Remarks
<b>Ordinary Business</b>				
1	Adoption of Annual Accounts for the Year Ended 31 <sup>st</sup> March,2015	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 unanimously
<b>Special Business</b>				
4	Appointment of Mrs. Bela Banerjee(DIN: 07047271) as an Independent Director	Ordinary	Poll + Evoting	Passed unanimously
5	Change in Terms of Utilisation of Proceeds received under Right Issue	Special	Poll + Evoting	Passed unanimously
6	Reappointment of Bharat Bhushan Chugh, Director (DIN: 00472532) as Whole Time Director of the Company	Ordinary	Poll + Evoting	Passed unanimously

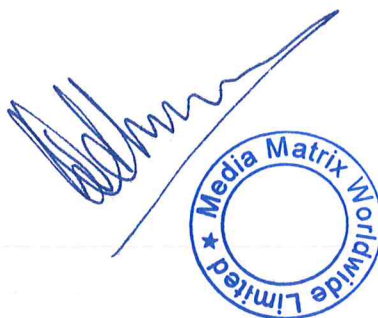

The result of the Poll/Evoting are as under:

- (1) **Ordinary Resolution** - To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, 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, 2015:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	687759918	685433752	99.662	685433752	0	100	0
Public Institutional holders	129000	0	0	0	0	0	0
Public-Others	444853301	48863479	10.984	48863479	0	100	0
<b>Total</b>	<b>1132742219</b>	<b>734297231</b>	<b>64.825</b>	<b>734297231</b>	<b>0</b>	<b>100</b>	<b>0</b>

- (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 has offered himself for re-appointment:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	687759918	685433752	99.662	685433752	0	100	0
Public Institutional holders	129000	0	0	0	0	0	0
Public-Others	444853301	48863479	10.984	48863479	0	100	0
<b>Total</b>	<b>1132742219</b>	<b>734297231</b>	<b>64.825</b>	<b>734297231</b>	<b>0</b>	<b>100</b>	<b>0</b>



Media Matrix Worldwide Limited



- (3) **Ordinary 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 (3) = [(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
(1)	(2)	(3)	(4)	(5)	(6)	(7)	
Promoter and Promoter Group	687759918	685433752	99.662	685433752	0	100	0
Public Institutional holders	129000	0	0	0	0	0	0
Public-Others	444853301	48863479	10.984	48863479	0	100	0
<b>Total</b>	<b>1132742219</b>	<b>734297231</b>	<b>64.825</b>	<b>734297231</b>	<b>0</b>	<b>100</b>	<b>0</b>

- (4) **Ordinary Resolution** - To appoint Mrs. Bela Banerjee(DIN: 07047271) as an Independent Director:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
(1)	(2)	(3)	(4)	(5)	(6)	(7)	
Promoter and Promoter Group	687759918	685433752	99.662	685433752	0	100	0
Public Institutional holders	129000	0	0	0	0	0	0
Public-Others	444853301	48863479	10.984	48863479	0	100	0
<b>Total</b>	<b>1132742219</b>	<b>734297231</b>	<b>64.825</b>	<b>734297231</b>	<b>0</b>	<b>100</b>	<b>0</b>


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(5) **Special Resolution** - Change in Terms of Utilisation of Proceeds received under Right Issue:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	687759918	685433752	99.662	685433752	0	100	0
Public Institutional holders	129000	0	0	0	0	0	0
Public-Others	444853301	48863479	10.984	48863479	0	100	0
<b>Total</b>	<b>1132742219</b>	<b>734297231</b>	<b>64.825</b>	<b>734297231</b>	<b>0</b>	<b>100</b>	<b>0</b>

(6) **Ordinary Resolution:** Reappointment of Bharat Bhushan Chugh, Director (DIN: 00472532) as Whole Time Director of the Company

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favor	No. of Votes - against	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	687759918	685433752	99.662	685433752	0	100	0
Public Institutional holders	129000	0	0	0	0	0	0
Public-Others	444853301	48863479	10.984	48863479	0	100	0
<b>Total</b>	<b>1132742219</b>	<b>734297231</b>	<b>64.825</b>	<b>734297231</b>	<b>0</b>	<b>100</b>	<b>0</b>

This is for your kind information and records. Kindly acknowledge the receipt of the same.

Thanking You.

Yours Faithfully,

For **Media Matrix Worldwide Limited**

(Shitij Wadhwa)  
Company Secretary

Encl: As Above



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**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,  
 Chairman  
 Media Matrix Worldwide Limited  
 30<sup>th</sup> Annual General Meeting of the Equity Shareholders of Media Matrix Worldwide Limited held on  
 September 28<sup>th</sup>, 2015 at Flat No 155, 15<sup>th</sup> Floor, Mittal Court, A Wing, Nariman Point, Mumbai 400021.

Dear Sir,

I, Mohd Zafar, Practicing Company Secretary, appointed as a Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 30<sup>th</sup> Annual General Meeting of the Equity Shareholders of Media Matrix Worldwide Limited, held on September 28<sup>th</sup>, 2015 at 9.30 a.m. at Flat No 155, 15<sup>th</sup> Floor, Mittal Court, A Wing, Nariman Point, Mumbai 400021, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. I did not found any poll papers invalid.

4. The result of the Poll is as under:

- (1) **Ordinary Resolution** - To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, 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, 2015:

(i) Voted **in favour** of the resolution:

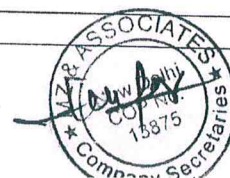
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	734297231	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA





- (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 has offered himself for re-appointment:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	734297231	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

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

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	734297231	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA



(4) **Ordinary Resolution** - To appoint Mrs. Bela Banerjee(DIN: 07047271) as an Independent Director:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	734297231	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

(5) **Special Resolution** - Change in Terms of Utilisation of Proceeds received under Right Issue:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	734297231	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA





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(6) **Ordinary Resolution** – Re-appointment of Bharat Bhushan Chugh, Director (DIN: 00472532) as Whole Time Director of the Company

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	734297231	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	NA

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed. NA (Since no evoting has taken place)

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Place: New Delhi

Date: September 30<sup>th</sup>, 2015



Yours faithfully,  
  
**Mohd Zafar**  
MZ & Associates  
Company Secretaries  
FCS-28165; CP-13875

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**Scrutinizer's Report- Combined**  
**[Pursuant to Section 108 and Section 109 of the Companies Act, 2013**  
**and (Companies and Administration) Rules, 2014 amended]**

To,

The Chairman of 30<sup>th</sup> Annual General Meeting of the Members of  
 Media Matrix Worldwide Limited (the Company)  
 CIN: L51900MH1985PLC036518  
 held on the 28<sup>th</sup> September, 2015 Flat No 155, 15<sup>th</sup> Floor,  
 Mittal Court, A Wing, Nariman Point, Mumbai 400021

**Subject : Passing of Resolution(s) through electronic voting AND poll conducted at the 30<sup>th</sup> Annual General Meeting of Media Matrix Worldwide Limited ("The Company") held on September 28, 2015 at 09.30 A. M. at Flat No 155, 15<sup>th</sup> Floor, Mittal Court, A Wing, Nariman Point, Mumbai 400021.**

Dear sir,

1. I, Mohd Zafar, Practicing Company Secretary 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 (Rules) and 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 30<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on the 28<sup>th</sup> September, 2015 at Flat No 155, 15<sup>th</sup> 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 to the 30<sup>th</sup> 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.
3. The cut of date for the purpose of identifying the shareholders who will be entitled to vote on the resolution placed for the approval of shareholders was September 22<sup>nd</sup>, 2015.
4. As prescribed in the Rules, remote e-voting facility was kept open for three days from Friday September, 25<sup>th</sup> 2015 09:00 AM till Sunday, 27<sup>th</sup> September, 2015 05:00 PM.





5. As on cut of date i.e. 22<sup>nd</sup> September, 2015 there were 2974 Shareholders of the Company.
6. At the end of remote e-voting period on Sunday, September 27<sup>th</sup>, 2015, at 05:00 PM, voting portal of service provider was blocked.
7. There were 23 Shareholders present at the meeting holding 734297231 shares present in person/proxy and authorised representatives at the annual general meeting who have casted their vote.
8. 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 Authorisations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in Poll at AGM
9. On September 28<sup>th</sup>, 2015 after counting the vote cast at the meeting, the vote cast through remote e-voting were unblocked by me in the presence of Ms. Darshita and Mr. Manoj Tambe who acted as witness.
10. 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 :-

*Darshita*  
Ms. Darshita

*Manoj Tambe*  
Mr. Manoj Tambe

Sl No.	SUB MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT PAPER (POLL)		E-VOTING		GRAND TOTAL			RESULT
			FOR	AGAINST	FOR	AGAINST	%	AGAINST	%	
1	Adoption of Annual Accounts for the year ended 31st March, 2015	Ordinary	734297231	Nil	Nil	Nil	100	Nil	NA	Passed Unanimously
2	Appointment of Mr. Bharat Bhushan Chugh, Director (DIN: 00472532) who retires by rotation	Ordinary	734297231	Nil	Nil	Nil	100	Nil	NA	Passed Unanimously
3	Re-appointment of M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), as Auditor and to fix their remuneration	Ordinary	734297231	Nil	Nil	Nil	100	Nil	NA	Passed Unanimously
4	Appointment Mrs. Bela Banerjee(DIN: 07047271) as an Independent Director	Ordinary	734297231	Nil	Nil	Nil	100	Nil	NA	Passed Unanimously
5	Change in Terms of Utilisation of Proceeds received under Right Issue	Special	734297231	Nil	Nil	Nil	100	Nil	NA	Passed Unanimously
6	Reappointment of Bharat Bhushan Chugh, Director (DIN: 00472532) as Whole Time Director of the Company	Ordinary	734297231	Nil	Nil	Nil	100	Nil	NA	Passed Unanimously





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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



(Mohd Zafar)  
Practicing Company Secretary

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

Place: New Delhi

Date : September 30<sup>th</sup>, 2015

A handwritten signature in blue ink, consisting of a series of loops and a long horizontal stroke.

