

MMWL/SEC/20-21/

1st October, 2020

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 35th 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 35th Annual General Meeting held on Wednesday, 30th September, 2020 at 11:00 A.M. and Consolidated Scrutinizer's Report on Remote e-Voting and e-Voting conducted at 35th 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 & INSTAPOLL i.e. E-VOTING
AT ANNUAL GENERAL MEETING DURING 35TH ANNUAL GENERAL MEETING 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)**

To,

The Chairman of the meeting
35th 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 remote e-voting and Instapoll i.e. e-voting at AGM electronically by the members during the 35th Annual General Meeting (AGM) of Matrix Worldwide Limited ("the Company") held on Wednesday, the 30th September, 2020 at 11:00 A. M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM")

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 process of voting through electronic means ("e-voting") i.e. remote e-voting and Instapoll i.e. e-voting at AGM by members during the Annual General Meeting on the resolutions contained in the Notice dated September 05, 2020 for 35th Annual General Meeting of the Members of the Company, held on Wednesday, the September 30th, 2020 at 11:00 A.M. (IST) through VC/OAVM, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended by the General Circular No. 20/2020 dated May 5, 2020, read with circular dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the circular dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (the "Applicable Circulars") providing relaxation for the manner in which the AGM shall be held and conducted. The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders (in physical form) and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) pandemic.
2. The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of remote e-voting and Instapoll i.e. e-voting during the AGM to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on all the six (6) items mentioned in the Notice dated September 05, 2020. The Company had also uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their

MZ & ASSOCIATES, *Company Secretaries*

Peer Review Firm: 757/2020, Address: 3/31/ West Patel Nagar, New Delhi 110008

Telephone No: - +91 11 4341 1103-04, Website: www.mycompliances.com

Email: associates.mza@gmail.com



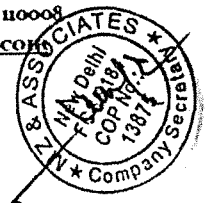
- votes through remote e-voting and Instapoll. The Remote e-Voting facility was kept open from Sunday, September 27th, 2020 (09:00 A.M.) to Tuesday, September, 29th, 2020 (05:00 P.M.).
3. The cut-off date for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was September 23rd, 2020.
 4. As on the cut-off date there were 3029 Shareholders of the Company. The Notice was sent through email to 2301 Shareholders whose email id was made available by the two depositories/RTA/depository participants.
 5. Pursuant to the Applicable Circulars, the Notice sent through email contained the detailed procedure to be followed by the shareholders to cast their votes electronically.
 6. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on Wednesday, the September 09th, 2020 in The Hindustan Times (English Newspaper), and The Pudhari, (Marathi Newspaper). The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h).
 7. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
 8. At the 35th Annual General Meeting of the Company held through VC/OAVM, on Wednesday, September 30th, 2020 at 11:00 a.m. onwards, after considering all the items of business, the facility to vote electronically i.e. through Instapoll was provided to facilitate those members who were attending the meeting through VC/ OAVM but could not participate in the remote e-voting to record their votes.
 9. Thereafter, the remote e-voting and e-voting by the members at the AGM, results were unblocked by us at around 11:50 P.M. on September 30th, 2020 in the presence of two witnesses on the National Securities Depository Limited (NSDL) e-voting platform and the voting summary statement was downloaded pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015. After unblocking the total votes cast both through remote e-voting and Instapoll, were consolidated and the final Scrutinizer's Report was prepared

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 September 05, 2020.

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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 35th Annual General Meeting dated September 05, 2020 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.

As a Scrutinizer, the report of the e-voting carried by the shareholders was duly compiled.

The result of e-voting is as under :-

Agenda Item No. 1

Ordinary Resolution for adoption of Audited Financial Statements for the financial year ended on 31st March, 2020, 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 Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting) and at the AGM through electronically (Instapoll)	45	70,02,82,762	100
Total Number of Votes against the resolution	2	3	0.0000004
Total Number of Votes in favour of Resolution	43	70,02,82,759	99.9999996

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

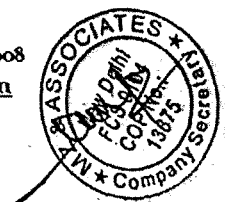
Agenda Item No. 2

Ordinary Resolution for adoption of Consolidated Audited Financial Statements for the financial year ended March 31, 2020 and Auditors' Report thereon.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting) and at the AGM through electronically (Instapoll)	45	70,02,82,762	100

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Total Number of Votes against the resolution	2	3	0.000004
Total Number of Votes in favour of Resolution	43	70,02,82,759	99.9999996

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

Agenda Item No. 3

Ordinary Resolution: To appoint a Director in place of Smt. Bela Banerjee (DIN: 07047271), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment:-

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting) and at the AGM through electronically (Instapoll)	45	70,02,82,762	100
Total Number of Votes against the resolution	3	1,003	0.0001432
Total Number of Votes in favour of Resolution	42	70,02,81,759	99.9998568

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

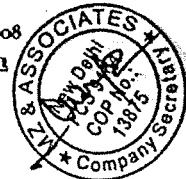
Agenda Item No. 4

Ordinary Resolution for appointment of Statutory Auditor Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), as Statutory Auditors and to fix their remuneration:-

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting) and at the AGM through electronically (Instapoll)	44	70,02,81,062	100
Total Number of Votes against the resolution	3	1,003	0.0001432
Total Number of Votes in favour of Resolution	41	70,02,80,059	99.9998568

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

Special Business - Agenda Item No. 5

Ordinary Resolution: To appoint Smt. Mansi Gupta (DIN: 07383271) as an Independent Director of the Company

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting) and at the AGM through electronically (Instapoll)	45	70,02,82,762	100
Total Number of Votes against the resolution	3	1,003	0.0001432
Total Number of Votes in favour of Resolution	42	70,02,81,759	99.9998568

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

Special Business - Agenda Item No. 6

Ordinary Resolution : To re-appoint Shri Sandeep Jairath (DIN 05300460) as Whole-time Director cum Chief Financial Officer of the Company

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting) and at the AGM through electronically (Instapoll)	45	70,02,82,762	100
Total Number of Votes against the resolution	3	1,003	0.0001432
Total Number of Votes in favour of Resolution	42	70,02,81,759	99.9998568

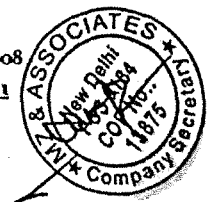
Therefore, the Resolution No. 6 has been approved with requisite majority.

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MZA

All the six (06) resolutions stand passed under remote e-voting and Instapoll with the requisite majority and, hence, deemed to be passed as on the date of the AGM, i.e. on September 30 , 2020.

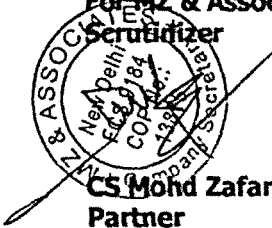
We hereby confirm that we have maintaining the soft copy of the registers received from the service provider in respect of the votes cast through remote e- voting and Instapoll by way of electronic means by the members of the Company.

All other relevant records relating to remote e-voting and Instapoll shall remain in the safe custody of the Scrutinizer and will be hand over to the Company until the Chairman considers, approves and signs the Minutes of the 35th AGM. You may kindly declare the results accordingly.

Thanking you,

Yours faithfully,

For MZ & Associates
Scrutinizer



CS Mohd Zafar

Partner

Membership No. FCS 9184

CP No. 13875

UDIN: F009184B000838705

Place: Lucknow

Date: 1st October, 2020

Counter Signed by Shri Gurvinder Singh Monga, Company Secretary Authorised by the Chairman of the Meeting of Media Matrix Worldwide Limited


(Gurvinder Singh Monga)
Company Secretary

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General information about company	
Scrip code	512267
NSE Symbol	Not Listed
MSEI Symbol	Not Listed
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)	30-09-2020
Start time of the meeting	11:00 AM
End time of the meeting	11:30 AM

Scrutinizer Details	
Name of the Scrutinizer	CS Mohd Zafar
Firms Name	MZ & Associates
Qualification	CS
Membership Number	FCS 9184
Date of Board Meeting in which appointed	05-09-2020
Date of Issuance of Report to the company	01-10-2020

Voting results	
Record date	23-09-2020
Total number of shareholders on record date	3029
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	3
b) Public	21
No. of resolution passed in the meeting	6
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				Adoption of Audited Financial Statements for the financial year ended on 31st March, 2020, Reports of the Board of Directors and auditors' 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	687759918	100	687759918	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		687759918	687759918	100	687759918	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	444982301	12522844	2.8142	12522841	3	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		444982301	12522844	2.8142	12522841	3	100
Total		1132742219	700282762	61.8219	700282759	3	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				Adoption of Consolidated Audited Financial Statements for the financial year ended March 31, 2020				
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	687759918	100	687759918	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		687759918	687759918	100	687759918	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	444982301	12522844	2.8142	12522841	3	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		444982301	12522844	2.8142	12522841	3	100
Total		1132742219	700282762	61.8219	700282759	3	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				To appoint a Director in place of Smt. Bela Banerjee (DIN: 07047271), who retires by rotation at this Annual General Meeting and being eligible offers herself 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	687759918	100	687759918	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		687759918	687759918	100	687759918	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	444982301	12522844	2.8142	12521841	1003	99.992	0.008
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		444982301	12522844	2.8142	12521841	1003	99.992
Total		1132742219	700282762	61.8219	700281759	1003	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)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Statutory Auditor Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), as Statutory Auditors and to fix their remuneration				
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	687759918	100	687759918	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		687759918	687759918	100	687759918	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	444982301	12521144	2.8139	12520141	1003	99.992	0.008
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		444982301	12521144	2.8139	12520141	1003	99.992
Total		1132742219	700281062	61.8217	700280059	1003	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?				No				
Description of resolution considered				To appoint Smt. Mansi Gupta (DIN: 07383271) 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	687759918	100	687759918	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		687759918	687759918	100	687759918	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	444982301	12522844	2.8142	12521841	1003	99.992	0.008
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		444982301	12522844	2.8142	12521841	1003	99.992
Total		1132742219	700282762	61.8219	700281759	1003	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(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Shri Sandeep Jairath (DIN 05300460) as Whole-time Director cum Chief Financial Officer 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	687759918	100	687759918	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		687759918	687759918	100	687759918	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	444982301	12522844	2.8142	12521841	1003	99.992	0.008
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		444982301	12522844	2.8142	12521841	1003	99.992
Total		1132742219	700282762	61.8219	700281759	1003	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	