

MMWL/SEC/19-20/

1st October, 2019

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 34th 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 34th Annual General Meeting held on Monday, 30th September, 2019 at 09:30 a.m. and Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies(Management and Administration) Rules, 2014.

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 & POLL
FOR MEDIA MATRIX WORLDWIDE LIMITED
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules
2014 as amended by Companies (Management and Administration) Amendment Rules, 2015**

To,

The Chairman of the meeting
34th Annual General Meeting
Media Matrix Worldwide Limited
CIN: L32100MH1985PLC036518
Office No.514, B Wing, 215 Atrium
Andheri-Kurla Road, Chakala
Andheri (E), Mumbai-400059

Subject : Passing of Resolution(s) through electronic voting and poll conducted at the 34th Annual General Meeting of Media Matrix Worldwide Limited held on September 30th, 2019 at 09:30 a.m. at Flat No. 155, 15th Floor, Mittal Court, A Wing, Nariman Point, Mumbai 400021

Dear Sir,

1. MZ & Associates, Firm of Company Secretaries were 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 as amended by Companies (Management and Administration) Amendment Rules, 2015 and on poll under the provisions of Section 109 of the Companies 2013 Act read with Rule 21 of Companies (Management and Administration) Rules 2014 on the resolutions contained in the notice dated 29th August, 2019 for the 34th Annual General Meeting (AGM) of the Members of the Company held on September 30th, 2019 at 09:30 a.m. Flat No 155, 15th 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 dated **29th August, 2019** for the 34th Annual General Meeting (AGM) of the members of the Company. Our 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 Limited ("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.

MZ & ASSOCIATES, Company Secretaries

Address: 3/31, 11nd Floor, West Patel Nagar, New Delhi 110008
Telephone No: - +91 11 4341 1103-04 Website: www.myz.com/places.html, Email: associates@myz.com

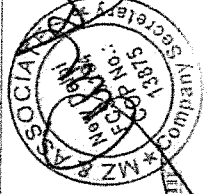


3. The cutoff date for the purpose of identifying the shareholders who will be entitled to vote on the resolution passed for the approval of shareholders was September 23rd, 2019.
4. As prescribed in the Rules, remote e-voting facility was kept open for three days from 27th September, 2019 (9:00 am) till 29th September, 2019 5:00 pm).
5. As on cut off date i.e. 23rd September, 2019 there were 2905 shareholders of the Company.
6. At the end of remote e-voting period on September 29th 2019, at 05:00 PM, voting portal of service provider was blocked.
7. 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 Authorizations lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in Poll at AGM
8. On September 30th, 2019 after counting the vote cast at the meeting, the vote cast through remote e-voting were unblocked by us in the presence of Mr. Nitin Patil and Mr. Bajiroo Ardalkar who acted as witness.
9. As requested by management, we submit herewith my combined report on the results of remote e-voting together with that of poll at the AGM as under:-

Mr. Nitin Patil

Mr. Bajiroo Ardalkar

Sl No.	SUBJECT MATTER OF THE RESOLUTION	RESOLU-TION RE-QUIRE-MENT		BALLOT PAPER (POLL)		E-VOTING		GRAND TOTAL		RESULT		
		FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	%	%			
1	To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 and report of the auditor's report thereon	Ordinary	Nil	73,51,51,144	Nil	5,25,23,953	Nil	78,76,75,097	Nil	100	Nil	Passed Unanimously
2.	Re-appointment of Shri Sunil Batra, (DIN: 02188254), Director who retires by rotation and being eligible offers himself for re-appointment	Ordinary	Nil	73,51,51,144	Nil	5,25,23,953	Nil	78,76,75,097	100	Nil	Nil	Passed Unanimously



MIZA & ASSOCIATES, Company Secretaries

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MZA

3	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants(Firm Registration No. 105049W), as Auditor and to fix their remuneration	Ordinary	73,51,51,144	Nil	5,25,23,953	Nil	78,76,75,097	100	Nil	Nil	Passed Unanimously
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We, hereby confirm that, we are 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. We have handed over all the relevant records to the Company Secretary of the Company, who is authorised for safe keeping.

Thanking you,
Yours faithfully,

Place: Mumbai

Date: 30th September, 2019

Witness-1

Mr. Nitin Patil

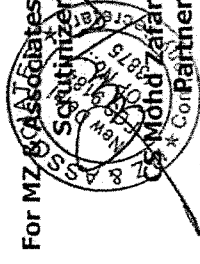
Address: New Nityanan CHS, Flat No 101, A Wing,
Plot No 28, Sector 3, New Pavai East 410206

Witness -2

Mr. Bajiroa Ardalkar

Address: 1/203, Panchagandha Building, NM Joshi Marg,
Lower Parel East, Mumbai-400013

Counter Signed by Shri Gurvinder Singh Monga, Company Secretary Authorised by the Chairman of the Meeting



Membership No. FCS 9184
CP No. 13875


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FORMAT FOR VOTING RESULTS

Record Date	23 rd September, 2019
Total number of shareholder as on record date	2908
No of Shareholders present in the meeting either in person or through proxy:	
Promoter & Promoter Group	2
Public	13
No of Shareholders attended the meeting through Video Conferencing	
Promoter & Promoter Group	NA
Public	NA
No. of resolution passed in the meeting	3

For Media Matrix Worldwide Limited

 (Gurinder Singh Mongra)
 Company Secretary

Agenda –wise disclosure (to be disclosed separately for each agenda item)

Resolution No 1	Ordinary Resolution	To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 and report of the auditor's report thereon									
Whether promoter/promoter group are interested in the agenda/resolution		NA									
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter group	E-voting	1	2	0	4	5	0	0			
	Poll		685433752	99.6618	685433752	0	100	0			
	Postal Ballot	687759918	0	0	0	0	0	0			
	Total	687759918	685433752	99.6618	685433752	0	100	0			
Public Institutions	E-voting	0	0	0	0	0	0	0			
	Poll	0	0	0	0	0	0	0			
	Postal Ballot	0	0	0	0	0	0	0			
	Total	0	0	0	0	0	0	0			
Public Non-Institutions	E-voting		52523953	11.8036	52523953	0	100	0			
	Poll		49717392	11.1729	49717392	0	100	0			
	Postal Ballot	444982301	0	0	0	0	0	0			
	Total	444982301	102241345	22.9765	102241345	0	100	0			
Total		1132742219	787675097	69.5370	787675097	0	100	0			

For Media Matrix Worldwide Limited

 (Gurminder Singh Monga)
 Company Secretary

Resolution No 2	Ordinary Resolution	Re-appointment of Shri Sunil Batra, (DIN: 02188254), Director who retires by rotation and being eligible offers himself for re-appointment						
Whether promoter/promoter group are interested in the agenda/resolution	NA							
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour	No. of Votes - Against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	1	2	0	4	5	0	0
	Poll		685433752	99.6618	685433752	0	100	0
	Postal Ballot	687759918	0	0	0	0	0	0
	Total	687759918	685433752	99.6618	685433752	0	100	
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		52523953	11.8036	52523953	0	100	0
	Poll		49717392	11.1729	49717392	0	100	0
	Postal Ballot	44982301	0	0	0	0	0	0
	Total	44982301	102241345	22.9765	102241345	0	100	0
Total		1132742219	787675097	69.5370	787675097	0	100	0

For Media Matrix Worldwide Limited

(Gurvinder Singh Monga)
Company Secretary

Resolution No 3	Ordinary Resolution	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants(Firm Registration No. 105049W), as Auditor and to fix their remuneration						
Whether promoter/promoter group are interested in the agenda/resolution		NA						
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour	No. of Votes Against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	1	2	0	0	0	0	0
	Poll			685433752	99.6618	685433752	100	0
	Postal Ballot	687759918	0	0	0	0	0	0
	Total	687759918	685433752	99.6618	685433752	0	100	
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-voting		52523953	11.8036	52523953	0	100	0
	Poll		49717392	11.1729	49717392	0	100	0
	Postal Ballot	444982301	0	0	0	0	0	0
	Total	444982301	102241345	22.9765	102241345	0	100	0
Total		1132742219	787675097	69.5370	787675097	0	100	0

For Media Matrix Worldwide Limited

(Gurinder Singh Monga)