

BSE LTD
ACKNOWLEDGEMENT

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| Acknowledgement No | : 1304201703584127 | Date & Time : 13/04/2017 03:58:41 PM |
| Scrip Code | : 512267 | |
| Entity Name | : Media Matrix Worldwide Limited | |
| Compliance Type | : Regulation 27(2)- Corporate Governance | |
| Quarter / Period | : 31/03/2017 | |
| Mode | : E-Filing | |

| General information about company | |
|-----------------------------------|--------------------------------|
| Scrip code | 512267 |
| Name of the entity | Media Matrix Worldwide Limited |
| Date of start of financial year | 01-04-2016 |
| Date of end of financial year | 31-03-2017 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2017 |
| Risk management committee | Not Applicable |

| Annexure I | | | | | | | | | | | | | | |
|--|-----------------|------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|--|--|-------|
| Annexure I to be submitted by listed entity on quarterly basis | | | | | | | | | | | | | | |
| I. Composition of Board of Directors | | | | | | | | | | | | | | |
| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | |
| Is there any change in information of board of directors compare to previous quarter | | | | | | | | | | | | Yes | | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes |
| 1 | Mr | Chhattar Kumar Goushal | AAKPG9289R | 01187644 | Non-Executive - Independent Director | Not Applicable | | 11-08-2014 | | 32 | 1 | 4 | 1 | |
| 2 | Mr | Bharat Bhushan Chugh | AADPC8668B | 00472532 | Executive Director | Not Applicable | | 29-05-2015 | | | 1 | 4 | 0 | |
| 3 | Mr | Suresh Bohra | ADAPB9506D | 00093343 | Non-Executive - Independent Director | Not Applicable | | 11-08-2014 | | 32 | 2 | 7 | 1 | |
| 4 | Mrs | Bela Banerjee | AAAPB5933B | 07047271 | Non-Executive - Independent Director | Not Applicable | | 12-08-2016 | | 24 | 2 | 2 | 0 | |

| Annexure 1 | | | | | |
|--|---------------------------------------|----------------------------|--------------------------------------|-------------------------|-------------------------|
| II. Composition of Committees | | | | | |
| Disclosure of notes on composition of committees explanatory | | | | | |
| Is there any change in information of committees compare to previous quarter | | | | Yes | |
| Sr | Name Of Committee | Name of Committee members | Category 1 of directors | Category 2 of directors | Name of other committee |
| 1 | Audit Committee | Mr. Chhattar Kumar Goushal | Non-Executive - Independent Director | Chairperson | |
| 2 | Audit Committee | Mr. Bharat Bhushan Chugh | Executive Director | Member | |
| 3 | Audit Committee | Mr. Suresh Bohra | Non-Executive - Independent Director | Member | |
| 4 | Nomination and remuneration committee | Mrs. Bela Banerjee | Non-Executive - Independent Director | Chairperson | |
| 5 | Nomination and remuneration committee | Mr. Chhattar Kumar Goushal | Non-Executive - Independent Director | Member | |
| 6 | Nomination and remuneration committee | Mr. Suresh Bohra | Non-Executive - Independent Director | Member | |
| 7 | Stakeholders Relationship Committee | Mr. Suresh Bohra | Non-Executive - Independent Director | Chairperson | |
| 8 | Stakeholders Relationship Committee | Mr. Chhattar Kumar Goushal | Non-Executive - Independent Director | Member | |
| 9 | Stakeholders Relationship Committee | Mr. Bharat Bhushan Chugh | Executive Director | Member | |

| Annexure 1 | | | |
|--|---|--|---|
| Annexure 1 | | | |
| III. Meeting of Board of Directors | | | |
| Disclosure of notes on meeting of board of directors explanatory | | | |
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1 | 14-11-2016 | | |
| 2 | | 13-02-2017 | 90 |

| Annexure 1 | | | | | | | |
|--|-------------------------------------|---|--|-------------------------------------|---|--|-------------------------|
| IV. Meeting of Committees | | | | | | | |
| Disclosure of notes on meeting of committees explanatory | | | | | | | |
| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1 | Audit Committee | 13-02-2017 | Yes | All the three members were present | 14-11-2016 | 90 | |
| 2 | Stakeholders Relationship Committee | 13-02-2017 | Yes | All the three members were present | | | |

| Annexure 1 | | | |
|-------------------------------|--|----------------------------------|--|
| V. Related Party Transactions | | | |
| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

| Annexure 1 | | |
|------------------|--|----------------------------|
| VI. Affirmations | | |
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Textual Information(1) |

| Text Block | |
|------------------------|--|
| Textual Information(1) | The Report for the previous quarter ended 31st December, 2016 has already been placed before the Board of Directors. The report for the current quarter ended 31st March, 2017 shall be placed before Board of Directors in the ensuing Board Meeting. |

| Annexure II | | | | |
|---|---|-------------------------------|--|-------------------|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 1 | Details of business | Yes | | www.mmwlindia.com |
| 2 | Terms and conditions of appointment of independent directors | Yes | | www.mmwlindia.com |
| 3 | Composition of various committees of board of directors | Yes | | www.mmwlindia.com |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | www.mmwlindia.com |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.mmwlindia.com |
| 6 | Criteria of making payments to non-executive directors | Yes | | www.mmwlindia.com |
| 7 | Policy on dealing with related party transactions | Yes | | www.mmwlindia.com |
| 8 | Policy for determining 'material' subsidiaries | Yes | | www.mmwlindia.com |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | www.mmwlindia.com |

| Annexure II | | | | |
|---|---|----------------------------------|--|-------------------|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | www.mmwlindia.com |
| 11 | email address for grievance redressal and other relevant details | Yes | | www.mmwlindia.com |
| 12 | Financial results | Yes | | www.mmwlindia.com |
| 13 | Shareholding pattern | Yes | | www.mmwlindia.com |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | New name and the old name of the listed entity | NA | | |

| Annexure II | | | | |
|-------------------------|---|-------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Review of Compliance Reports | 17(3) | Yes | |
| 5 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 6 | Code of Conduct | 17(5) | Yes | |
| 7 | Fees/compensation | 17(6) | Yes | |
| 8 | Minimum Information | 17(7) | Yes | |
| 9 | Compliance Certificate | 17(8) | Yes | |
| 10 | Risk Assessment & Management | 17(9) | Yes | |

| Annexure II | | | | |
|-------------------------|---|-------------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 11 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 12 | Composition of Audit Committee | 18(1) | Yes | |
| 13 | Meeting of Audit Committee | 18(2) | Yes | |
| 14 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 15 | Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes | |
| 16 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 17 | Vigil Mechanism | 22 | Yes | |
| 18 | Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes | |
| 19 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 20 | Approval for material related party transactions | 23(4) | NA | |

| Annexure II | | | | |
|--------------------------------------|---|--------------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 21 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes | |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4), (5) & (6) | Yes | |
| 23 | Maximum Directorship & Tenure | 25(1) & (2) | Yes | |
| 24 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 25 | Familiarization of independent directors | 25(7) | Yes | |
| 26 | Memberships in Committees | 26(1) | Yes | |
| 27 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 28 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 29 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| Any other information to be provided | | | Textual Information(1) | |

| Text Block | |
|------------------------|--|
| Textual Information(1) | <p>Regulation 17(8) - Compliance Certificate for FY 2016-17 will be placed in the ensuing Board Meeting.</p> <p>Regulation 17(10)- Performance Evaluation of Independent Directors for FY 2016-17 will be done by the Board of Directors in its ensuing Meeting.</p> <p>Regulation 26(3) - Affirmation with compliance with code of conduct from members of the Board of Directors and Senior Management Personnel for FY 2016-17 will be placed in the ensuing Board Meeting.</p> |

| Annexure II | | |
|-------------------|--|----------------------------------|
| III. Affirmations | | |
| Sr | Particulars | Compliance status (Yes/No/NA) |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |
| | Any other information to be provided | |

| Signatory Details | |
|-----------------------|-----------------------|
| Name of signatory | Gurvinder Singh Monga |
| Designation of person | Company Secretary |
| Place | Gurgaon |
| Date | 13-04-2017 |