

Media Matrix Worldwide Limited

Regd. Office: Office No.514, B wing, 215 Atrium, Andheri-Kurla Road, Chakala, Andheri (E), Mumbai-400059

Telephone: +91-22-61391700, **Fax:** +91-22-61391700

Email: mmwl.corporate@gmail.com, **Website:** www.mmwlindia.com,

Corporate Identity Number: L32100MH1985PLC036518

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Members of Media Matrix Worldwide Limited will be held on Wednesday, the 30th day of September, 2020 at 11:00 A.M. through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM") Facility to transact the following businesses:

Ordinary Business:

1. **To receive, consider and adopt** the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the reports of the Board of Directors and Auditors thereon; and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the reports of the Board of Directors and Auditors thereon as laid before this meeting be and are hereby considered and adopted.

2. **To receive, consider and adopt** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the reports of the Auditors thereon and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the reports of Auditors thereon as laid before this meeting be and are hereby considered and adopted."

3. 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 and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** Smt. Bela Banerjee, (DIN : 07047271), who retires by rotation and being eligible offers herself for appointment be and is hereby re-appointed as a Director (Non-Executive) liable to retire by rotations, of the Company."

4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), 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 may be fixed by the Board of Directors of the Company."

Special Business

5. To appoint Smt. Mansi Gupta (DIN: 07383271) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 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 Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Mansi Gupta (DIN: 07383271), who was appointed as an Additional Director (Non-Executive) in the category of Independent Director not liable to retire by rotation and whose term 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 her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for one term of 3 (three) consecutive years w.e.f. 27th March, 2020 till 26th March, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To re-appoint Shri Sandeep Jairath (DIN 05300460) as Whole-time Director cum Chief Financial Officer of the Company and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013("Act") read with Schedule V of the Act and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals, permission and sanctions, as may be required and such other approvals as may be necessary, approval of the Company be and is hereby accorded to the re-appointment of Shri Sandeep Jairath (DIN 05300460) as Whole-time Director cum Chief Financial Officer of the Company for a period of 3 years from 25th May, 2020 to 24th May, 2023 on the terms and conditions, including remuneration as set out in the Statement annexed to the Notice convening this meeting, with the authority to the Board of Directors, to alter and vary or alter such terms of appointment and remuneration so as to not exceeding the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Shri Sandeep Jairath.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Sandeep Jairath, Whole Time Director cum Chief Financial Officer, the Company has no profits or its profits are inadequate, the Company may pay the remuneration as set out in the Statement annexed to this Notice as the minimum remuneration subject to the provision of Section 196, 197, and subject to the conditions and limits specified in Schedule V and all other applicable provisions of the Companies Act, 2013."

Registered Office:

Office No.514, B wing, 215 Atrium
Andheri-Kurla Road, Chakala
Andheri (E), Mumbai-400059

Place: Gurugram

Date: 5th September, 2020

By order of the Board

For Media Matrix Worldwide Limited

(Gurvinder Singh Monga)

Company Secretary
Membership No. ACS 25201

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19' (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic' ('SEBI Circular') permitted the holding of the Annual General Meeting ('AGM'/the Meeting') through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and SEBI Circulars, MCA Circulars, the 35th AGM of the Company is being held through VC/OAVM on Wednesday, September 30, 2020 at 11:00 a.m. (IST). The deemed venue for the AGM will be the place from where the Chairman of the Meeting conducts the AGM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and SEBI Circular, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
3. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matter of Special Business as appearing at item no. 5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forms part of this Notice.
4. The Statement pursuant to Section 102 of the Act in respect of the business under item nos. 5 & 6 set out above and the relevant details of the Directors seeking reappointment/appointment at this AGM in respect of business under item no. 3, 5 and 6 required under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto.
5. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

6. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the 35th AGM through VC/ OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/ OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at scrutinizer@mmwllindia.com with a copy marked to evoting@nsdl.co.in
7. Only registered members of the Company may attend and vote at the AGM through VC/OAVM facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on e-voting website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In line with the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA and the SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. The Notice of AGM and Annual Report 2019-20 are available on the Company's website viz. www.mmwllindia.com may also be accessed from the relevant section of the websites of the Stock Exchange i.e. the BSE Limited www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com
11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Statement shall be made available for inspection. During the 35th AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at mmwl.corporate@gmail.com
12. M/s MZ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-Voting and e-Voting during AGM in a fair and transparent manner.
13. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and share transfer books of the Company will remain closed from 24th, September, 2020 to 30th September, 2020 (both days inclusive) for the purpose of Annual General Meeting (AGM).
14. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date on 23rd day of September, 2020 only shall be entitled to avail the facility of remote e-Voting and any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd day, September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company at mmwl.corporate@gmail.com and/or RTA at support@sharexindia.com
15. Members desiring any information with regard to Annual Accounts/Report are requested to submit their queries addressed to the Company Secretary's email : mmwl.corporate@gmail.com at least ten days in advance of the Meeting so that the information called for can be made available at the Meeting.
16. Members may use the facility of nomination. A Nomination Form will be supplied to them on request.
17. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/ NECS/ mandates, nominations, power of attorney, change of address/ name, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.

In case of members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode, after restoring normalcy or in electronic mode at support@sharexindia.com, as per instructions mentioned in the form.
18. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**

19. As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However, members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.
20. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form. All such members are requested to kindly get their e-mail addresses updated immediately which will not only save your Company's money incurred on the postage but also contribute a lot to save the environment of this Planet.
21. The Company has made special arrangement with the RTA and NSDL for registration of e-mail addresses in terms of the MCA Circulars for members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically. Eligible members whose e-mail addresses are not registered with the Company /DPs are required to provide the same to RTA, pursuant to which any member may receive the Notice of the AGM alongwith the Annual Report 2019-20 and the procedure for remote e-voting alongwith the login ID and Password for remote e-voting.
22. The process and manner for remote e-Voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follows steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based in for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "**Terms and Conditions**" by selecting on the check box.
8. Now, you will have to click on "**Login**" button.
9. After you click on the "**Login**" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "**EVEN**" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.
6. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@mmwllindia.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mahtre at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to support@sharexindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to support@sharexindia.com.

The instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. Ms. Pallavi Mahtre, Manager may be contacted for any grievances connected with the facility for e-voting on the day of the AGM at evoting@nsdl.co.in.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

1. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
3. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM

For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-id mmwl.corporate@gmail.com., on or before 24th September, 2020 mentioning their name, demat account no./ folio number, email ID, mobile number etc.

The Company will, at the AGM, endeavour to address the queries received till aforesaid dates from those Members who have sent queries from their registered email IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably, if necessary.

Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the AGM or replied within 7 days from AGM date by the Company suitably, if necessary.

SPEAKER REGISTRATION BEFORE AGM

Members of the Company holding shares as on the cut-off date i.e. Wednesday, 23rd September, 2020 and who would like to speak or express their views during the AGM may register themselves as speakers by sending their request in advance from Thursday, September 24, 2020 (09:00 A.M. IST) up to Friday, September 25, 2020 (05:00 P.M. IST), mentioning their name, demat account number/folio number, e-mail ID, mobile number at mmwl.corporate@gmail.com. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time for the AGM. Only Registered Speakers will be allowed to speak during the meeting.

DECLARATION OF RESULTS ON THE RESOLUTIONS:

- a. The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s), and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.
- b. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mmwlindia.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to the BSE Limited, where the securities of the Company are listed.
- c. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 30th September, 2020.

Details of Directors retiring by rotation, appointment as independent Director and re-appointment of Whole-time Director, pursuant to Regulation 36(3) of the Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meeting issued by the Institute of Company Secretaries of India

Name of the Director	Smt. Bela Banerjee	Smt. Mansi Gupta	Shri Sandeep Jairath
DIN	07047271	07383271	05300460
Date of Birth	07.10.1950	08.02.1972	11.04.1972
Date of first Appointment	31.03.2015	27.03.2020	25.05.2017
Experience/Expertise in Specific Functional Areas	Smt. Bela Banerjee has more than 40 years' experience in Government of India on different positions both in Ministry of Railways as well as in the Ministry of HRD, Department of Education. After superannuating from Indian Railways in October, 2010, she joined as Member Technical in Railway Claims Tribunal. She has also represented as Director in the Board of Directors of Container Corporation of India as Govt. nominee. She has vast experience of works tender, project management & financial management of construction projects. As ED-Finance/ Exp. Railway Board, she was responsible for financial appraisal of investment proposals of various projects like New Lines, Doubling, Bridges etc. and dealt with various matters concerning Railway PSUs, RITES, IRCON. She is also registered member with Arbitration Council of India. She has handled various arbitration at different level in Railway and other PSUs.	She has more than 21 year of experience in marketing, communication and training programs. She has worked at senior positions with G4S Corporate Services (India) Private Limited, Sahara Group, Bata India Limited, Citi Group. She is currently doing women safety trainings and supporting NGOs including Government CSR (Haryana) for women development programs.	Shri Sandeep Jairath aged 48 years is a Commerce Graduate and holds a degree in MBA Finance. He has more than 21 years of experience in telecom and other related industries.
Qualification(s)	MA (History), LL.B	B.A. Honours (History), MA (History), PG Diploma in Sales & Marketing, Diploma in social media marketing	B. Com, MBA (Finance)
Directorship in other Companies	Adhunik Power & Natural Resources limited	Rasimag Global Private Limited	1. Media Matrix Enterprises Private Limited 2. nexG Devices Private Limited 3. MNV Alliances Private Limited 4. MN Media Ventures Private Limited 5. MN Televentures Private Limited 6. nexG Ventures India Private Limited 7. Magma Media Services Private Limited 8. Vedic Learning Solutions Private Limited 9. Infotel Accers Enterprises Pvt. Ltd.
Chairmanship/ Membership of Committees (across all public Cos.)	Media Matrix Worldwide Limited Nomination and Remuneration Committee – Member Adhunik Power & Natural Resources Ltd Audit Committee-Member	NIL	Media Matrix Worldwide Limited Audit Committee – Member nexG Devices Private Limited Audit Committee –Member Nomination & Remuneration Committee-Member
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors and KMPs of the Company	None	None	None
No. of Board Meeting held/ Attended	3/4	NIL (Appointed w.e.f. March 27, 2020 and no meeting was convened thereafter till March 31, 2020.)	4/4
Last Remuneration drawn (per annum)	Rs.60,000/- (Sitting Fee)	NIL	Rs.33,50,396/-

The Board of Directors recommends the appointment of above directors

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5.

Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter-alia states that the composition of the board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors.

Provided that the board of directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019 and the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020.

Explanation:- The top 500 and 1000 entities shall be determined on the basis of market capitalisation, as at the end of the immediate previous financial year.

Section 149 of the Act inter-alia stipulates the criteria of independence for the appointment of an independent director on the Board of the Company. As per the said Section, an Independent Director can hold office for a term up to five consecutive years on the Board of a company and he/she shall not be included in the total number of directors for retirement by rotation but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in Board's Report.

Smt. Bela Banerjee is a Non- Executive Director on the Board of the Company. She is not an Independent Director of the Company.

Keeping in view the above requirements, the Nomination and Remuneration Committee and the Board of Directors of the Company by way of circular resolution dated 27th March, 2020 have appointed Smt. Mansi Gupta (DIN: 07383271) as an Additional Director in the category of Independent Director of the Company w.e.f. 27th March, 2020 subject to the approval of Shareholders of the Company. In terms of Section 161(1) of the Act, Smt. Mansi Gupta hold office only upto the date of ensuing AGM of the Company.

The Company has received necessary declaration from Smt. Mansi Gupta that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 of the Listing Regulations.

In the opinion of the Board of Directors, Smt. Mansi Gupta fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Smt. Mansi Gupta is independent of the management.

Smt. Mansi Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. She does not hold any equity shares in the Company.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Smt. Mansi Gupta for the office of the Director of the Company to be appointed as such under Section 149 of the Act.

Copy of the draft letter of appointment of Smt. Mansi Gupta as an Independent Director, setting out the terms and conditions is available for inspection by members at the Registered Office and also on the website of the Company.

Smt. Mansi Gupta holds a bachelor degree in B.A. Honours (History) from Jesus & Mary Convent, Delhi University, MA (History) from Annamalai University.

She has also done PG Diploma in Sales & Marketing from N.I.S. and Diploma in social media marketing from Shaw academy.

She has more than 21 year of experience in marketing, communication and training programs.

She has worked at senior positions with G4S Corporate Services (India) Private Limited, Sahara Group, Bata India Limited, Citi Group. She is currently doing women safety trainings and supporting NGOs including Government CSR (Haryana) for women development programs.

Smt. Mansi Gupta does not hold any shares in the Company.

This statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India.

It is proposed to appoint Smt. Mansi Gupta as an Independent Director under Section 149 of the Act and other applicable provisions of the Act and the rules made thereunder for a term up of 3 (three) consecutive years with effect from 27th March, 2020 till 26th March, 2023. She will not be liable to retire by rotation.

Smt. Mansi Gupta is interested in the resolution set out at Item No. 5 of the Notice with regard to her appointment. The relatives of Smt. Mansi Gupta may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board considers that association of Smt. Mansi Gupta would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders of the Company.

Item No. 6.

The Board of Directors of the Company (the "Board") at its meeting held on 23rd May, 2020 has subject to the approval of members, re-appointed Shri Sandeep Jairath as the Whole-time Director, for a period of 3 (Three) years from the expiry of his present term which has expired on 24th May, 2020, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek the members' approval for reappointment of and remuneration payable to Shri Sandeep Jairath as the Whole-time Director cum Chief Financial Officer in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Shri Sandeep Jairath aged about 45 years is a Commerce graduate and also hold a degree in MBA Finance. He has more than 20 years of experience in telecom and other related industries. He has worked in Hutchison Max Telecom Limited and Quadrant Televentures Limited and was looking after finance and revenue assurance.

Shri Sandeep Jairath holds the directorships in following companies: Media Matrix Enterprises Private Limited, nexG Devices Private Limited, MNV Alliances Private Limited, nexG Ventures India Private Limited, Infotel Access Enterprises Private Limited, Magma Services Private Limited, Vedific Learning Solutions Private Limited, MN Media Ventures Private Limited, MN Televentures Private Limited.

He is not holding any shares in the Company.

The principal terms and conditions including remuneration payable to Shri Sandeep Jairath are set out below:

1. Basic Salary

Rs.12,84,000/- (Rupees Twelve Lakh Eighty Four Thousand only) per annum.

2. Perquisites, allowances and other benefits

In addition to the basic salary, Shri Sandeep Jairath shall be entitled to perquisites and other allowance like accommodation or house rent allowance in lieu thereof, reimbursement of expense or such other allowance for medical reimbursement, leave travel allowance, Fuel reimbursement and such other perquisites and allowance under the Company's Rule not exceeding Rs.29,96,000/- (Rupees Twenty Nine Lakh Ninety Six Thousand only) per annum.

3. Other Benefits

- a. Earned /Privilege Leave :As per the rules of the Company
- b. Company's Contribution to Provident Fund: As per the rules of the Company
- c. Gratuity : As per the rules of the Company
- d. Encashment of Leave :As per the rules of the Company
- e. Company Car and Telephone : As per the rules of the Company

The aggregate remuneration inclusive of Salary, Perquisites, allowance and other benefits payable to Shri Sandeep Jairath shall not exceed to Rs. 42,80,000/- (Rupees Forty Two Lakh Eighty Thousand only) per annum.

The appointment of Shri Sandeep Jairath can be terminated within three months' notice or payment of three months basic salary in lieu thereof from either side.

The Directors are of the view that the re-appointment of Shri Jairath as Whole-time Director cum Chief Financial Officer will be beneficial to the operations of the Company and remuneration payable to him is commensurate with his experience and abilities and accordingly recommend the resolution at Item No. 6 of the accompanying notice for the approval of the members of the Company.

In compliance with provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Companies Act, 2013, the terms of remuneration specified above are now being placed before the Members for their approval.

DISCLOSURES AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013 ARE GIVEN HEREUNDER:

I. General information:

1. Nature of Industry

Media Matrix Worldwide Limited is in business of providing Technical Consultancy Services. The Company provides Information Technology & Software Support Services for various platforms as per client requirement.

2. Date or expected date of commencement of commercial production

Not Applicable

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators

During the financial year ended 31st March, 2020, Company had turnover of Rs.337.50 Lakhs as compared to turnover of Rs.328.06 Lakhs during the financial year ended 31st March, 2019. The Company has earned a net profit of Rs.31.16 Lakhs in the financial year ended 31st March, 2020 as against the profit of Rs.27.06 Lakhs in the previous financial year ended 31st March, 2019.

5. Foreign investments or collaborations, if any.

Not Applicable

II. Information about the appointee:

1. Background details:

Already given in foregoing Para

2. Past remuneration:

FY 2019-2020- Rs.40,00,000/-

FY 2019-2018- Rs.40,00,000/-

FY 2018-2017- Rs.34,08,219/-

3. Recognition or awards

Recognized as star performer at HFCL Infotel Limited & promoted thrice in four years. Awarded best internal financial control in the year 2014.

4. Job profile and his suitability

Extensive work experience of almost 3 decades in the field of finance and operations, working in Telecom sector, Manufacturing, Media & Entertainment (OTT service) and Distribution business with some best names of the country - HFCL Infotel Limited & Hutchison Max Telecom Limited. During the entire working he is responsible for managing the financial strategy and internal control of the company. He is responsible for managing the working capital of the company.

Having a decade of experience in Media and Entertainment business running OTT services for consumers. Taking into consideration his qualification, experience and expertise he is best suited person for the designation of Whole-time Director cum Chief Financial Officer of the Company.

5. Remuneration proposed

Already mentioned in the foregoing paragraphs.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be respect to the country of his origin)

The Company had a loss of Rs.296.80 Lakhs in the financial year 2012 in comparison to profit of Rs.31.16 Lakhs in the financial year 2020. During these years, the Company has converted loss into profit. Our main focus is in technical consultancy business. The Nomination and Remuneration Committee as well as the Board of Directors feel that remuneration payable to Shri Sandeep Jairath (DIN: 05300460) is commensurate with his qualification, experience, the duties and responsibilities entrusted to him.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Except for the proposed re-appointment and remuneration, Shri Sandeep Jairath does not have any pecuniary relationship with the Company or with any other key managerial personnel.

III. Other information:

1. Reason of loss or inadequate profits

The Company has earned profit during the financial year but the profit is not sufficient to pay remuneration on the proposed scale. The Company's profit is increasing substantially every year.

2. Steps taken or proposed to be taken for improvement

The Company is doing well and its turnover and profits are increasing every year. The Management is expanding its area of operation in Non- Banking and Financial Business. The Company also planning to expand other consultancy business to improve revenue and profits.

3. Expected increase in productivity and profits in measurable terms

Increase in profits by 10% in forthcoming year.

IV. Disclosures

The necessary disclosures on re-appointment and remuneration etc. have been made under Corporate Governance Report which forms the part of the Annual Report.

It is, therefore, proposed to seek the members' approval for re-appointment and remuneration payable to Shri Sandeep Jairath as Whole-time Director in terms of the applicable provisions of the Act.

Shri Sandeep Jairath is interested in the Resolution set out at Item No. 6 of the Notice with regard to his re-appointment. The relatives of Shri Sandeep Jairath may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Your directors recommend the Ordinary Resolution set out at Item no. 6 of the Notice for your approval.

Registered Office:

Office No.514, B wing, 215 Atrium
Andheri-Kurla Road, Chakala
Andheri (E), Mumbai-400059

Place: Gurugram

Date: 5th September, 2020

By order of the Board
For **Media Matrix Worldwide Limited**

(Gurvinder Singh Monga)
Company Secretary
Membership No. ACS 25201