

MMWL/SEC/23-24/

30th September, 2023

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 38th 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 38th Annual General Meeting held on Friday, 29th September, 2023 at 11:00 A.M. and Consolidated Scrutinizer's Report on Remote e-Voting and e-Voting conducted at 38th AGM, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies(Management and Administration) Amended Rules, 2015.

This is for your information and record purpose.

Thanking you,

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

(Gurvinder Singh Monga)
Company Secretary



CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & E-VOTING AT
ANNUAL GENERAL MEETING DURING 38th ANNUAL GENERAL MEETING FOR
MEDIA MATRIX WORLDWIDE LIMITED

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014)

The Chairman,
38th Annual General Meeting
Media Matrix Worldwide Limited
CIN: L32100MH1985PLC036518
A/308, Dynasty Business Park CHS Ltd,
A K Road Opp. Sangam Cinema, NR Kohinoor Hotel
Andheri (East), Mumbai, Maharashtra- 400059

Subject: Passing of Resolution(s) through remote e-voting and e-voting during Annual
General Meeting ("AGM") by the members during the 38th AGM of Media Matrix
Worldwide Limited ("the Company") held on Friday, the 29th September, 2023 at 11:00
A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM")

Dear Sir,

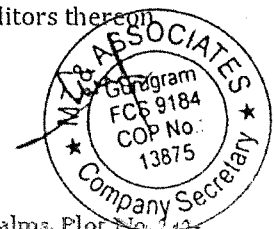
We, MZ & Associates, Firm of Company Secretaries, having office at Gurugram had been appointed as Scrutinizer by the Board of Directors of Media Matrix Worldwide Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ('e-voting') i.e. remote e-voting and e-voting during AGM on the resolutions contained in the Notice dated September 04th, 2023 ("Notice") issued pursuant to provisions of the Section 108 of the Companies Act, 2013 ("The Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Applicable Rules") Act, Regulation 44 of Securities and Exchange and Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Circular No. 14/2020 dated April 08th, 2020, Circular No. 20/2020 dated May 05th, 2020, MCA Circular No. 02/2021 dated January 13th, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 03/2022 dated May 05, 2022, 10/2022 and 11/2022 dated December 28, 2022 by Ministry of Corporate Affairs (MCA Circulars) permitted holding of Annual General Meeting (AGM) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') without the physical presence of the members at a common venue and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 in relation to Relaxation from the compliance with certain provisions of the Act and Listing Regulation.

The Board of Directors of Media Matrix Worldwide Limited ('the Company') vide their resolution passed on 04th September, 2023 decided to conduct the process of voting through electronic mode to obtain approval of members of the Company in the Annual General Meeting on the following Resolutions as set out in the Notice dated 04th September, 2023:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, Reports of the Board of Directors' and Auditors thereon

MZ & ASSOCIATES, *Company Secretaries*

Peer Review Firm: : P2014DE40000-757/2020-757/2020, Address: Business Centre, AIHP Palms, Plot No. 142,
243, Udyog Vihar, Phase IV, Gurugram, Haryana – 122015, Telephone No: - +91244140022, 4222969,
Website: www.myccompliances.com, Email: associates.mza@gmail.com



MZA

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and Auditors' Report thereon.
3. To re-appoint Shri Sunil Batra (DIN: 02188254), Director who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Shri Aasheesh Verma as an Independent Director of the Company.
5. To approve the material related party transactions of its subsidiary Company i.e. NexG Devices Private Limited with its related parties.

The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of remote e-voting and e-voting during the AGM to the shareholders of the Company. The Company had also uploaded the Notice of AGM on its website, NSDL and BSE Limited ("BSE") to facilitate their shareholders to cast their votes through remote e-voting and e-voting during the AGM. The Remote e-Voting facility was kept open from Tuesday, September 26th, 2023 (09:00 A.M.) to Thursday, September 28th, 2023 (05:00 P.M.)

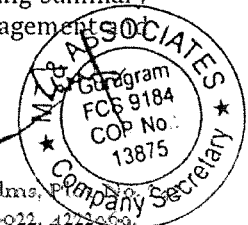
The management of the Company is responsible to ensure the compliance with the provisions of the Act, and applicable Rules relating to voting through electronic means on the Resolutions contained in the notice. Our responsibility as a Scrutinizer for the remote e-Voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and provide a Scrutinizers Report of the Votes cast "in favor" or "against" the resolution mentioned in such Notice, based on the reports generated from the remote e-Voting system provided by the National Securities Depository Limited ("NSDL"), the authorised agency to provide e-Voting facilities, engaged by the Company.

In this regard, we hereby submit our report as under:

1. The Company has provided facility of casting vote to the members of the Company through NSDL platform at its designated website.
2. The Notice was sent through email to 17,160 Shareholders as on the 1st September, 2023, whose email id was made available by the two depositories/RTA.
3. The Company had followed the process for remote e-Voting as prescribed in the provisions of the Act and applicable rules.
4. As per applicable rules, The Company also published advertisement in Hindustan Times (English Newspaper) having nationwide circulation and Pudhari (Marathi Newspaper) in the edition of Tuesday, September 07, 2023
5. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
6. The remote e-Voting was open from Tuesday 26th September, 2023 (9.00 A.M. IST) and ended on Thursday 28th September, 2023 (5.00 P.M. IST).
7. After conclusion of process of e-Voting during AGM, results were unblocked by us at around 11:47 A.M. on 29th September, 2023 on the NSDL e-voting platform and the voting summary statement was downloaded pursuant to Rule 20(4)(xii) of the Companies (Management

MZ & ASSOCIATES, *Company Secretaries*

Peer Review Firm: : P2014DE40000-757/2020-757/2020, Address: Business Centre, AIHP Palms, Plot No. 10, Sector 14, Udyog Vihar, Phase IV, Gurugram, Haryana - 122015, Telephone No: - +91244140022, 4223969.
Website: www.mycompliances.com, Email: associates.mza@gmail.com



Administration) Amendment Rules, 2015 in presence of two witnesses as given at the end of Scrutinizer Report.

8. The particulars of all the electronic votes cast by the members through remote e-Voting process have been recorded in a register separately maintained for the purpose.

Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means for the resolutions stated in the Notice dated 4th September, 2023.

Responsibility as a Scrutinizer

Our responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Notice of 38th Annual General Meeting dated 29th September, 2023 based on the reports generated from the e-voting system provide by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company for providing e-voting facility.

The result of e-Voting is as under:

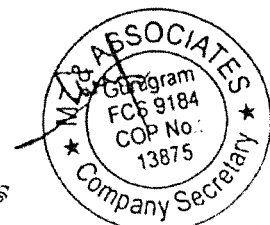
Agenda Item No. 1

Ordinary Resolution To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, Reports of the Board of Directors' and Auditors thereon:

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-Voting and e-Voting during the AGM)	71	79,08,71,443	--
Less: Invalid Votes	0	0	0
Total number of valid votes	71	79,08,71,443	100
Total Number of Votes against the resolution	05	08	0.000001
Total Number of Votes in favour of Resolution	66	79,08,71,435	99.999999

Therefore, the Resolution No. 1 has been approved with requisite majority.

MZ& ASSOCIATES, Company Secretaries



Agenda Item No. 2

Ordinary Resolution To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and Auditors' Report thereon:

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-Voting and e-Voting during the AGM)	71	79,08,71,443	--
Less: Invalid Votes	0	0	0
Total number of valid votes	71	79,08,71,443	100
Total Number of Votes against the resolution	05	08	0.000001
Total Number of Votes in favour of Resolution	66	79,08,71,435	99.999999

Therefore, the Resolution No. 2 has been approved with requisite majority.

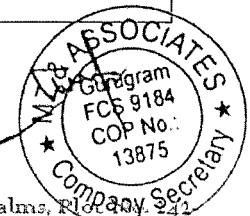
Agenda Item No. 3

Ordinary Resolution for re-appointment of Shri Sunil Batra (DIN: 02188254), Director who retires by rotation and being eligible offers himself for re-appointment:

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re. 1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-Voting and e-Voting at the AGM)	71	79,08,71,443	--
Less: Invalid Votes	0	0	0
Total number of valid votes	71	79,08,71,443	100
Total Number of Votes against the resolution	06	508	0.000006
Total Number of Votes in favour of Resolution	65	79,08,70,935	99.999994

Therefore, the Resolution No. 3 has been approved with requisite majority.

MZ& ASSOCIATES, Company Secretaries



Special Business - Agenda Item No. 4

Special Resolution for re-appointment of Shri Aasheesh Verma as an Independent Director of the Company:

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-Voting and e-Voting at the AGM)	71	79,08,71,443	--
Less: Invalid Votes	0	0	0
Total number of valid votes	71	79,08,71,443	100
Total Number of Votes against the resolution	06	508	0.00006
Total Number of Votes in favour of Resolution	65	79,08,70,935	99.99994

Therefore, the Resolution No. 4 has been approved with requisite majority.

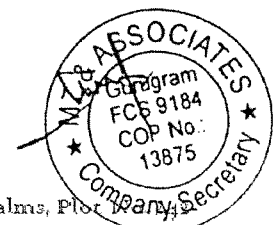
Special Business - Agenda Item No. 5

Ordinary Resolution for approval of material related party transactions of its subsidiary Company i.e. nexG Devices Private Limited with its related parties:-

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-Voting and e-Voting at the AGM)	69	10,54,37,691	--
Less: Invalid Votes	0	0	0
Total number of valid votes	69	10,54,37,691	100.00
Total Number of Votes against the resolution	05	08	0.00001
Total Number of Votes in favour of Resolution	64	10,54,37,683	99.99999

Therefore, the Resolution No. 5 has been approved with requisite majority.

MZ & ASSOCIATES, Company Secretaries



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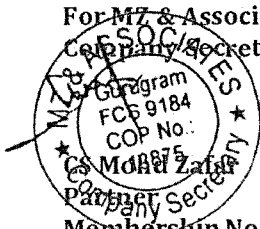
All Five (5) resolutions stand passed under remote e-Voting and e- Voting at the AGM with the requisite majority and, hence, deemed to be passed as on the date of the AGM.

You may kindly declare the results accordingly.

Thanking you

Yours faithfully,

For MZ & Associates
Company Secretaries

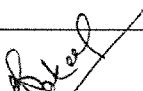
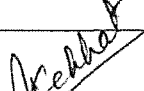


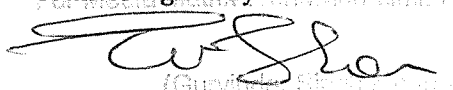
Membership No.: FCS 9184
CP No.: 13875
UDIN: F009184E001148212

Place: Gurugram

Date: 30th September, 2023

We the undersigned witness that the votes were unblocked from the e-Voting website of National Securities Depository Limited ("NSDL")-<https://www.evoting.nsdl.com/in> our presence at 11:47 A.M. (IST) on 29th September, 2023 at the office of the Scrutinizer.

Signature: 	Signature: 
Mr. Athar Shakeel Address: 303, Grand Orchid, Lucknow	Mr. Akchhat Shivastava Address: Aliganj, Sector N, Lucknow

Counter signed by 

(Gurvinder Singh Monga)
Gurvinder Singh Monga
Company Secretary

MZ & ASSOCIATES, *Company Secretaries*

Peer Review Firm: : P2014DE40000-757/2020-757/2020, Address: Business Centre, AIHP Palms, Plot No. 242-243, Udyog Vihar, Phase IV, Gurugram, Haryana – 122015, Telephone No: - +91244140022, 4222969, Website: www.mycompliances.com, Email: associates.mza@gmail.com

BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	: 3009202307435444	Date & Time	: 30/09/2023 07:43:54 PM
Scrip Code	: 512267		
Entity Name	: MEDIA MATRIX WORLDWIDE LIMITED		
Compliance Type	: Regulation 44 -Voting Results		
Quarter / Period	: 29/09/2023		
Mode	: XBRL E-Filing		

General information about company	
Scrip code	512267
NSE Symbol	MMWL
MSEI Symbol	Not Applicable
ISIN	INE200D01020
Name of the company	MEDIA MATRIX WORLDWIDE LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-09-2023
Start time of the meeting	11:00 AM
End time of the meeting	11:18 AM

Scrutinizer Details	
Name of the Scrutinizer	MOHD ZAFAR
Firms Name	MZ & ASSOCIATES
Qualification	CS
Membership Number	9184
Date of Board Meeting in which appointed	04-09-2023
Date of Issuance of Report to the company	30-09-2023

Voting results	
Record date	22-09-2023
Total number of shareholders on record date	17915
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	49
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, Reports of the Board of Directors' and Auditors Report				
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	685433752	99.6618	685433752	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		687759918	685433752	99.6618	685433752	0	100
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	444982301	105437691	23.6948	105437683	8	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		444982301	105437691	23.6948	105437683	8	100
Total		1132742219	790871443	69.8192	790871435	8	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and Auditors' Report thereon				
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	685433752	99.6618	685433752	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		687759918	685433752	99.6618	685433752	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	444982301	105437691	23.6948	105437683	8	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		444982301	105437691	23.6948	105437683	8	100
Total		1132742219	790871443	69.8192	790871435	8	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				For re-appointment of Shri Sunil Batra (DIN: 02188254), Director who retires by rotation and being eligible offers himself for re-appointment				
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	685433752	99.6618	685433752	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		687759918	685433752	99.6618	685433752	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	444982301	105437691	23.6948	105437183	508	99.9995	0.0005
	Poll							
	Postal Ballot (if applicable)							
	Total		444982301	105437691	23.6948	105437183	508	99.9995
Total		1132742219	790871443	69.8192	790870935	508	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				For re-appointment of Shri Aasheesh Verma as an Independent Director of the Company				
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	685433752	99.6618	685433752	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		687759918	685433752	99.6618	685433752	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	444982301	105437691	23.6948	105437183	508	99.9995	0.0005
	Poll							
	Postal Ballot (if applicable)							
	Total		444982301	105437691	23.6948	105437183	508	99.9995
Total		1132742219	790871443	69.8192	790870935	508	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				For approval of material related party transactions of its subsidiary Company i.e. nexG Devices Private Limited with its related parties				
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							
	Postal Ballot (if applicable)							
	Total		687759918	0	0	0	0	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	444982301	105437691	23.6948	105437683	8	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		444982301	105437691	23.6948	105437683	8	100
Total		1132742219	105437691	9.3082	105437683	8	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Promoters of the Company are intrested in this resolution. As per Regulation 23(4) of SEBI LODR Regulation 2015, no promoter is entitled to vote in theaforesaid resolution. Hence, no promoter has voted for the said resolution.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	