



MEDIA MATRIX WORLDWIDE LIMITED

CIN : L32100MH1985PLC036518

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

Tel. : (+91 -22) 61391700, Fax : (+91-22) 61391700

Website : www.mmwlindia.com, E-mail : mmwl.corporate@gmail.com

Folio No./DP ID & Client ID :

Name & Address :

Joint Holder(s) :

No. of Equity Shares held :

Dear Member,

Sub: Voting through electronic means ("remote e-Voting")

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Company is offering "remote e-Voting" facility to its members in respect of the business to be transacted at the 33rd Annual General Meeting scheduled to be held on Saturday, the 29th day of September, 2018 at 9:30 A.M.

Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate "remote e-Voting".

EVEN (Remote e-Voting Event Number)	User ID	Password/PIN

The remote e-Voting facility will be available during the following voting period:

Commencement of e-voting:	From 9:00 a.m. (IST) on 26th September, 2018
End of e-voting:	Up to 5:00 p.m. (IST) on 28th September, 2018

The Cut-Off date for the purpose of e-Voting is 22nd September, 2018.

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice dated 13th August, 2018 for the 33rd Annual General Meeting scheduled to be held on 29th September, 2018, which is being mailed to you along with the full Annual Report for the financial year 2017-18 of the Company. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting, Annual Report and this communication are also available on the website of the Company at www.mmwlindia.com.

Yours faithfully,

For Media Matrix Worldwide Limited

Place : Gurgaon
Date : 13th August, 2018

(Gurvinder Singh Monga)
Company Secretary

Process and Manner for members opting for e-Voting is as under:-

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through poll paper.
- III. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences on 26th September, 2018 (9:00 a.m.) and ends on 28th September, 2018 (5:00 p.m.).
During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-Voting are as under:

A. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

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, your 'initial password' is communicated to you on your postal address.
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.
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.

Step 2 : 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.
 9. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@mmwllndia.com with a copy marked to evoting@nsdl.co.in
 10. 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.
 11. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222- 990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email address : pallavid@nsdl.co.in/ evoting@nsdl.co.in or at telephone no. +91 22 24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: mmwl.corporate@gmail.com
 12. You can update your mobile number and email Id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the "Cut-off date" of 22nd, September, 2018.
 - VII. 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. 22nd, September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer at mmwl.corporate@gmail.com and RTA at sharexindia@vsnl.com
 - VIII. 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 only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through poll paper.
 - IX. M/s MZ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the poll and remote e-Voting process in a fair and transparent manner.
 - X. The Chairman of the Meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
 - XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mmwllndia.com and on the website of NSDL immediately after the declaration of result by the BSE Limited (BSE).
 - XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting i.e. 29th September, 2018.

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 33rd Annual General Meeting (AGM) of the Members of Media Matrix Worldwide Limited will be held on Saturday, the 29th day of September, 2018 at 9:30 A.M. at the Flat No. 155, 15th Floor, Mittal Court, A Wing, Nariman Point, Mumbai-400021 to transact the following businesses:

Ordinary Business:

- To receive, consider and adopt** (a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon; and (b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the reports of the Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
 - "RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon as laid before this meeting be and are hereby, received, considered and adopted.
 - RESOLVED FURTHER THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018 and the reports of Auditors thereon as laid before this meeting be and are hereby, received, considered and adopted."
- To appoint a Director in place of Shri Sandeep Jairath (DIN: 05300460), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Sandeep Jairath (DIN: 05300460), who retires by rotation and being eligible offers himself for appointment be and is hereby re-appointed as a Director of the Company."
- To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and all other applicable provisions of Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, 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 33rd Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:

- To appoint Smt. Bela Banerjee (DIN: 07047271) as a Non-Executive Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Bela Banerjee (DIN: 07047271), be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation w.e.f. 29th September, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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."
- To appoint Shri Aasheesh Verma (DIN: 08199653) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), 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, Shri Aasheesh Verma (DIN:08199653), who was appointed as an additional director 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term w.e.f. 13th August, 2018 upto 12th August, 2023."

6. Appointment of Shri Sunil Batra (DIN: 02188254) as a Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), Shri Sunil Batra (DIN : 02188254) who was appointed as an Additional Director in the category of Non-Executive Director of the Company by the Board of Directors at its meeting held on 31st January, 2018 and whose term of office expires at this Annual General Meeting (AGM) 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 a Director of the Company, liable to retire by rotation".

Registered Office:

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

Place: Gurgaon

Date: 13th, August, 2018

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

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. 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, 2018 to 28th September, 2018 (both days inclusive) for the purpose of Annual General Meeting (AGM).
4. Members are requested:
- to kindly notify the change of address, if any, to the Company/their Depository Participant.
 - to bring their attendance slip along with their copy of the Annual Report in the Meeting.
 - to deposit the duly completed attendance slip at the Meeting.
5. Members may use the facility of nomination. A Nomination Form will be supplied to them on request.
6. Members desiring any information with regard to Annual Accounts/Report are requested to submit their queries addressed to the Company Secretary at least ten days in advance of the Meeting so that the information called for can be made available at the Meeting.

7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays during business hours up to the date of the Annual General Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Contracts or Arrangement in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. Copies of Annual Report for financial year ended 31st March, 2018 including Notice of AGM, Attendance Slip, Proxy Form and instructions for e-Voting are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses so that they can receive the Annual Report and other communications from the Company electronically in future. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
12. The copies of the Annual Reports will not be distributed at the AGM. Members are requested to bring their copies to the meeting. The Annual Report of the Company is also available on the Company's website www.mmwllindia.com.
13. Information and other instructions relating to remote e-Voting are as under:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through Poll paper.
 - III. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-Voting period commences on 26th September, 2018 (9:00 am) and ends on 28th September, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the 'cut-off date' i.e. 22nd September, 2018, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-Voting are as under:
 - A. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

 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, your 'initial password' is communicated to you on your postal address.
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.
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.

Step 2 : 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 i.e. MMWL
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.
9. 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

10. 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.
 11. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222- 990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email address: pallavid@nsdl.co.in/ evoting@nsdl.co.in or at telephone no. +91 22 24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: mmwl.corporate@gmail.com
 12. You can update your mobile number and email Id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **22nd September, 2018**.
 - VII. 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. 22nd September, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
 - VIII. 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 only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through poll paper.
 - IX. MZ & Associates, Company Secretaries has been appointed for as the Scrutinizer to scrutinize the Poll and remote e-Voting process in a fair and transparent manner.
 - X. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
 - XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mmwllindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited (BSE).
 - XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting i.e. 29th September, 2018.
 - XIV. Route Map of the venue of 33rd Annual General Meeting is enclosed.

Details of Directors retiring by rotation, proposed to be appointed as Non-executive director and appointment as Independent 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	Shri Sandeep Jairath	Smt. Bela Banerjee	Shri Aasheesh Verma	Shri Sunil Batra
DIN No.	05300460	07047271	08199653	02188254
Date of Birth	11.04.1972	07.10.1950	19.09.1965	18.04.1957
Date of first Appointment	25.05.2017	31.03.2015	13.08.2018	31.01.2018
Experience/Expertise in Specific Functional Areas	Shri Sandeep Jairath aged 46 years is a Commerce Graduate and holds a degree in MBA Finance. Shri Jairath has more than 20 years of experience in telecom and other related industries.	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.	Shri Aasheesh Verma is B.Sc graduate and hold a degree of B.E. in Electronics & Telecommunications. He has also done his MBA from IIM Calcutta. He has more than 27 year of experience in Sales & Marketing, business operations, revenue and cost management. He had worked as Chief Operating Officer of Tata Teleservices (Tata DoCoMo), Chief Operating officer of MTS India, Country Manager (India) of InterPacket Inc. (USA).	Shri Batra is a Commerce graduate He is having an experience of 28 years and is an aficionado in Consumer Sales and a Marketing professional with a successful track record of over two decades in various FMCG multinationals like Lipton India (HUL), Kelloggs India, Bata India, Coca-Cola and Tata Tele Services Limited (TTSL).
Qualification(s)	B. Com, MBA (Finance)	MA (History), LL.B	B.Sc, B.E. (Electronics & Telecommunications)	B.Com
Directorship in other Companies	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	1. Himachal Futuristic Communications Ltd. 2. Adhunik Power & Natural Resources limited 3. The Braithwaite Burn and Jessop Construction Company Ltd.	NIL	1. nexG Devices Private Limited 2. Oneclick Technologies Private Limited 3. In-Touch Infotech Services Private limited 4. DigiVive Services Private Limited 5. Benefitsplus Media Private Limited
Chairmanship/ Membership of Committees (across all public Cos.)	NIL	Himachal Futuristic Communications Ltd. Nomination, Remuneration and Compensation Committee- Chairperson Audit Committee-Member Media Matrix Worldwide Limited Nomination and Remuneration Committee - Chairperson Adhunik Power & Natural Resources Ltd Audit Committee-Member The Braithwaite Burn and Jessop Constructions Co. Ltd. Audit Committee-Member	NIL	DigiVive Services Private Limited Nomination and Remuneration Committee - Member Audit Committee- Member
Shareholding in the Company	NIL	NIL	NIL	NIL
Relationship with other Directors and KMPs of the Company	None	None	None	None
No. of Board Meeting held/ Attended	6/5	6/6	NA	6/0
Last Remuneration drawn (per annum)	Rs.34,08,219/-	Rs.50,000/- as a sitting fees	NA	NA

The above information may be treated as part of Statement annexed under Section 102 of the Companies Act, 2013 for item no 2, 4, 5 and 6 of the AGM Notice. 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 4.

The Board of Directors and Shareholders at their meetings held on 31st March, 2015 and 28th September, 2015 respectively had appointed Smt. Bela Banerjee as an Independent Director pursuant to Section 149 of the Companies Act, 2013 and other applicable provisions for a period commencing from 31st March, 2015 till the conclusion of 31st Annual General Meeting held on 30th September, 2016 for the first term of one year.

Subsequently, the Board of Directors and Shareholders at their meetings held on 12th August, 2015 and 30th September, 2016 respectively had appointed Bela Banerjee as an Independent Director pursuant to Section 149 of the Companies Act, 2013 and other applicable provisions for a period commencing from 12th August, 2016 till the conclusion of 33rd Annual General Meeting for a period of two years and accordingly will cease to be an Independent Director of the Company with the conclusion of 33rd Annual General Meeting to be held on 29th September, 2018.

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.

A brief profile of Smt. Bela Banerjee as Non-Executive Director is given under the heading details of Directors retiring by rotation and proposed to be appointed as Non-Executive Director and appointment as Independent Director of the Company, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India or elsewhere in Notice.

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

The performance of Smt. Bela Banerjee was evaluated satisfactory in the effective and efficient discharge of her roles and responsibilities as an Independent Director of the Company for the year 2017-18.

The Board of Directors of the Company on the recommendations of the Nomination and Remuneration Committee at their meeting held on 13th August, 2018 has appointed Smt. Bela Banerjee as a Non-Executive Director of the Company w.e.f. 29th September, 2018, liable to retire by rotation. Your directors feel confident that your Company will be immensely benefitted by her continuing association with the Board.

Smt. Bela Banerjee is not dis-qualified from being appointed as a Director in terms of Section 164 of the Act, and has given a consent to act as Director of the Company.

Smt. Bela Banerjee doesn't hold any equity shares in the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Smt. Bela Banerjee for the office of Director, to be appointed as such under Section 152 of the Act.

In view of above, the Board of Directors upon the recommendation of the Nomination and Remuneration Committee in its Meeting held on 13th August, 2018, has approved the appointment of Smt. Bela Banerjee as a Non-Executive Director of the Company, a director liable to retire by rotation and recommends the same for the approval by the Shareholders of the Company as an Ordinary Resolution.

Accordingly, it is proposed to appoint Smt. Bela Banerjee as Non-Executive Director, liable to retire by rotation pursuant to Section 152, and other applicable provisions of the Act and the Rules made there under.

Smt. Bela Banerjee is interested in the resolution set out at Item No. 4 of the Notice with regard to her appointment. The relatives of Smt. Bela Banerjee may be deemed to be interested in the aforesaid resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The board recommend the ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders of the Company.

Item No. 5.

As per the provisions of Section 149(1) of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Company should have one third of total number of Directors as Independent Directors.

Section 149 of the Act inter-alia stipulates the criteria of independence should a Company propose to appoint an independent director on its Board. 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.

Keeping in view the above requirements, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 13th August, 2018 have appointed Shri Aasheesh Verma (DIN:08199653) as an Additional Director in the category of Independent Director of the Company w.e.f. 13th August, 2018 subject to the approval of Shareholders of the Company. In terms of Section 161(1) of the Act, Shri Aasheesh Verma hold office only upto the date of ensuing AGM of the Company to be held on 29th September, 2018.

The Company has received necessary declaration from Shri Aasheesh Verma that he 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 Regulation.

In the opinion of the Board of Directors, Shri Aasheesh Verma fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulation.

Shri Aasheesh Verma is independent of the management.

Shri Aasheesh Verma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. He 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 Shri Aasheesh Verma 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 Shri Aasheesh Verma as an Independent Director, setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Shri Aasheesh Verma is B.Sc graduate and hold a degree of B.E. in Electronics & Telecommunications. He has also done his MBA from IIM Calcutta. He has more than 27 year of experience in Sales & Marketing, business operations, revenue and cost management. He had worked as Chief Operating Officer of Tata Teleservices (Tata DoCoMo), Chief Operating officer of MTS India, Country Manager (India) of InterPacket Inc. (USA).

Shri Aasheesh Verma 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 Shri Aasheesh Verma 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 5(five) consecutive years with effect from 13th August, 2018 upto 12th August, 2023. He will not be liable to retire by rotation.

Shri Aasheesh Verma is interested in the Resolution set out at Item No. 5 of the Notice with regard to his appointment. The relatives of Shri Aasheesh Verma 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 are, 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 Shri Aasheesh Verma would be of immense benefit to the Company and it is desirable to avail his 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.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors had appointed Shri. Sunil Batra (DIN: 02188254) as an Additional Director of the Company with effect from 31st January, 2018.

In terms of Section 161(1) of the Companies Act, 2013, Shri Batra holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from member proposing his candidature for the office of Director.

Shri Batra is a Commerce graduate. He is having an experience of 28 years and is an aficionado in Consumer Sales and a Marketing professional with a successful track record of over two decades in various FMCG multinationals like Lipton India (HUL), Kelloggs India, Bata India, Coca-Cola and Tata Tele-Services Limited (TTSL).

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

Shri Sunil Batra is not dis-qualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Shri Sunil Batra along with his relatives do not hold any shares in the Company.

Shri Sunil Batra is deemed to be concerned or interested in the proposed resolution as it relates to his own appointment. The relative of Shri Sunil Batra 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.

None of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 6 of the Notice for the appointment of Shri Batra as a Director, liable to retire by rotation.

Registered Office:

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

Place: Gurgaon

Date: 13th, August, 2018

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

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



Media Matrix Worldwide Limited

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

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

Corporate Identity Number: L32100MH1985PLC036518

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the venue.

DP-Id*		Folio No.	
Client-Id*		No. of shares	



Name and address of the Shareholder _____

Name and address of the Proxy holder _____

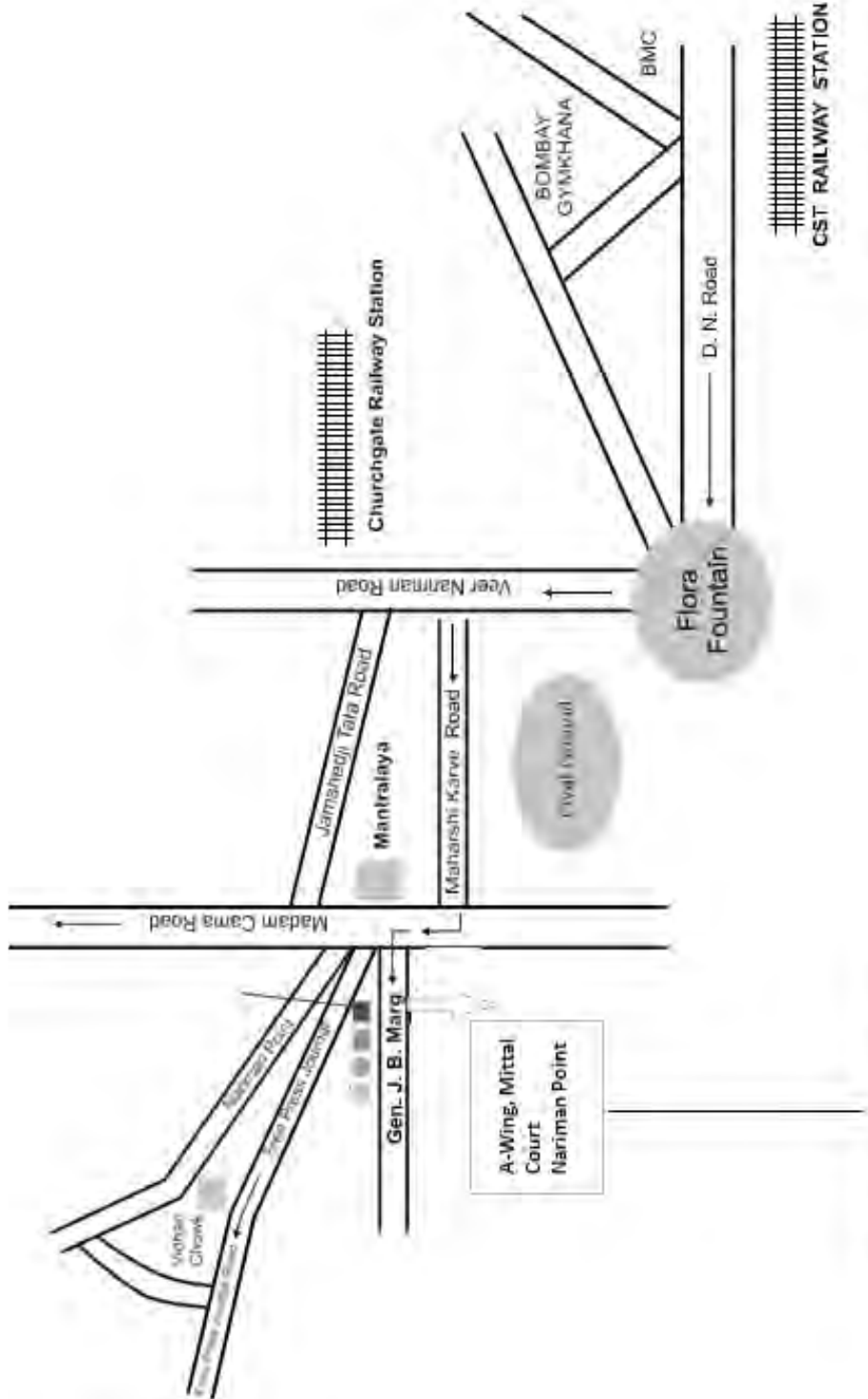
I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company held on Saturday, the 29th day of September, 2018 at 09:30 A. M., Flat No. 155, 15th Floor, Mittal Court, "A" Wing, Nariman Point, Mumbai - 400021.

Signature of Shareholder

Signature of Proxy holder

*Applicable for investors holding shares in electronic form.





Media Matrix World wide Limited
AGM Venue



Media Matrix Worldwide Limited

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

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

Corporate Identity Number: L32100MH1985PLC036518

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the Member(s)	
Registered Address	
E-mail ID	Folio No.
DP-ID / Client-ID*	

*Applicable for shareholders holding shares in electronic form.

I/We, being the member(s) holding _____ shares of Media Matrix Worldwide Limited, of Re. 1/- each hereby appoint

(1) Name: _____ of _____

_____ having e-mail id _____ or failing him

(2) Name: _____ of _____

_____ having e-mail id _____ or failing him

(3) Name: _____ of _____

_____ having e-mail id _____ or failing him

and whose signature(s) are appended in Proxy Form as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Saturday, the 29th day of September, 2018 at 09:30 A. M. at Flat No 155, 15th Floor, Mittal Court, "A" Wing, Nariman Point, Mumbai - 400021 and at any adjournment thereof in respect of such resolutions as are indicated overleaf :

* I wish my above Proxy to vote in the manner as indicated in the Box below:

Sl No.	Resolutions	For	Against
1.	Receive, Consider and adopt:		
	a) Audited Financial Statements, Reports of the Board of Directors' and Auditors'		
	b) Audited Consolidated Financial Statements and Auditors' Report thereon		
2.	Re-appointment of Shri Sandeep Jairath, (DIN: 05300460), Director who retires by rotation and being eligible offers himself for re-appointment		
3.	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W), as Statutory Auditors and to fix their remuneration		
4.	Appointment of Smt. Bela Banerjee (DIN: 07047271) as a Non-Executive Director of the Company		
5.	Appointment of Shri Aasheesh Verma (DIN:08199653) as an Independent Director of the Company		
6.	Appointment of Shri Sunil Batra (DIN: 02188254) as a Non-Executive Director of the Company		

Signed thisday of 2018

Signature of shareholder

Affix a Revenue Stamp

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- *4. This is only optional. Please put a (√) in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated.