

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: Proceedings of 32nd Annual General Meeting of Media Matrix Worldwide Limited (MMWL) held on 29th September, 2017.

The 32nd Annual General Meeting (AGM) of Media Matrix Worldwide Limited was held on Friday the 29th September, 2017 at Flat No. 155, 15th Floor, Mittal Court, A Wing, Nariman Point, Mumbai- 400021

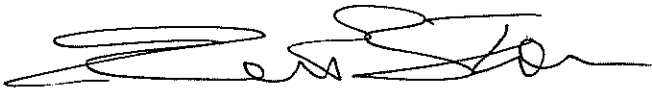
As per requirement of Regulations 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 32nd AGM of the Company are enclosed herewith as Annexure I.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,

For **Media Matrix Worldwide Limited**



(Gurvinder Singh Monga)
Company Secretary

Enclosure as above

Annexure -I
PROCEEDINGS OF 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDIA MATRIX WORLDWIDE LIMITED HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2017 AT 9:30 A.M.

The 32nd Annual General Meeting of the Members of Media Matrix Worldwide Limited was held on Friday, the 29th day of September, 2017 at 9:30 A.M. at the Flat No 155, 15th Floor, Mittal Court, A Wing, Nariman Point, Mumbai-400021. Shri Gurvinder Singh Monga, Company Secretary welcomed the Members and introduced Board Members present at the meeting, viz. Shri Bharat Bhushan Chugh and Shri Sandeep Jairath. Shri Gurvinder Singh Monga further confirmed the presence of Statutory Auditors and their representative and Secretarial Auditor.

Shri Bharat Bhushan Chugh was elected as the Chairman of the meeting who is also the member of Audit Committee and Stakeholders Relationship Committee. Shri Sandeep Jairath, Whole Time Director cum CFO was also present. The Chairman also informed that Shri Chhattar Kumar Goushal, Shri Suresh Bohra and Smt. Bela Banerjee could not attend the meeting due to their personal exigencies. Shri Gurvinder Singh Monga, Company Secretary announced the number of members present in person and corporate authorisations represented by their respective authorised representatives, proxy and that the requisite quorum was present. The Chairman therefore, called the Meeting to order. The Chairman welcomed the members of the Company.

Shri Gurvinder Singh Monga, Company Secretary informed the members that there were no qualifications, reservations or adverse remarks in the Auditors' Report as well as Secretarial Auditor Report. He then explained the remote e-Voting process and the Ballot voting process made available at the AGM venue. He also stated that the Company had provided an option to the shareholders for voting through electronic mode viz. remote e-Voting which remained open from 26th September, 2017 (09:00 A.M.) to 28th September, 2017 (05:00 P.M.).

The business items placed before the Shareholders for approval as per the notice of the meeting were then summarized by the Company Secretary. Subsequently, the Chairman ordered voting through ballots. The following businesses were transacted at the meeting by voting through ballots:

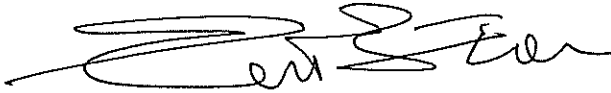
Item No.	Particulars	Resolution
ORDINARY BUSINESS		
1	Receive, consider and adopt :	Ordinary
	a) Audited Financial Statements of the Company for the financial year ended 31 st March, 2017, the Reports of the Board of Directors' and Auditors' thereon	
	b) Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2017 and Auditors' Report thereon	
2	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.	Ordinary
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
SPECIAL BUSINESS		
4	Re-appointment of Shri Chhattar Kumar Goushal, (DIN:01187644) as an Independent Director of the Company	Special
5	Re-appointment of Shri Suresh Bohra (DIN: 00093343) as an Independent Director of the Company	Special
6	Appointment of Shri Sandeep Jairath (DIN 05300460) as Whole Time Director cum Chief Financial Officer of the Company	Ordinary

The Chairman invited questions from the members. Queries raised by the members was clarified/answered by the Chairman to the satisfaction of the shareholders present at the meeting.

The members then cast their votes on the ballot papers and deposited the same in the ballot boxes placed at the meeting hall. The Chairman informed the members that the consolidated results of e-Voting and ballot voting would be announced within 48 hours and also be intimated to the BSE Limited and posted on the website of the Company and National Securities Depository Limited.

The Company Secretary then thanked the members present and declared the meeting as closed. The meeting concluded at 09:55 a.m.

For **Media Matrix Worldwide Limited**



(Gurvinder Singh Monga)
Company Secretary

Date: 29.09.2017
Place: Mumbai