

MEDIA MATRIX WORLDWIDE LTD.

Registered 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: L51900MH1985PLC036518

COMPANY NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of Media Matrix Worldwide Limited will be held on Saturday, the 27th day of September, 2014 at 09:30 A.M. at the Flat No. 155, 15th Floor, Mittal Court, "A" Wing, Nariman Point, Mumbai-400021 to transact the business as stated in the Notice of the Meeting sent to members.

The Notice of the Meeting, Auditor's Report, Statement as required under Section 102 of the Companies Act, 2013 alongwith the Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors for the year ended 31st March, 2014 and instructions for e-voting have been mailed to all the Members of the Company at their registered addresses and the dispatch of the same has been completed on 02nd September, 2014. The aforesaid documents have been sent by electronic mode to only those members, whose e-mail addresses are registered with the Company/Depository Participants.

Members are hereby informed that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Media Matrix Worldwide Limited (MMWL) is providing to the Members the facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL). The instructions for e-voting are given in a separate letter which has been posted to shareholders.

A copy of the AGM Notice alongwith the other documents can also be had free of charge from the Registered Office of the Company. The same are also available on the website of the Company at www.mmwlindia.com.

The e-voting period commences on 21st September, 2014 (09:00 A.M.) and ends on 24th September, 2014 (09:00 A.M.). The e-voting module shall be disabled by NSDL for voting thereafter and Members will not be allowed to vote electronically beyond the said date.

The Board of Directors of the Company has appointed Mukesh Siroya and Company, Practicing Company Secretary, as scrutinizer for conducting the e-voting process in a fair and transparent manner.

The result of the e-voting and poll shall be declared on or after the AGM of the Company. The Results declared, alongwith the Scrutinizer's Report shall be placed on the Company's website www.mmwlindia.com and NSDL site www.evoting.nsdl.com and communicated to the Stock Exchanges where the Company's share are listed.

Any query or grievance connected with the e-voting/voting on poll may be addressed to Mr. Mohd Zafar, Company Secretary of the Company. His email id is compliance@mmwlindia.com.

A Member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself. A Proxy need not be a Member of the Company. The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the Meeting.

Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Monday, the 22nd day of September, 2014 to Friday, the 26th day of September, 2014 (both days inclusive)**.

for Media Matrix Worldwide Limited

Sd/-

(Mohd. Zafar)

Company Secretary

Place : Gurgaon

Date : 04.09.2014