

MMWL/SEC/17-18/

August 28, 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 21st July, 2017 submitted along with copy of Notice of Postal Ballot dated 17th July, 2017 ("Notice") seeking approval of the Members for passing of the following Resolution:

1. Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for approval for sale of Investment* held in DigiCall Teleservices Private Limited, a wholly owned subsidiary of the Company.

As per the aforesaid Notice, the last date for remote E-voting and receipt of postal ballot forms was 26th August, 2017 by 05:00 P.M.

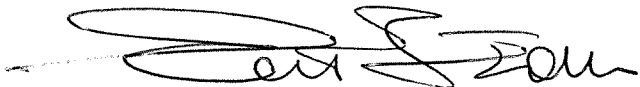
M/s. MZ & Associates, a firm of Company Secretaries appointed as Scrutinizer by the Board of Directors of the Company to scrutinize the postal ballot process in relation to the aforesaid matter, has submitted the Scrutinizer Report on 28th August, 2017.

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

We request you to take the above on your records.

Thanking you,

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



(Gurvinder Singh Monga)
Company Secretary

Encl: as above

Annexure 'A'

MZA

28th August, 2017

The Chairman/ Board of Directors
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 July 17th, 2017 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 Resolution as set out in the Postal Ballot Notice dated July 17th, 2017 for obtaining the approval of members of the Company in respect of the following resolution:-

Reference to the Companies Act, 2013	Type and Description of the resolution
Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013	<p>Special Resolution</p> <p>Approval for sale of investment held in DigiCall Teleservices Private Limited, a Wholly Owned Subsidiary of the Company</p> <p>"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder, Regulation 24 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other applicable statutory provisions, if any, as amended from time to time, and subject to the necessary approvals, consents, permissions and sanctions required, from any institution or statutory authority, and subject to such conditions or modifications as may be imposed by any of them while granting any such approvals, consents, permissions and sanctions, which may be agreed to, in its sole discretion, by the Board of Directors of the Company ("Board") approval of members of the Company be and is hereby accorded to the Board (which expression shall include a committee of directors duly authorised by the Board in this behalf), to sell its entire stake in DigiCall Teleservices Private Limited ("DTPL"), a wholly owned subsidiary of the Company, aggregating to 5,45,00,000 equity shares of Rs.10/- each of DTPL, held whether directly or indirectly through its wholly owned subsidiary, in one or more tranches to one or more investors for an aggregate consideration which shall not be less than the fair value of the equity shares of DTPL proposed to be sold and on such other terms and conditions as may be agreed by the Board as it may deem fit and</p>



MZ & ASSOCIATES, Company Secretaries

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	<p>appropriate in the interest of the Company.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate with prospective Investors, finalise the terms and conditions of divestment and the transaction documents, including the consideration therefor and do all such acts, deeds, matters and things and to execute all such documents or writings as are necessary or expedient in the matter on behalf of the Company and to settle all questions, difficulties and doubts that may arise for giving effect to the above resolution.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the power(s) conferred on it by or under this Resolution to any Committee of directors or to any director(s) or any other officer(s) or authorized signatory (ies) of the Company as it may consider appropriate and necessary in connection with any matter relating to this resolution."</p>
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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.

MZ & Associates, Firm of Company Secretaries was appointed as a Scrutinizer by 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 **for sale of investment held in DigiCall Teleservices Private Limited, a Wholly Owned Subsidiary of the Company**

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 Resolution contained in the notice of Postal Ballot. Our 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 July 17th, 2017 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 July 25th, 2017 by Registered Post/ Registered Airmail/E-mails.

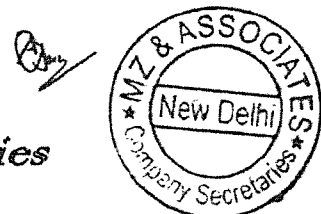
The members of the Company holding the shares as on July 18th, 2017 ("cut-off date") were entitled to vote on the Special Resolution proposed as set out in the Postal Ballot Notice.

In this regards, We submit our 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.

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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 Saturday, 26th August, 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 our safe custody.
5. The remote e-Voting period remained open from Friday, 28th July, 2017 at 09:00 A.M. and ends on Saturday, 26th August, 2017 at 05:00 PM.
6. At the end of e-Voting period, we 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. We 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. We did not find any defaced or mutilated ballot paper.
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:
 - (a) Special Resolution: **Approval for sale of investment held in DigiCall Teleservices Private Limited, a Wholly Owned Subsidiary 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	23	698346791	100
2	Less: Invalid Votes cast	0	0	-
3	Total Valid Votes Cast	23	698346791	100
4	Valid Votes "In favour" of the resolution	22	698346691	99.99999
5	Valid Votes "against" the resolution	1	100	0.00001

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(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	2326866	0.33320
Voting through Electronic means(Remote E-voting)	19	696019825	99.66680
Total	22	698346691	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)	1	100	0.00001
Total	1	100	0.00001

(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	-	-

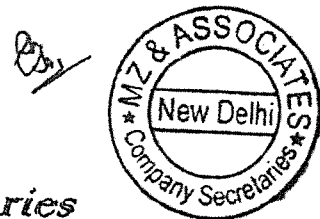
RECOMMENDATION: The Resolution should be considered passed as a Special Resolution having secured the requisite majority of votes. You may accordingly declare the Result of the voting by Postal Ballot including Remote e-Voting.

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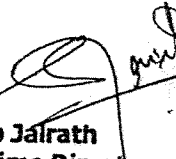
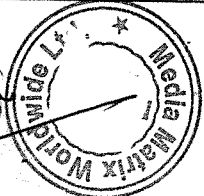
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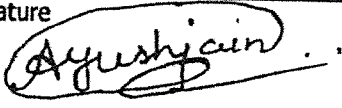
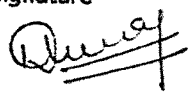
13. The Postal Ballot forms and all other relevant registers, records were handed over to the Company Secretary authorised by the Board for the safe keeping of the records.

Thanking you

Yours faithfully,

<p>For MZ & Associates Scrutinizer</p>   <p>CS Anurag Jain Partner Membership No. FCS 6001 CP No. 5750</p>	<p>Countersigned by</p>   <p>Sandeep Jalrath Whole Time Director</p>
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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 after 05:00 P.M. on 26th August, 2017 at the office of the Scrutiniser

<p>Signature</p> 	<p>Signature</p> 
<p>Mr. Ayush Jain Address: 3/31, West Patel Nagar, New Delhi 110008</p>	<p>Mr. Dheeraj Madaan Address: Bahadurgarh, Haryana</p>

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