

October 26th, 2014

To
R. Shadananan
Manager (Listing)
Madhya Pradesh Stock Exchange Limited
201, Palika Plaza, Phase II, M.T.H
Compound, Indore-452001

Dear Sir,

Re: Annual General Meeting Minutes

We are enclosing herewith the copy of the Minutes of the Annual General Meeting of the Company held on 27th September, 2014 at Flat No 155, 15th Floor, Mittal Court A Wing, Nariman Point, Mumbai- 400021.

This is for your information please.

Thanking You,

Yours faithfully,

For **Media Matrix Worldwide Limited**

Sd/-

Bharat Bhushan Chugh
Whole Time Director

Encl: as above

MEDIA MATRIX WORLDWIDE LIMITED

MINUTES OF THE 29th ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON SATURDAY, THE 27TH DAY OF SEPTEMBER, 2014 AT 09:30 AM AT FLAT NO 155, 15TH FLOOR, MITTAL COURT A WING, NARIMAN POINT, MUMBAI 400021

DIRECTORS PRESENT:

1. Mr. Bharat Bhushan Chugh
2. Mr. Chhattar Kumar Goushal

INVITEES PRESENT

Mr. Mukesh Siroya, Practicing Company Secretary who was appointed as Scrutinizer for the purpose of e-Voting.

MEMBERS PRESENT

12 Members in persons, 4 Corporate Members through authorized representatives and 2 Members through duly appointed proxies holding 288317, 703391930 and 30731 Equity Shares respectively.

It was informed to the Members present at the Meeting that substantial provisions of the Companies Act, 2013 had been made effective from 1st April, 2014 and that the proceedings of this Annual General Meeting were being carried out as per the requirement of the new Act.

CHAIRMAN OF THE MEETING

Mr. Chhattar Kumar Goushal, Chairman of the Company chaired the meeting.

1. PROCEEDINGS

At the instruction of the Chairman, the Company Secretary made the announcement regarding proxies and authorizations received and recorded in the Proxy Register.

The Members were informed that the following documents and Registers of the Company were placed on the table and were available for inspection by any member of the Company:

1. Audited (stand alone as well as consolidated) Accounts with the Auditors' Report thereon for the financial year ended 31st March, 2014;
2. Directors' Report for the financial year ended 31st March, 2014;
3. Proxy Register;
4. Register of Directors and Key Managerial Personnel and their shareholding ;
5. Register of Contracts or arrangements in which Directors and Key Managerial Personnel are interested; and
6. Letter of Appointment of Independent Director

Since the requisite quorum was present, the Chairman called the meeting to order.

2. ANNUAL GENERAL MEETING NOTICE AND DIRECTORS' REPORT

With the consent of the members, the Notice dated 11th August, 2014, convening the 29th Annual General Meeting and Directors' Report for the year ended 31st March, 2014 as circulated to the shareholders, were taken as read.

3. AUDITORS' REPORT

At the instruction of the Chairman, the Company Secretary read the Auditors' Report on the Accounts for the year ended 31st March, 2014.

4. CHAIRMAN'S SPEECH

Printed Copies of the Chairman's Statement were distributed among the members at the beginning of the Meeting.

The Chairman briefly addressed the gathering.

After the Chairman's Speech, Company Secretary informed the Members that in compliance of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the e-Voting facility was provided to the members of the Company in connection with all the resolutions as proposed in the Notice of the Annual General Meeting. The e-Voting period remained open from Sunday, 21st September, 2014 (09:00 a.m.) to Wednesday 24th September, 2014 (09:00 a.m.) Mr. Mukesh Siroya, Practicing Company Secretary was appointed as Independent Scrutinizer for conducting the entire e-voting process in a fair and transparent manner and he submitted his Report to that effect to the Chairman at the AGM.

The Company Secretary informed to the Members that pursuant to provisions of Section 109 of the Companies Act, 2013 all the resolutions as proposed in the Notice of this AGM shall be passed through Poll and hence a Scrutinizer needs to be appointed. Thereafter the Chairman appointed Mr. Mukesh Siroya, Practicing Company Secretary as the Scrutinizer to conduct the poll process in a fair and orderly manner. The Company Secretary informed the members that the facility to cast vote physically through polling papers shall be provided to the members, present in the meeting but not voted earlier in e-voting. The process of polling was explained and polling papers were distributed. The members were requested to cast their vote not later than 30 minutes from the conclusion of the Meeting.

The Chairman invited the members to raise their queries, clarifications or suggestions, if any, across all the resolutions. Some of the Members participated in the discussions and raised points which were duly explained by the Chairman.

The Company Secretary thanked to the members present in the meeting for their participation and requested them to proceed with the vote. The Company Secretary also announced that the result of the e-Voting and the Poll shall be posted on the website of the Company and shall also be forwarded to stock exchanges where the Company's shares are listed and National Securities Depository Limited (NSDL) which provided the e-voting platform.

The Chairman announced that the Scrutinizers' Report both on e-voting and Poll shall be treated as a part of the concluding proceedings of this AGM only and the results on the resolutions in terms of the Scrutinizers' Report shall be construed as the passing the respective resolutions accordingly in this AGM itself.

The meeting concluded with a vote of thanks to the Chair.

Thereafter the Mr. Mukesh Siroya conducted the poll process.

The following eight resolutions as mentioned in the AGM Notice dated 11th August, 2014 which were approved in terms of the Scrutinizers' Report dated 27th September, 2014 in respect of result of the e-Voting and Poll as submitted by Mr. Mukesh Siroya, Practicing Company Secretary and the Scrutinizer appointed for the said purpose are hereby construed to be passed in this Annual General Meeting in the manner as given below:

Ordinary Business:

Resolution No.1

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2014:

"RESOLVED THAT the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Auditors' Report and Directors' Report thereon as circulated to the Members and laid before the meeting be and are hereby considered, approved and adopted."

Total No. of Votes cast	Total No. of votes cast in favor	Total No. of votes cast in against	Result
704260243	704260243 (100%)	Nil	Passed Unanimously

Resolution No.2

Ordinary Resolution to appoint a Director in place of Mr. Bharat Bhushan Chugh, Director (DIN: 00472532) , who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment:

"RESOLVED THAT Mr. Bharat Bhushan Chugh, Director (DIN: 00472532), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company"

Total No. of Votes cast	Total votes cast in favor	Total No. of votes cast in against	Result
704260243	704260243 (100%)	Nil	Passed Unanimously

Resolution No.3

Ordinary Resolution to appoint M/S Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W), as Statutory Auditors of the Company and fixing their remuneration.

"RESOLVED THAT M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W) be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

Total No. of Votes cast	Total No. of votes cast in favor	Total No. of votes cast in against	Result
704260243	703743385 (99.93%)	516858 (0.07%)	Passed with requisite majority

Resolution No.4

Ordinary Resolution to appoint Mr.Chhattar Kumar Goushal (DIN: 01187644) as an Independent Director:

"RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Chhattar Kumar Goushal (DIN: 01187644), who was appointed as a Director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 32nd Annual General Meeting of the Company in the calendar year 2017."

Total No. of Votes cast	Total No. of votes cast in favor	Total No. of votes cast in against	Result
704260243	703743385 (99.93%)	516858 (0.07%)	704260243

Resolution No.5

Ordinary Resolution to appoint Mr. Suresh Bohra (DIN: 00093343) as an Independent Director

"RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Suresh Bohra (DIN: 00093343), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 32nd Annual General Meeting of the Company in the calendar year 2017."

Total No. of Votes cast	Total votes cast in favor	Total votes cast in against	Result
704260243	704260243 (100%)	Nil Nil	Passed Unanimously

Place: Mumbai

**Sd/-
(CHAIRMAN)**